ANNUAL INFORMATION FORM

Fiscal year ended March 31, 2022

June 29, 2022

TABLE OF CONTENTS

1. CORPORATE STRUCTURE 3
2. GENERAL DEVELOPMENT OF THE BUSINESS 3
3. NARRATIVE DESCRIPTION OF THE BUSINESS 6
4. RISK FACTORS AND UNCERTAINTIES 11
5. CAPITAL STRUCTURE 21
6. MARKET FOR SECURITIES 22
7. DIRECTORS AND EXECUTIVE OFFICERS 23
8. TRANSFER AGENT AND REGISTRAR 26
9. LEGAL PROCEEDINGS AND REGULATORY ACTIONS 26
10. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS 27
11. MATERIAL CONTRACTS 27
12. INTERESTS OF EXPERTS 27
13. AUDIT COMMITTEE AND RELATED MATTERS 27
14. ADDITIONAL INFORMATION 30

APPENDIX A – INTERCORPORATE RELATIONSHIPS 31

APPENDIX B – CHARTER OF THE AUDIT COMMITTEE 32

In this Annual Information Form, "mdf commerce", the "Corporation" or the words "we", "our" and "us" refer, depending on the context, either to mdf commerce inc. or to mdf commerce inc. together with its subsidiaries and entities in which it has an economic interest. All dollar amounts refer to Canadian dollars, unless otherwise expressly stated.

This Annual Information Form is dated June 29, 2022 and, unless specifically stated otherwise, all information disclosed herein is provided as at March 31, 2022, the end of the most recent fiscal year of the Corporation.

Certain statements in this Annual Information Form and in the documents incorporated by reference herein constitute forward-looking statements. These statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause mdf commerce's, or the Corporation's industry's actual results, levels of activity, performance or achievements to be materially different from those expressed or implied by any of the Corporation's statements. Such factors may include, but are not limited to, risks and uncertainties that are discussed in greater detail in the "Risk Factors and Uncertainties" section of this Annual Information Form. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may", "will", "should", "could", "expects", "plans", "anticipates", "intends", "believes", "estimates", "predicts", "potential" or "continue" or the negatives of these terms or other comparable terminology. These statements are only predictions. Forward-looking statements are based on management's current estimates, expectations and assumptions, which management believes are reasonable as of the date hereof, and are inherently subject to significant business, economic, competitive and other uncertainties and contingencies regarding future events and are accordingly subject to changes after such date. Undue importance should not be placed on forward-looking statements, and the information contained in such forward-looking statements should not be relied upon as of any other date. Actual events or results may differ materially. We cannot guarantee future results, levels of activity, performance or achievement. We disclaim any intention, and assume no obligation, to update these forward-looking statements, except as required by applicable securities laws.

1. CORPORATE STRUCTURE

1.1 INCORPORATION OF THE CORPORATION

mdf commerce inc. (previously Mediagrif Interactive Technologies Inc.) was incorporated on February 16, 1996 under the *Canada Business Corporations Act*. Our head office is located at 1111 St-Charles Street West, Suite 255, Longueuil, Québec, J4K 5G4 and our web site is found at www.mdfcommerce.com. Since our incorporation, we have amended our articles of incorporation as follows:

A. on December 16, 1996, March 27, 1998 and February 15, 1999, to modify our share capital;

B. on March 30, 2000, to (i) add an English version of the name "Technologies Interactives Mediagrif inc."; (ii) allow the board of directors of the Corporation (the "Board") to appoint, without exceeding the maximum number of directors provided for in the articles, one or more directors to hold office until the next annual meeting of shareholders; provided that the number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders; and (iii) modify our share capital to: (a) repeal all existing classes of shares; (b) create three new classes, namely common shares, preferred shares and class C shares; and (c) convert outstanding class D shares into common shares on a one-for-one basis and outstanding class E and F shares on the basis of 9.615 class E or F shares for one common share;

C. on September 22, 2000, to (i) eliminate certain private-company restrictions; (ii) repeal class C shares and convert them into common shares on a one-for-one basis; and (iii) subsequently subdivide each outstanding common share into 50.99 common shares;

D. on September 23, 2020, to change the Corporation name from Mediagrif Interactive Technologies Inc. to mdf commerce inc.; and

E. on June 9, 2021, to (i) require adequate prior notice of director nominations, as well as sufficient information on the nominees, allowing the Corporation to evaluate any proposed nominees' qualifications and to facilitate an orderly and efficient shareholders' meeting process and (ii) adopt forum selection provisions for certain legal actions involving the Corporation.

1.2 INTERCORPORATE RELATIONSHIPS

The principal subsidiaries and entities in which mdf commerce has an economic interest are described in Appendix A attached hereto.

2. GENERAL DEVELOPMENT OF THE BUSINESS

2.1 PROFILE

mdf commerce inc. (TSX: MDF) enables the flow of commerce by providing a broad set of software as a service (SaaS) solutions that optimize and accelerate commercial interactions between buyers and sellers. Our platforms and services empower businesses around the world, allowing them to generate billions of dollars in transactions on an annual basis. Our eprocurement (formerly Strategic Sourcing), ecommerce, Supply Chain Collaboration and emarketplaces solutions are supported by a strong and dedicated team of approximately 800 employees based in Canada, the U.S., Denmark, Ukraine and China.

2.2 HISTORY

We began developing e-business networks in 1996 with the launch of our first e-business network. Since then, we have gained technological and operating expertise and increased the number of networks under operation mainly through start-ups, but also through acquisitions. Our solutions are regrouped under three platforms – eprocurement (formerly Strategic Sourcing), Unified Commerce, and emarketplaces - and we present our offer to the market as follows:

CLIENT SOLUTIONS	SINCE
I. eprocurement	
MERX	December 2002
GovernmentBids	February 2004
BidNet and BidNet Direct	August 2004
Construction BidBoard	July 2006
ASC	May 2016
Vendor Registry	November 2020
Periscope	August 2021
II. Unified Commerce	
A. ecommerce	
Orckestra	June 2017
k-eCommerce	December 2019
B. Supply Chain Collaboration	
InterTrade	December 2010
III. emarketplaces	
The Broker Forum	April 1996
Power Source OnLine	August 1998
Carrus Technologies	April 2001
Polygon	September 2004
Jobboom	June 2013
Réseau Contact	November 2013

The following events have occurred over the last three fiscal years:

On March 26, 2019, the Corporation announced that Mr. Claude Roy was retiring for health reasons and stepping down as President and Chief Executive Officer effective March 31, 2019. Mr. Paul Bourque, the Corporation's Chief Financial Officer at the time, held the position of Acting President and Chief Executive Officer until the appointment of tech industry veteran Mr. Luc Filiatreault as President and Chief Executive Officer on September 16, 2019.

On September 11, 2019, Zoya Shchupak was appointed Director of the Corporation.

On June 11, 2019, the Corporation sold all of the issued and outstanding shares of LesPAC Network Inc., a leader in classified ads in Québec, to Trader Corporation, for a total cash consideration of $19 million, subject to customary adjustments.

On December 3, 2019, the Corporation acquired all of the issued and outstanding shares of kCentric Technologies Inc. (''k-eCommerce''), a leading provider of ecommerce solutions designed for Microsoft Dynamics and SAP Business One ecosystems and servicing the specific needs of mid-sized enterprises for a total consideration of $15 million, including $6.5 million in debt assumed at the acquisition date, and 203,000 common shares of the share capital of mdf commerce ("Common Shares"), subject to certain subsequent adjustments related to working capital and indebtedness.

On May 21, 2020, the Corporation completed a bought deal offering, on a private placement basis, under which a total of 2,909,091 Common Shares were sold at a price of $5.50 per Common Share for aggregate gross proceeds of $16,000,000.50. Under this private placement, an aggregate of 145,454 broker warrants were issued to the underwriters allowing for the purchase of Common Shares at a price of $6.036 per Common Share until May 21, 2021 (the "Broker Warrants"). All Broker Warrants were exercised into Common Shares between November 5, 2020 and January 29, 2021, for an aggregate of 145,454 Common Shares.

On September 23, 2020, the Corporation's shareholders approved the change of the Corporation's name from "Mediagrif Interactive Technologies Inc." to "mdf commerce inc." The change of name was proposed by management of the Corporation and approved by the Board in an effort to align the Corporation's branding strategy with its new mission and growth strategy. The change unified all existing brands within the Corporation under one strong brand and simplified and clarified the presentation of the Corporation's product offering.

On September 23, 2020, Christian Dumont was appointed Director of the Corporation and the Corporation announced the resignation of Philippe Duval from the Board.

On October 14, 2020, the Corporation closed a bank refinancing under a monthly recurring revenue (MRR)-based $50 million senior secured credit agreement (the "Previous Credit Agreement") with The Bank of Nova Scotia and Roynat Capital Inc. All amounts due under the Previous Credit Agreement were reimbursed on August 31, 2021 including the repayment of the term loan of $1.5 million plus accrued interest.

On November 6, 2020, the Corporation completed a bought deal offering of an aggregate of 4,780,550 Common Shares at a price of $10.00 per Common Share for aggregate gross proceeds of $47,805,500.

On November 18, 2020, the Corporation completed the acquisition of substantially all of the assets of Vendor Registry, Inc. ("Vendor Registry"), a provider of strategic sourcing solutions in the U.S. The total consideration for the acquisition was US$5.25 million (subject to certain purchase price adjustments) and was paid in cash. This acquisition added U.S buyers and suppliers nationwide to the Corporation's eprocurement (formerly Strategic Sourcing) platform, thereby strengthening our position on the U.S. market.

On January 1, 2021, Deborah Dumoulin was appointed Chief Financial Officer of the Corporation.

On February 10, 2021, the Corporation announced the appointment of Clément Gignac to, and the resignation of Natalie Larivière from, the Board.

On February 20, 2021, Nicolas Vanasse was appointed Vice-President, Chief Legal Officer and Corporate Secretary of the Corporation.

On March 15, 2021, the Corporation completed a bought deal offering of 5,517,242 Common Shares at a price of $14.50 per Common Share for aggregate gross proceeds of approximately $80 million.

On May 28, 2021, Mary-Ann Bell was appointed Director of the Corporation.

On August 31, 2021, the Corporation and Tim USA Inc., a wholly-owned subsidiary of the Corporation, entered into a new credit agreement (the "Credit Agreement") with The Bank of Nova Scotia. The Credit Agreement provides for (i) a three-year secured revolving facility of up to $50 million with an accordion amount on the revolving facility up to $20 million subject to the lender's approval and (ii) a non-revolving credit facility of up to US$16 million. The Credit Agreement matures on August 31, 2024, and any unpaid amounts are due in full at maturity. In connection with the entering into of the Credit Agreement, all amounts due under the Previous Credit Agreement were repaid. The Corporation's obligations under the Credit Agreement are secured by senior security interests over its assets. On March 9, 2022, non-material amendments were made to the Credit Agreement.

On August 31, 2021, the Corporation completed a bought deal public offering of 8,480,000 subscription receipts at a price of $8.00 per subscription receipt for aggregate gross proceeds of approximately $67.8 million (the "Bought Deal") and a private placement of 6,577,389 subscription receipts at a price of $8.00 per subscription receipt for aggregate gross proceeds of approximately $52.6 million with Fonds de solidarité FTQ and Investissement Québec, two of mdf commerce's largest shareholders (the "Private Placement"). The subscription receipts were converted into common shares on a 1 for 1 basis on August 31, 2021. On the same day, in line with the Corporation's vision of enabling the flow of commerce for businesses and governments and in the objective of becoming a leading player in North America public eprocurement industry, the Corporation completed the acquisition of Periscope Intermediate Corp. (''Periscope''), a provider of eprocurement solutions in the U.S. The total consideration for the acquisition was $259.9 million (subject to certain purchase price adjustments), including $92 million of available cash on hand, $50.2 million draw on the Credit Agreement, the $67.8 million gross proceeds from the Bought Deal, the $52.6 million gross proceeds from the Private Placement and the issuance of $4.1 million in rollover shares, as well as the creation of a $4.1 million retention bonus.

On September 9, 2021, the Corporation announced the resignation of Gilles Laurin as a director of the Corporation.

On February 9, 2022, the Corporation announced the resignation of the Honourable Clément Gignac from the Board (effective as of February 9, 2022) and that Gilles Laporte will not stand for re-election at the next annual meeting of the Corporation.

On June 29, 2022, Lester Fernandes was appointed Director of the Corporation.

On June 29, 2022, Pierre Chadi was appointed Director of the Corporation and Chair of the Board, in replacement of Gilles Laporte who remains as an active member of the Board until the Corporation's next annual meeting in September 2022.

3. NARRATIVE DESCRIPTION OF THE BUSINESS

3.1 MISSION & OVERVIEW

Our mission is to *enable the flow of commerce* by providing a broad set of SaaS solutions that optimize and accelerate commercial interactions between buyers and sellers. The Corporation is already a major digital commerce player and our platforms and services empower governments, enterprise, and small and medium-sized businesses around the world, allowing them to generate billions of dollars in transactions on an annual basis.

3.2 SERVICE OFFERINGS

A. eprocurement

More than 6,500 buyers and more than 500,000 suppliers use one (or more) of the following mdf commerce eprocurement solutions. We believe that the Corporation's strong eprocurement solutions, including those acquired from Vendor Registry and those of Periscope, position us to be one of the dominant players in the growing eprocurement market.

Periscope (www.periscopeholdings.com) is a leader in the provision of eprocurement solution with over 20 years of industry experience and offers a fully integrated, end-to-end procurement solution to both state and local government agencies and suppliers in the U.S. Periscope's end-to-end eprocurement solution is built specifically for the public sector, allowing government agencies to more efficiently purchase goods and services, source contracts, analyze spend, post bids and transact on a public procurement platform that offers a consumer-like shopping experience. Periscope serves government agencies nationwide, including state and local government agencies—broadly encompassing cities, counties, school districts, higher education and special districts, as well as governmental authorities. While legacy procurement solutions are often costly (with substantial upfront and ongoing costs), remain largely unintegrated, and have limited oversight capabilities and public sector functionalities, Periscope's fully integrated solutions cater to the evolving needs of the public sector, allowing government agencies to automate and standardize their entire procurement process. Thus, government agencies are able to fulfill their procurement functions at lower costs, as well as with increased transparency, more efficient processes and remote capabilities.

MERX (www.merx.com) is a leader in the development of e-sourcing technologies and Canada's leading electronic tendering service. Every month, tens of millions of dollars in goods, services and construction tenders are published on MERX by provincial governments, municipalities, other public organizations, Crown Corporations and Canadian private corporations. Suppliers and contractors of all sizes rely on MERX every day as the most cost-effective way for them to grow their business. Organizations throughout Canada use MERX to find new business opportunities, gain marketplace intelligence and develop strategic business relationships.

BidNet (www.bidnet.com) provides aggregation and publication services for tenders from federal, state, and local American governmental agencies. The data is categorized, summarized, and delivered electronically to appropriate client businesses. BidNet offers rich and detailed content about state and local government contracts, a consultative sales process and proactive customer care.

BidNet Direct (www.bidnetdirect.com) offers government purchasing officials customizable, internet-based procurement solutions, helping develop and manage their buying process online. BidNet Direct's online purchasing networks empower agencies to control the buying process, while giving suppliers an easy means to obtain bid information that is both accessible and affordable.

GovernmentBids (www.governmentbids.com) offers convenient, internet-based access to federal, state, and local government bid information. With simple self-service online registration and value-oriented pricing, GovernmentBids.com offers multiple solutions for businesses of all sizes.

Construction BidBoard (www.ebidboard.com) is a leading bid publishing company in the construction industry in the U.S., specifically for the state of California and adjacent states. Its web-enabled service is focused on improving the bid process in the construction industry, answering the needs of government agencies and industry vendors.

ASC Networks Inc. or ASC (www.ascnet.com): Established in 1992, ASC offers best-in-class solutions for contract, document, form and configure, price and quote (CPQ) lifecycle management. ASC deploys highly configurable solutions that automate and streamline business process management requirements. Features include a searchable online data repository, document generation, template library, workflow management, audit-ready history and reporting, esignature, image capture and support for a wide range of document types and processes.

Vendor Registry (www.vendorregistry.com) is an internet-based source-to-contract procurement solution, including vendor and bid management, bid evaluation and contracts. Vendor Registry enables U.S. local agencies and schools to customize their purchasing workflows while still offering a standardize process for vendors to be registered, learn about solicitations, and submit electronic bids.

B. Unified Commerce

Our Unified Commerce platform is disrupting the unified commerce space with an integrated path from back-office to front-office.

(i) ecommerce

Approximately 625 clients use one of the two mdf commerce's ecommerce solutions, Orckestra and k-eCommerce.

Orckestra (www.orckestra.com) helps enterprise retailers, grocers, and brands accelerate their digital commerce transformation. By combining our omnichannel commerce application programming interfaces (APIs), deep order management capabilities, and pre-built shopping experiences, our customers get to market faster. As a cloud-native platform, Orckestra solutions also scale seamlessly as our customers grow. This combination of API-first flexibility, packaged commerce capabilities, and a scalable cloud model make us ideal for organizations with complex business requirements, enabling them to deliver differentiated shopping experiences with lower operating costs and shortest time-to-value.

k-eCommerce (www.k-ecommerce.com) enables small and medium-sized businesses to leverage their existing enterprise resource planning (ERP) to boost online sales. We provide ERP-Integrated all-in-one ecommerce and payment solutions that leverage and transform the business data stored in their ERP into the building blocks of a sleek, scalable, automated online store with full-scale self-service capabilities. As a result, we help our customers in reducing operational costs, optimizing resources and starting to generate online revenues.

(ii) Supply Chain Collaboration

Approximately 4,000 clients use mdf commerce's Supply Chain Collaboration solutions.

InterTrade (www.intertrade.com) provides business-to-business (B2B) integration solutions to better manage the supply chain collaboration between trading partners. InterTrade's solutions enable the automation of business document exchanges, such as purchase orders, shipping notice, and invoices, via electronic data interchange (EDI), as well as the syndication of detailed product data between suppliers and retailers. InterTrade has a strong presence in the following verticals: apparel & general merchandise, automotive aftermarket, medical and food.

C. emarketplaces

Carrus Technologies (www.carrus.ca) offers business management software solutions targeting the automotive parts distribution industry, as well as the automotive, glass and collision repair industry.

The Broker Forum ("TBF") (www.brokerforum.com) offers an online solution specific to the needs of distributors and brokers in the electronic components industry. TBF holds one of the largest online parts inventory and offers a commercial platform that generates one of the highest level of trading activity of the industry. Through a suite of transactional tools as well as third party financial escrow and member vetting services, TBF offers a solution for every business looking to source or sell electronic components.

Power Source On-Line (www.powersourceonline.com) is an online marketplace for stocking dealers, resellers and brokers of computer equipment and telecom parts and equipment. Power Source On-Line members use the network as a centralized inventory database where inventory and excess parts can be posted for resale and requirements can be filled. There are millions of inventory lines available through Power Source On-Line, ranging from hard drives and server parts to full systems and large telecommunication towers.

Polygon (www.polygon.net): Established in 1984, Polygon is one of the major B2B trading communities for qualified professionals in the gem and jewellery industry. Polygon provides a web-based platform enabling members to buy and sell diamonds, jewellery, coloured stones, precious metals, pearls, watches, estate pieces and other jewels. Retailers take advantage of the efficient supply capabilities and information available on the Polygon network, while suppliers use it as a profitable distribution channel.

Jobboom (www.jobboom.com): Jobboom is a leader in job recruitment and talent acquisition in Québec. Its mission is to connect the aspirations and needs of its members, whether they are employers, job seekers or students, to enable them to meet or exceed their goals.

Réseau Contact (www.reseaucontact.com): Specialized in online dating, Réseau Contact contributes to the development of sustainable relationships while creating meeting opportunities through interactive tools.

3.3 GROWTH STRATEGY

The acquisition of Periscope had a transformational impact on the execution of the Corporation's growth strategy:

- mdf commerce becomes a North American leader in public eprocurement, with the ability to service all types of government agencies.
- Periscope allows us to expand both our geographic footprint and technology offering for our eprocurement platform.
- We are now the platform of record and can deliver full end-to-end eprocurement solutions for over 6,500 government agencies with a network of 500,000+ active suppliers across 40 states and 10 provinces and territories in North America.
- Periscope integration efforts are on track, including management team structure, product integration and innovation initiatives.

- Revenue growth for the eprocurement platform will be focused on driving revenues via our innovative transaction fee model, which allows us to earn revenue as a percentage of government agency spend on procurement transactions relating to everyday needs such as office and medical supplies, legal services, gas and electricity, to more complex construction and infrastructure projects.
- We believe that this innovative model is highly scalable and has the potential to generate significant upside to our growth objectives.

For Unified Commerce, which includes the ecommerce and Supply Chain Collaboration solutions, the focus for growth is organic and primarily in ecommerce as businesses implement new or upgraded ecommerce infrastructure at an accelerated pace. For this platform, our focus is on executing on our direct sales efforts as well as sales via our growing partner network.

The Corporation has implemented various recruitment strategies in response to the scarcity of tech and sales resources which has accelerated since early calendar 2021. Our hiring strategy is to prioritize new hires based on positions with a direct impact on revenue generation.

3.4 TECHNOLOGY

Our architecture allows us to quickly respond to the constantly increasing demands of our client's requirements. Our technical infrastructure, which supports our platforms, is based on a modular, decentralized concepts allowing for vertical and horizontal scaling as needed. Our philosophy is to leverage cutting edge technologies sourced from various technological spheres to provide a best-of-breed service for our customers.

At mdf commerce, security is top of mind and multiple measures have been put in place to ensure that our customers' information is protected at all times during their transactions with our platform, all of which leverage industry standards and compliance regulations to ensure a safe and secure user experience.

Our solutions are hosted to maximize the customer experience as we transition mdf commerce to introduce modern hosting services to the public cloud space, as well as leverage our expertise in traditional hosting with collaboration with world-renowned partners. This diversity allows us to operate our solutions by offering availability and performance that meet our customers' requirements worldwide.

3.5 RESEARCH AND DEVELOPMENT

Primarily based at our head office in Longueuil but working remotely from home for the last twenty-four months, our research and development team is composed of nearly 200 IT professionals, whose mission is to be effective partners in creating innovative and creative solutions. Our turnkey platforms combine mdf commerce's proprietary technology with the industry's leading solutions to provide our customers with worldwide web-or cloud-based applications enabling them to achieve their goals of efficiency and performance. Innovation and agility are at the heart of everything we do, and allow us to remain competitive and to be a leader in ecommerce solutions.

3.6 HUMAN RESOURCES

As of March 31, 2022, mdf commerce and its affiliated companies employed approximately 800 people throughout the world. Sales and customer service personnel from mdf commerce provide superior customer relations in multiple languages. None of our employees are represented by a labor organization or is a party to a collective bargaining arrangement. We consider our relationship with our employees to be excellent.

3.7 INTELLECTUAL PROPERTY

Our success and ability to compete stem in good part on our proprietary technology. We rely on a combination of copyright, trademark and trade secret laws and contractual restrictions to establish and protect the proprietary aspects of our technology. We seek to protect the source code for our software, documentation and other written materials under trade secret and copyright laws. Finally, we seek to avoid disclosure of our intellectual property by requiring employees, consultants and strategic partners with access to proprietary information to execute confidentiality agreements with us and by restricting access to our source code.

3.8 SALES, MARKETING AND CUSTOMER SUPPORT

The Corporation's sales and marketing focus is lead generation, conversion and customer retention as well as brand awareness efforts. From a brand perspective, we are simplifying how we present the Corporation in order to promote the mdf commerce brand, based on a One company approach. Growth initiatives are mostly based on the broad deployment of digital strategies, including Search Engine Marketing (SEM), Paid Social, content marketing, automated drip campaigns, search engine optimization (SEO), webinars, etc. Efforts also include further development of partner-referral networks to generate more sales opportunities. Activities for some platforms also include Government Relation (GR) and Public Relations efforts. Each sector of activity may also take part in additional marketing activities such as seminars, trade shows, online speaking engagements and other ad hoc marketing endeavours.

These initiatives are supported by a cross-functional corporate marketing team, which supports marketing operations and sales teams embedded in each sector of activity. Specific sales efforts include in-person sales representation and outbound calls (directed to smaller organizations). Driven by service specialization, our customer-first approach to sales helps our customers quickly understand the business and technical benefits delivered by each of our business solutions and ensures user adoption through personalized training. Our customer support personnel work with the best tools available, allowing them to effectively respond to inquiries and technical questions from customers and guide them to the most appropriate solution.

This combination of efforts in sales and marketing, as well as in customer support allows us to accelerate our growth while providing our customers with a personalized and effective customer experience.

3.9 ECONOMIC AND COMPETITIVE ENVIRONMENT

The digital commerce environment is heavily competitive, and we are facing several competitors with significant financial, marketing, human and technological resources. New competitors may also arise with the development of new technologies and new products and services. The principal competitive factors that affect our operations are: (i) breadth of products and services offered; (ii) the technologies underlying our products and services; (iii) brand loyalty; (iv) strategic relationships; and (v) optimal fulfilment. We believe that we compete favourably with respect to each of these factors.

3.10 FACILITIES

The following sets forth the main facilities occupied by mdf commerce and its subsidiaries:

Location	Use of Space	Area (sq. ft.)	Type of Interest
1111 St-Charles Street West, Suite 255, Longueuil, Québec, Canada, J4K 5G4	Office space and principal place of business	48,398	Lease
3224 Jean Beraud Avenue Suite 270, Laval, Québec, Canada, H7T 2S4	Office space	12,514	Lease

Location	Use of Space	Area (sq. ft.)	Type of Interest
666 St-Martin Boulevard West Suites 300, 310 and 330 Laval, Québec, Canada H7M 6A8	Office space	15,346	Lease
6 Antares Drive, Phase II, Suite 300, Ottawa, Ontario, Canada, K2E 8A9	Office space	6,088	Lease
50, Frank Nightbor Place, Ottawa, Ontario, Canada, K2V 1B9	Office space	8,061	Lease
15 British American Boulevard, Latham, New York, U.S.A. 12110	Office space	9,983	Lease
Dingcheng Building, Suite No. 2507, Zhenzhong Road, Futian District, Shenzhen, China	Office space	3,122	Lease
Matrikel 1, Office no. 103, 1. Floor, Hoejbro Plads 10, 1200 Copenhagen K, Denmark	Office space	Coworking space	Lease
Bohdana Khmelnytskoho 17/52, 4th floor, Kiev, Ukraine 01030	Office space	Coworking space	Lease
5000 Plaza on the Lake Austin, Texas, U.S.A. 78746	Office space	9,850	Lease
629 East 700 South, Suite 101 Courtyard Point, American Fork Utah, U.S.A. 84003	Office space	6,075	Lease

4. RISK FACTORS AND UNCERTAINTIES

The Corporation faces a number of risks and uncertainties, which include the following:

Risks related to Our Business and Industry

4.1 ATTRACTION AND RETENTION OF CUSTOMERS

We depend on our customer base for a significant portion of our revenues. Our future profitability and growth also heavily rely on our ability to retain existing customers, as well as attract new customers. If our customers fail to renew their contracts, or fail to purchase additional services, then our revenues could decrease, and our operating results could be adversely affected. Factors influencing such contract terminations could include changes in the financial circumstances of our customers, dissatisfaction with our products or services, our retirement or lack of support for our legacy products and services, our customers selecting or building alternate technologies to replace us, business closures, and changes in our customers' business that may no longer necessitate the use of our services, or other reasons. Furthermore, our customers could delay or terminate implementations or use of our services or be reluctant to migrate to new services. Such customers will not generate the revenues anticipated within the timelines anticipated, if at all, and may be less likely to invest in additional services or products from us in the future.

4.2 CUSTOMERS CONCENTRATION RISK

Further to the acquisition of Periscope, the Corporation derives an important portion of its revenue from the services it provides to various U.S. states and local government agencies, a small number of which who have adopted our transaction fee model represents a large and growing portion of the Corporation's consolidated revenue. We expect that this will continue for the foreseeable future while the Corporation increases the number of U.S. states and other government agencies adopting this revenue model. While these customers enter into long-term arrangements with the Corporation and there is "stickiness" to the relationship, there can, however, be no assurance that each such U.S. state and other government agency will continue to utilize our services to the same extent, or at all in the future. In the event that a significant U.S. state or other government agency were to limit, reduce or eliminate the business it awards to the Corporation, the Corporation might be unable to recover the lost revenue with work from other U.S. state or other government agencies or other clients, and there could be an adverse effect on our business, financial condition and results of operations.

4.3 UNCERTAINTIES PRESENTED BY BUSINESS WITH GOVERNMENT CUSTOMERS

Further to the acquisition of Periscope, the Corporation derives an important portion of its revenue from government contracts. Government contracts generally can present risks and challenges not present in private commercial agreements. For instance, the Corporation may be subject to government audits and investigations relating to these contracts, could be suspended or debarred as a governmental contractor, could incur civil and criminal fines and penalties, and in certain circumstances government contracts may be rescinded. Some agreements may allow a government to terminate without cause and provide for higher liability limits for certain losses. Some contracts may be subject to periodic funding approval, reductions, or delays which could adversely impact public-sector demand for our products and services. These events could have an adverse effect on our business, financial condition and results of operations.

4.4 ATTRACTION AND RETENTION OF KEY PERSONNEL

Our performance depends largely on the efficiency of our technical key and senior management personnel whom have substantial experience with our operations, the rapidly changing industry, and the markets in which we offer our services. Many of our key personnel have worked with us for a significant amount of time or were recruited by us specifically due to their expertise. The loss of the services of one or a combination of our senior executives could have an adverse effect on our business, financial condition, and results of operations.

Our success is also highly dependent on our continued ability to identify, hire, train, motivate, promote, and retain highly qualified personnel in the areas of management, administration, technology services, product developers, sales and marketing. Competition for such personnel is always strong, especially in the current environment where companies of all sectors, but mainly in the tech industry, are facing an immediate labour and skills shortage, and we may not always succeed in recruiting and retaining additional personnel, or we may fail to effectively replace departing personnel with qualified or effective successors. Our inability to attract or retain the necessary personnel in these areas, or to attract such employees on a timely basis, could have an adverse effect on our business, results of operations, financial condition and the price of our securities. In addition, the current impact of the COVID-19 pandemic on demand for tech talent may have considerable business and financial impacts on us and result in our profitability experiencing fluctuations quarter to quarter as we try to strike the right balance between managing salary costs while staying in the race to capitalize on the window of opportunity brought on by the current market acceleration.

4.5 GROWTH STRATEGY

Our ability to achieve revenue growth and sustain profitability in future periods depends on our ability to execute our growth strategy and effectively manage our growth. Moreover, as our business grows, we will need to devote additional resources to improving our operational infrastructure and continuing to enhance its scalability in order to maintain the performance of our systems and solutions, and we may need to hire additional personnel. These efforts may require substantial financial expenditures, commitments of resources, developments of our processes, and other investments and innovations. Failure to effectively manage our growth could have an adverse effect on our business, financial condition and results of operations. In addition, our revenue, cash flow, operating results and profitability may experience fluctuations from quarter to quarter, while we execute our growth strategy and invest in our operations.

4.6 ACQUISITIONS

Our growth strategy includes making strategic acquisitions aimed at increasing our customer base, expanding our geographic footprint and strengthening our existing product offerings with technology components. There is no assurance that we will find suitable companies to acquire or that we will have enough resources to complete any acquisition. Acquisitions involve a number of risks, including: diversion of management's attention from current operations; disruption of our ongoing business; lack of expertise of management in the sector of activity of the acquired business; difficulties in integrating and retaining all or part of the acquired business, its customers and its personnel; assumption of disclosed and undisclosed liabilities; dealing with unfamiliar laws, customs and practices in foreign jurisdictions; and the effectiveness of the acquired company's internal controls and procedures. As well, in paying for an acquisition, we may deplete our cash resources. Furthermore, there is the risk that our valuation assumptions, customer retention expectations and our models for an acquired product or business may be erroneous or inappropriate due to foreseen or unforeseen circumstances and thereby cause us to overvalue an acquisition target. There is also the risk that the anticipated synergies or other contemplated benefits of an acquisition may not materialize as planned or may not materialize within the time period or to the extent anticipated. The individual or combined effect of these risks could have an adverse effect on our business, financial condition and results of operations.

4.7 DIVESTITURES

We may seek to divest assets from time to time if they no longer represent a strategic fit within the Corporation's portfolio. Although we generally seek advice from financial, legal and tax advisors in pursuit of such divestitures, there can be no assurance that we will negotiate acceptable arrangements and will not incur unanticipated costs, divert management attention from existing businesses, or lose key employees. We cannot assure that we can complete any divestiture that we pursue, or are pursuing, on favorable terms, or that the proceeds from such divestiture will represent fair value to shareholders of the Corporation. Any reduction in the size of our business as a result of a divestiture could affect our future flexibility and ability to raise capital and could decrease the price of the common shares of the Corporation. There may be no right for the Corporation's shareholders to evaluate the merits or risks of any future divestiture undertaken by the Corporation, except as required by applicable laws and regulations.

4.8 CYBER SECURITY

In the ordinary course of business, we collect, store, process and/or transmit sensitive data belonging to clients, partners, vendors, employees and contractors as well as our own proprietary business information and intellectual property. The secure processing, maintenance and transmission of this information is critical to our operations and delivery of products and services to our clients. Despite the rigorous security procedures implemented, our data, systems and infrastructure may be vulnerable to cyber attacks or breached due to employee error, phishing attempts, malfeasance or other disruptions. These security breaches could materially compromise our information, disrupt our business operations or cause us to breach our client obligations thereby exposing us to liability, reputational harm and/or significant remediation costs. A theft, loss, corruption, exposure, fraudulent use or misuse of client information whether by third parties or as a result of employee malfeasance, could result in significant remediation and other costs, fines, litigation or regulatory actions against us, as well as cause reputational harm, negatively impact our competitive position and could have an adverse effect on our business, financial condition and results of operations. We also rely on third-party data storage providers, including cloud storage solution providers, resulting in less direct control over our data and system processing. Such third parties may also be vulnerable to security breaches for which we may not be indemnified, and which could cause materially adverse harm to our reputation and competitive position and could have an adverse effect on our business, financial condition and results of operations.

4.9 PRIVACY AND PERSONAL INFORMATION

We store personal information and other confidential information of our partners and our customers, and we may also store credit card information of our customers. We also collect and maintain personal information of our employees. Third-party software applications integrated with us and the third-party applications available on our platforms may also store personal information and/or other confidential information. We do not regularly monitor or review the content that our customers upload and store, or the information provided to us through the applications integrated with our platforms, and, therefore, we do not control the substance of the content hosted within our platforms, which may include personal information. Additionally, we use third-party service providers and subprocessors to help us deliver services to customers and their consumers. These service providers and subprocessors may store personal information, credit card information and/or other confidential information. We have in the past experienced and may in the future experience attempts by third parties to obtain unauthorized access to the personal information of our partners, our customers and our customers' consumers, and events or situations as a result of which this information could be exposed through human error, malfeasance or otherwise. The unauthorized or inadvertent release or access, or other compromise of this information could have a material adverse effect on our business, financial condition and results of operations. Even if such a data breach were to affect one or more of our competitors or our customers' competitors, rather than us, the resulting consumer concern could negatively affect our customers and/or our business.

We are also subject to federal, state, provincial and foreign laws regarding cybersecurity and the protection of data. The regulatory framework in Canada, the U.S., Europe and many other jurisdictions in respect of privacy issues is constantly evolving and is likely to remain uncertain for the foreseeable future. For example, the General Data Protection Regulation (GDPR) became effective in May 2018 and replaced the data protection laws of each member state of the European Union. The GDPR significantly increased penalties for non-compliance with European data protection regulations. The interpretation and application of such laws is often uncertain and such laws may be interpreted and applied in a manner inconsistent with our current policies and practices or require us to make changes to our platforms. Some jurisdictions, including Canada, U.S. states and the European Union, among others, have enacted laws requiring companies to notify individuals and authorities of security breaches involving certain types of personal and other information and our agreements with certain customers and partners require us to notify them in the event of a security incident. Similarly, if our suppliers experience data breaches and do not notify us or honor their notification obligations to authorities or users, we could be held liable for the breach. We may not be in a position to assess whether a data breach at one of our suppliers would trigger an obligation or liability on our part.

Additionally, some jurisdictions, as well as our contracts with certain customers, require us to use industry-standard or reasonable measures to safeguard personal information or confidential information, and thereby mitigate the risk of a security incident. Our failure to comply with legal or contractual requirements around the security of personal information could lead to significant fines and penalties imposed by regulators, as well as claims by our partners, our customers and their consumers, our employees or other relevant stakeholders. These proceedings or violations could force us to spend money in defense or settlement of these proceedings, result in the imposition of monetary liability or injunctive relief, diversion of management's time and attention, increase our costs of doing business, and could have an adversely affect our reputation and our business.

4.10 RESPONSE TO INDUSTRY'S RAPID PACE OF CHANGE

We operate in markets that are experiencing constant technological change, evolving industry standards, changing customer needs, frequent new product and service introductions, and short product life cycles. Our success will depend in large part on how well we can anticipate and respond to changes in industry standards and introduce and upgrade new technologies, products and services and upgrade existing products and services. Our inability to anticipate rapidly changing needs and expectations or adapt to emerging trends could have an adverse effect on our business, financial condition and results of operations.

We may face additional financial risks as we develop new products, services and technologies and update them to stay competitive. Newer technologies, for example, may quickly become obsolete or may need more capital than expected. Development could be delayed for reasons beyond our control. Furthermore, substantial investment is usually required before new technologies become commercially viable. There is no assurance that we will be successful in developing, implementing and marketing new technologies, products, services or enhancements within a reasonable time, or that there will be a market for them. New products or services that use new or evolving technologies could make our existing ones unmarketable, obsolete, or cause their prices to fall. The development of new products, services and technologies of and their update and improvement is expensive and complex, and if we are not able to perform it in a manner that responds to our customers' evolving needs, it could have an adverse effect on our business, financial condition and results of operations.

4.11 COMPETITION

The digital commerce environment is intensely competitive, and we have many competitors with substantial financial, marketing, personnel and technological resources. New competitors may also appear as new technologies, products and services are developed. Some of our competitors have financial resources far superior than our own and, in some cases, operate under a business model different from ours. These competitors may be able to offer their products and services at more competitive prices, which could affect our pricing strategies or bring us to change our business model, which could lead to lower our revenues and results of operations. It could also affect our ability to retain existing customers and attract new ones. If we are required to materially reduce our fees in order to remain competitive, this could have an adverse effect on our business, financial condition and results of operations.

4.12 DEFECTS IN SOFTWARE OR FAILURES IN PROCESSING OF TRANSACTIONS

Defects in our owned or licensed software products, delays in delivery, as well as failures or mistakes in our processing of electronic transactions could materially harm our business, including our customer relationships and operating results. Our operations are dependent upon our ability to protect our computer equipment and the information stored in our data centers against damage that may be caused by fire, power loss, telecommunications failures, unauthorized intrusion, computer viruses and disabling devices, and other similar events. Although we have redundant and back-up systems for some of our services and products, these systems may be insufficient or may fail and result in a disruption of availability of our products or services to our customers. Any disruption to our services could impair our reputation and cause us to lose customers or revenue, or face litigation, necessitate customer service or repair work that would involve substantial costs and distract management from operating our business. The individual or combined effect of these risks could have an adverse effect on our business, financial condition and results of operations.

Additionally, we derive the majority of our revenue from rights of use and transaction. Revenue comprises a significant volume of low-dollar transactions, sourced from multiple systems, databases, and other tools that are generally customized and specific to the Corporation. The initiation, processing and recording of revenue are highly automated and are based on contractual terms with customers. Given that our revenue transactions are highly automated, there are potential risks arising from the initiation, processing and recording of revenue, which could have an adverse effect on our business, financial condition and results of operations.

4.13 POTENTIAL RISKS OF USING OF "OPEN SOURCE" SOFTWARE

Like many other ecommerce companies, we use "open source" software in order to add functionality to our products and services quickly and inexpensively. We face certain risks relating to our use of open-source code. Open-source licence terms may be ambiguous and may result in unanticipated or uncertain obligations regarding our products and services. Our use of open-source software could subject certain portions of our technology to the requirements of such open-source software. That may have an adverse impact on our sale of the products or services incorporating the open-source software. Other forms of open-source software licensing present licence compliance risks for us. If we fail to comply with the licence obligations, we could be sued and/or lose the right to use the open-source code. Our use of open-source code could also result in us developing and selling products that infringe third-party intellectual property rights. It may be difficult for us to accurately determine the developers of the open-source code and whether the code incorporates proprietary software.

4.14 INFRINGING ON THE INTELLECTUAL PROPERTY RIGHTS OF OTHERS

We cannot be sure that our services and offerings do not infringe, misappropriate, or otherwise violate the intellectual property rights of third parties, and we may have infringement, misappropriation, or violation claims asserted against us. Any claim from third parties may result in a limitation on our ability to use the intellectual property subject to these claims or could prevent us from registering our brands as trademarks. Even if we believe that intellectual property-related claims are without merit, defending against such claims is time-consuming and expensive, and could result in the diversion of the time and attention of our management and employees. Claims of intellectual property infringement also might require us to redesign affected services, enter into costly settlement or license agreements, pay costly damage awards, change our brands or face a temporary or permanent injunction prohibiting us from importing, marketing, selling or operating certain of our services, using certain of our brands or operating our business as presently conducted. Even if we have an agreement for indemnification against such costs, the indemnifying party, if any in such circumstances, may be unable to uphold its contractual obligations.

In addition to being costly, we may be subject to adverse publicity or reputational harm, even if claims against us are later shown to be unfounded or unsubstantiated. Moreover, there could be public announcements of the results of hearings, motions or other interim proceedings or developments and if securities analysts or investors perceive these results to be negative, it could have an adverse effect on the price of our securities. The award of damages, including material royalty payments, or the entry of an injunction against the marketing, sale or operation of some or all of our products or services and offerings, or our entry into any license or settlement agreement in connection with such claims could affect our ability to compete with third parties and have an adverse effect on our business, financial condition and results of operations.

We enter into licensing agreements with our clients for the right to use intellectual property that includes a commitment to indemnify the licensee against liability and damages arising from any third-party claims of patent, copyright, trademark or trade secret infringement. In some instances, the amount of these indemnity claims could be greater than the revenue we receive from the client. Furthermore, our e-business networks are platforms bringing together buyers and sellers to find, buy and sell different products and services. We have no control over the quality of products and services that our members display on our platforms and there may be incidents where these products or services infringe the intellectual property rights of third parties. Although we contractually limit our responsibility as it pertains to the content posted on our networks by users, it is possible that complaints alleging violation of intellectual property rights of third parties are made against us. Any claims or litigation in this area, whether we ultimately win or lose, could be time-consuming and costly, injure our reputation, or require us to enter into royalty or licensing arrangements. Any limitation on our ability to sell or use products or services that incorporate challenged software or technologies could cause us to lose revenue-generating opportunities or require us to incur additional expenses to modify solutions for future projects and could have an adverse effect on our business, financial condition and results of operations.

4.15 PROTECTING OUR INTELLECTUAL PROPERTY RIGHTS

Our success depends, in part, on our ability to protect our proprietary methodologies, processes, know-how, tools, techniques and other intellectual property that we use to provide our services. Our general practice is to pursue copyright, trademark, trade secret or other appropriate intellectual property protection that is reasonable and necessary to protect and leverage our intellectual assets. We also assert trademark rights in and to our name, product names, logos and other markings used to identify our goods and services in the marketplace. We routinely file for and have been granted trademark registrations from trademark offices worldwide. All of these actions taken allow us to enforce our intellectual property rights should the need arise. However, the laws of some countries in which we conduct business may offer only limited protection of our intellectual property rights and despite our efforts, the steps taken to protect our intellectual property may not be adequate to prevent or deter infringement or other misappropriation of intellectual property, and we may not be able to detect unauthorized use of our intellectual property, or take appropriate steps to enforce our intellectual property rights.

4.16 OTHER REGULATIONS

Some of the other laws and regulations that may affect us include: those related to anti-money laundering and cross-border and domestic money transmission; those relating to consumer products and consumer protection; those relating to foreign exchange trading; those relating to the manner in which we advertise, market and sell products; labor and employment laws; and tax laws, among others. The laws and regulations specifically applicable to us may also change on the basis of a change in the nature of our products or services, or a change in the jurisdictions in which those products or services are being offered, including, but not limited to, as a result of acquisitions. There can be no guarantee that we will have sufficient resources to comply with new laws, regulations or government action, or to successfully compete in the context of a shifting regulatory environment. Moreover, these laws and regulations may change, sometimes significantly, as a result of political, economic and social events.

Additionally, if partners or third parties with whom we work violate applicable laws or our policies, those violations could result in other liabilities for us and could harm our business. Such violations may also negatively impact our reputation and brand in ways that could cause additional harm to our business, for example creating a negative consumer or regulatory perception around use of our products.

4.17 DOING BUSINESS IN EMERGING COUNTRIES

Our future success will depend in part upon our ability to continue to expand into new geographic regions and solutions and we will face risks entering markets in which we have limited or no experience, which have additional complexity. We are doing business in emerging countries. Certain risks are associated with conducting our business in emerging countries that could negatively impact our operating results, which include, but are not limited to:

- Language barriers, conflicting international business practices, and other difficulties related to the management and administration of a global business.
- Difficulties and costs of staffing and managing geographically disparate direct and indirect operations.
- Exchange rate fluctuations on the currencies.
- Multiple, and possibly overlapping, tax structures and the burden of complying with a wide variety of foreign laws.
- Trade restrictions and tariff rates.
- The need to consider characteristics unique to technology systems used internationally.
- Economic or political instability in some markets
- Acts or threats of war or terrorism (such as the military conflict between Russian and Ukraine)
- Other risk factors set out herein.

For instance, in the People's Republic of China (the “PRC”), the Internet sector is strictly regulated in terms of foreign ownership and content restrictions. While many aspects of these regulations remain unclear, they purport to limit and require licensing of various aspects of the provision of Internet information services. These regulations have created uncertainties regarding the legality of foreign investments and business operations in the PRC for companies who have consulting activities related to the Internet. We have the licence enabling us to operate an ecommerce network in the PRC. It is however possible that we could cease to qualify as an authorized recipient of this license and that we could be unable to renew the licence at the expiration of its term.

In these emerging countries where we operate, changes in laws, regulations or governmental policy, or the uncertainty associated with the interpretation of these laws and regulations affecting our business activities, may increase our costs, restrict our ability to operate our business or may make it difficult for us to enforce any rights we may have or to know if we are in compliance with all applicable laws, rules and regulations. Political, economic, social or other developments in the countries where we operate may cause us to change the way we conduct our business, suspend the launch of new or expanded services or force us to discontinue our operations altogether. In addition, continuing to expand into new geographic regions including those where the main language is neither English nor French requires substantial expenditures and will take considerable time and attention, and we may not be successful enough in these new markets to recoup our investments in a timely manner, or at all. Our efforts to expand into new geographic regions may not be successful, which could limit our ability to grow our business and could have an adverse effect on our business, financial condition and results of operations.

4.18 INADEQUATE RISK MANAGEMENT POLICIES

We operate in a rapidly changing industry. Accordingly, our risk management policies and procedures may not be fully effective at identifying, monitoring and managing our risks. Some of our risk evaluation methods depend upon information provided by third parties regarding markets, clients or other matters that are otherwise inaccessible to us. In some cases, however, that information may not be accurate, complete, or up-to-date. Our risk management policies, procedures, techniques and processes may not be effective at identifying all of the risks to which we are exposed or enabling us to mitigate the risks we have identified. In addition, when we introduce new services, focus on new business types or begin to operate in markets in which we have limited history of fraud loss, we may be less able to forecast and reserve accurately for new risks. If our risk management policies and processes are ineffective, we may suffer large financial losses, we may be subject to civil and criminal liability and there could be an adverse effect on our business, financial condition and results of operations.

4.19 INSUFFICIENT INSURANCE POLICIES

Our insurance policies, including policies for data security, privacy liability and cyber-attacks may not adequately cover all risks to which we are exposed and may not be adequate for all liabilities actually incurred or indemnification claims against us. A significant claim not covered by our insurance, in full or in part, may result in significant expenditures by us. Moreover, we may not be able to maintain insurance policies in the future at reasonable costs, on acceptable terms or at all, which may adversely affect our business and the trading price of our securities. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could adversely affect our business, financial condition, and results of operations.

4.20 LITIGATION

We are, and may be in the future, party to legal, arbitration and administrative investigations, inspections and proceedings arising in the ordinary course of our business or from extraordinary corporate, tax or regulatory events that involve us or our associated participants, particularly with respect to civil, tax and labor claims.

4.21 FOREIGN EXCHANGE

Our revenues are affected by fluctuations in the exchange rate between the Canadian dollar and the U.S. dollar, as well as other currencies. We generate a significant portion of our revenues in U.S. dollars, with a smaller portion of our operating expenses and cost of revenues being in U.S. dollars. As a result, any decrease in the value of the U.S. dollar relative to the Canadian dollar reduces the amount of Canadian dollar revenues we realize on sales, without a corresponding decrease in expenses. Exchange rate fluctuations are beyond our control, and the U.S. dollar or other currencies may depreciate against the Canadian dollar in the future, which would result in lower revenues and margins.

4.22 COVID-19 PANDEMIC

Uncertainty remains regarding the severity, extent, and duration of the COVID-19 pandemic including the emergence of variant strains such as Omicron and Delta. The COVID-19 pandemic has resulted in governments worldwide taking emergency measures attempting to contain and mitigate the effects of the virus, including travel bans and restrictions, quarantines, shelter-in-place orders, shutdowns and restrictions on trade, and the resulting changes in merchant and consumer behaviours have impacted and continue to impact our operations and our employees, suppliers, partners, merchants and their customers. We modified our business practices in response to the COVID-19 pandemic and we may take further actions as required by government authorities or that we determine are warranted. We have implemented measures that allow our employees to work remotely from home and continue to service and support our customers and ensure the uninterrupted availability of our various solutions, most of which are delivered by way of a SaaS. However, there is no certainty that such measures will be sufficient to mitigate the direct and indirect effects of the virus and there could be an adverse effect on our business, financial condition and results of operations.

Businesses in many countries around the globe, including Canada, the U.S., and other countries in which we operate, have been required to close, or materially alter their day-to-day operations due to government-ordered or recommended shutdowns or equivalent restrictions on individuals and businesses, which may prevent many businesses from operating. These emergency measures and restrictions, and future measures and restrictions taken in response to the COVID-19 pandemic or other pandemics, have and may cause, material disruptions to businesses globally. The COVID-19 pandemic may affect the financial viability of our customers, and could cause them to exit certain business lines, or change the terms on which they are willing to purchase our services and solutions. Customers may also slow down decision-making, delay planned work, seek to terminate existing agreements, not renew existing agreements or be unable to pay us in accordance with the terms of existing agreements. Uncertain and unfavourable economic conditions can also lead to an increase in reimbursements and chargebacks. Any of these events could cause or contribute to risk and uncertainty and could adversely affect our business, financial condition and results of operations.

Finally, global equity and capital markets have experienced significant volatility and weakness as a result of the COVID-19 pandemic, which has caused heightened uncertainty in the global economy. Since the impact of the COVID-19 pandemic is ongoing, the effect of the COVID-19 pandemic and the related impact on the global economy may not be fully reflected in our results of operations until future periods and may negatively impact our ability to forecast our results. Further, volatility in the capital markets has been heightened during the COVID-19 pandemic and such volatility may continue, which may cause declines in the price of our securities.

Risks Related to the Acquisition of Periscope

TRANSACTION FEE MODEL (TRX MODEL)

The Corporation uses a TRX model agreement with certain of its government eprocurement customers. Under the TRX model agreement, the Corporation derives transaction fee revenue: it provides software as a service (SaaS) and professional services to customers. Under the TRX model agreement and in accordance with the International Financial Reporting Standards (IFRS) under which the Corporation prepares its financial statements, the Corporation's revenues are based on the total contract value ("TCV"), which represents the total convenience fee expected to be collected. The TCV is a significant estimate based on a percentage of the customer's spend (which is estimated based on historical purchases of goods and services and estimated growth from customers over the contract term) on eligible goods and services over the contract term.

Revenue recognized based on the TCV involves management judgement and significant assumptions including determining the contract term, estimating the amount and timing of government agency spend on eligible goods and services on which the convenience fees are estimated over the term of the contract, actual reported spend, as well as the collectability of convenience fees from suppliers. In addition, after the initial determination of the TCV at inception of the contract, the TCV can change for various reasons, including as a result of a government customer terminating its contract without cause. See "Uncertainties Presented by Business with Government Customers". Given the foregoing, and since the TCV, underlying key assumptions, and progress of completion of the performance obligations and collectability of convenience fees under the terms of contracts with customer are reassessed at each financial reporting period end, we may, in certain circumstances, have to apply changes to the TCV, which changes may result in additional revenue recognition or a reduction of previously recognized revenue. Any such reduction of previously recognized revenue could have an adverse effect on our business, financial condition and results of operations.

For further information on the transaction fee model (TRX model), including the TRX model agreement, used by the Corporation, please refer to note 3 of the Corporation's audited consolidated financial statements for the years ended March 31, 2022 and March 31, 2021 and available on SEDAR at www.sedar.com.

POSSIBLE FAILURE TO REALIZE ANTICIPATED BENEFITS OF THE ACQUISITION OF PERISCOPE

The Corporation believes that the acquisition of Periscope will provide certain benefits to the Corporation. Achieving the benefits of the acquisition of Periscope depends in part on the Corporation successfully consolidating functions and integrating operations, procedures and personnel in a timely and efficient manner, as well as on mdf commerce's ability to realize the opportunities from combining Periscope's businesses and operations with those of the Corporation. A variety of factors, including the risk factors set forth in this Annual Information Form, may also adversely affect the likelihood of the anticipated benefits or anticipated cost saving synergies and revenue synergies of the acquisition of Periscope materializing for the Corporation or from occurring within the time periods anticipated by the Corporation. Moreover, even if mdf commerce integrates Periscope's business and operations successfully, such integration may not result in the realization of the full benefits that the Corporation expects within the anticipated time frame or at all. Further, while the Corporation anticipates that certain expenses will continue to be incurred, such expenses are difficult to estimate accurately, and may exceed current estimates. Accordingly, the benefits from the acquisition of Periscope may be offset by unexpected costs incurred or delays in integrating Periscope, which could cause the Corporation's financial and operation assumptions with respect to the acquisition of Periscope to be inaccurate.

INTEGRATION OF PERISCOPE'S BUSINESS

The integration of Periscope's business with the Corporation's operations is currently in progress. Although the Corporation believes that the operations of Periscope and mdf commerce can continue to be successfully integrated, there can be no assurance that this will be the case. mdf commerce could face impediments in its ability to continue implementing its integration strategy. Continuing the integration process may also require substantial attention from the Corporation's management and divert its focus and resources from other strategic opportunities and from operational matters. The continued successful integration of the acquisition of Periscope will also require the continued cooperation between the Corporation's and Periscope's employees.

The Corporation's future financial performance depends in part upon its ability to continue to effectively combine Periscope's operations into its operations and achieve identified cost savings and other synergies.

POTENTIAL UNDISCLOSED LIABILITIES ASSOCIATED WITH THE ACQUISITION OF PERISCOPE

In connection with the acquisition of Periscope, there may be liabilities that the Corporation failed to discover or was unable to quantify in the due diligence conducted prior to closing of the acquisition of Periscope and which could have a material adverse effect on the Corporation's business, financial condition and results of operations.

Risks Related to Ownership of our Securities

4.23 WE DO NOT CURRENTLY ANTICIPATE PAYING DIVIDENDS

Our current policy is to reinvest our earnings to finance the growth of our business. Therefore, we do not anticipate paying any cash dividends on our Common Shares in the foreseeable future. Any future determination to pay dividends on our Common Shares will be at the discretion of the Board and will depend on, among other things, our results of operations, current and anticipated cash requirements and surplus, financial condition, contractual restrictions and financing agreement covenants, solvency tests imposed by corporate law and other factors that the Board may deem relevant. Until the time that we do pay dividends, which we might never do, our shareholders will not be able to receive a return on their Common Shares unless they sell such Common Shares for a price greater than their acquisition price, and such appreciation may never occur. See “Dividend Policy”.

4.24 SHARE PRICE

Our Common Shares do not necessarily trade at prices determined by reference to the underlying value of our business and cannot be predicted. The market price of the Common Shares may be subject to significant fluctuations in response to variations in quarterly operating results and other factors. In addition, securities markets have experienced significant price and volume fluctuations from time to time in recent years, and even more so since the beginning of the COVID-19 pandemic, that are often unrelated or disproportionately related to the operating performance of particular issuers. These broad fluctuations may adversely affect the market price of our Common Shares.

4.25 LIQUIDITY AND FINANCING RISKS

Our growth strategy requires investments, which may come from cash from our operations, loans from credit agreement and issuance of securities from our capital stock. Our access to such funding sources may be limited by our ability to generate liquidity, the ability of financial markets to meet our needs and the volatility of our stock price. In addition, we must generate sufficient liquidity to meet our operational needs and comply with financing covenants under our Credit Agreement. If our cash flow does not allow us to meet these needs or if we are unable to obtain financing or if such financing is obtained at rates that are disadvantageous to us, this could harm our ability to repay our debt and execute our strategy accordingly and have an adverse effect on our business, financial condition and results of operations.

5. CAPITAL STRUCTURE

Our authorized share capital consists of an unlimited number of Common Shares and an unlimited number of preferred shares, all without par value. As of June 29, 2022, there were 43,970,943 Common Shares and no preferred shares outstanding.

5.1 COMMON SHARES

Holders of Common Shares are entitled to receive notice of, and to attend, all meetings of shareholders and to vote at all such meetings together as a single class, except in respect of matters where only the holders of shares of a specified class or specified series of shares are entitled to vote separately. The Common Shares carry one vote per share. Holders of Common Shares are entitled, subject to the rights, privileges, restrictions and conditions attaching to preferred shares, to receive any dividend declared by our Board. In the event of any liquidation, dissolution or winding-up of mdf commerce or other distribution of assets of mdf commerce among our shareholders for the purpose of winding-up our affairs, subject to the rights, privileges, restrictions and conditions attaching to preferred shares, the assets and funds of mdf commerce will be distributed among the holders of Common Chares. All outstanding Common Shares are issued as fully paid and non-assessable.

5.2 PREFERRED SHARES

The preferred shares are issuable, from time to time, in one or more series, as determined by our Board. The preferred shares, if issued, rank prior to the Common Shares with respect to the payment of dividends, return of capital and the distribution of assets in the event of the liquidation or dissolution of mdf commerce, or any other distribution of the assets of mdf commerce among our shareholders for the purpose of winding-up our affairs, whether voluntary or involuntary. Subject to the provisions of the *Canada Business Corporations Act*, or unless a particular series of preferred shares is designated as carrying voting rights, the preferred shares do not carry voting rights.

5.3 DIVIDEND POLICY

On November 10, 2009, the Board adopted a cash dividend policy with regard to the Common Shares. This policy aims to distribute to shareholders of record a dividend on a semi-annual basis, subject to the solvency tests set out by Section 42 of the *Canada Business Corporations Act*. On February 8, 2011, the Board decided to change the dividend policy to allow distribution of dividend on a quarterly basis rather than semi annual. The quarterly dividend, unless provided otherwise, is an "eligible dividend" for the *Income Tax Act* (Canada) and any other similar provincial and territorial laws. The Board regularly reviews its strategy regarding the payment of dividend to ensure that the dividends paid reflect the Corporation's excess cash flows and profits, while ensuring that the necessary cash flows are retained to carry out its business plan. However, on November 12, 2019, the Board decided to suspend the payment of dividends in an effort to effectively invest in its strategy aimed at increasing the Corporation's growth and contribute the amounts normally attributed to dividend payments to the Corporation's future development. The declaration of future dividends remains at the discretion of the Board and is subject to, among other things, compliance with the accounting tests established by mdf commerce's constitutive law.

The following table presents the cash dividends declared by the Corporation to holders of Common Shares for the three most recently completed financial years:

Dividends declared					
Financial years ended March 31st	**Q1**	**Q2**	**Q3**	**Q4**	**Total**
2020	$0.10	$0.10	$0.00	$0.00	$0.20
2021	$0.00	$0.00	$0.00	$0.00	$0.00
2022	$0.00	$0.00	$0.00	$0.00	$0.00

6. MARKET FOR SECURITIES

The Common Shares of mdf commerce are currently traded on the Toronto Stock Exchange (the "TSX") under the symbol "MDF". The following table sets forth the reported high and low sale prices in Canadian dollars and the cumulative volume of trading of our Common Shares listed on the TSX for each month of the most recently completed financial year.

	Price Ranges		
	High ($)	**Low ($)**	**Trading Volumes**
April 2021	11.17	13.40	1,176,041
May 2021	10.70	13.34	504,000
June 2021	9.68	11.29	1,242,323
July 2021	8.99	11.16	813,729
August 2021	7.10	9.95	2,372,312
September 2021	5.84	7.88	2,902,895
October 2021	5.41	6.45	1,330,079
November 2021	4.68	6.72	2,899,678
December 2021	4.40	5.64	2,216,931
January 2022	4.31	5.80	1,107,750
February 2022	3.80	4.88	1,574,508
March 2022	3.07	4.05	2,056,410

7. DIRECTORS AND EXECUTIVE OFFICERS

7.1 DIRECTORS

The following table sets forth the name, office within the Corporation, province or state and country of residence of each director, his or her principal occupation, the period since which each has acted as a director and the number and percentage of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by each director as of March 31, 2022. Each director is elected until the next annual meeting of shareholders or until his or her successor is elected by shareholders, unless the director resigns or his or her office becomes vacant by removal, death or other cause.

Name and Place of Residence	Office/Principal Occupation	Director Since	Number of Common Shares (1)	% of Common Shares (2)
Luc Filiatreault Québec, Canada	President and Chief Executive Officer of the Corporation	2019	78,452	0.18%
Gilles Laporte (3) Québec, Canada	Director of corporations	2011	140,400	0.32%
Christian Dumont (4) California, U.S.	Consultant for venture capital firms	2020	12,355	0.03%
Catherine Roy(5) Québec, Canada	Executive Vice President, Operations	2015	1,998,532	4.55%
Jean-François Sabourin (6) Québec, Canada	Managing Director, Canaccord Genuity Direct President, JitneyTrade Inc.	2008	37,787	0.09%
Zoya Shchupak (7) Québec, Canada	Managing Partner, Innovobot Fund I L.P.	2019	4,000	0.01%
Mary-Ann Bell (8) Québec, Canada	Director of corporations	2021	14,600	0.03%
Lester Fernandes (9) Québec, Canada	Chief Executive Officer of Segovia Capital Ltd	2022	0	0.00%
Pierre Chadi (10) Québec, Canada	Director of corporations	2022	0	0.00%

(1) Number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by each director as of March 31, 2022, to the knowledge of the Corporation and according to the information received.
(2) Based on 43,970,943 Common Shares outstanding on March 31, 2022.
(3) Member of the Human Resources Committee. On February 9, 2022, Mr. Laporte announced that he will not stand for re-election at the next annual meeting of the Corporation.
(4) Chair of the Human Resources Committee.
(5) Mrs. Catherine Roy was appointed Executive Vice President, Operations on November 9, 2021.
(6) Chair of the Audit Committee.
(7) Member of the Audit Committee and the Human Resources Committee.
(8) Mrs. Mary-Ann Bell was appointed Director of the Corporation on May 28, 2021 and she is a member of the Audit Committee.
(9) Mr. Lester Fernandes was appointed Director of the Corporation on June 29, 2022.
(10) Mr. Pierre Chadi was appointed Director of the Corporation and Chair of the Board on June 29, 2022.

During the past five years, each director has held his present principal occupation or other executive capacities with the same entity, except for:

- Mr. Christian Dumont, who occupied the position of Vice President at Flex Ltd. until February 2019 and since then, has been consulting for various venture capital firms.

- Mr. Luc Filiatreault who occupied the position of Managing Director at Ayuda Media Systems Inc. from 2017 to 2019.
- Mrs. Zoya Shchupak who occupied the position of Chief Financial Officer from 2014 to 2017 as well as the position of Senior Vice President and Head of Corporate Development from 2017 to 2018 at Fairstone Financial Inc. (formerly CitiFinancial Canada) and the position of Consultant, Strategy and M&A at Sagard Holdings ULC from 2019 to 2020.
- Mr. Jean-François Sabourin who, in addition to his position of President at JitneyTrade Inc., also occupies the position of Managing Director at Canaccord Genuity Direct since November 2019.
- Mrs. Catherine Roy, who was appointed Executive Vice President, Operations of the Corporation on November 9th, 2021, and occupied the position of Vice President, Transformation of the Corporation (previously Vice President, Operations and Strategies) from April 1st, 2019 to November 8th, 2021.
- Mrs. Mary-Ann Bell, who was appointed Director of the Corporation on May 28, 2021 and she is also a Director for SNC Lavalin Inc., COGECO Inc. IGOPP and NAV Canada. She also served as director for Valener / Énergir, COMINAR and INRS.
- Mr. Lester Fernandes , who was appointed Director of the Corporation on June 28, 2022 and he is Chief Executive Officer of Segovia Capital Ltd. He was also the co-founder and Chief Financial Officer of Nuvei Corporation from 2001 to 2018.
- Mr. Pierre Chadi, who was appointed Director of the Corporation and Chair of the Board on June 28, 2022 and he is also Chair and member of various boards of directors including Solutions interactives Pivot88, Carré Technologies, Keatext, RESAAS Services and NACO. He also served as Vice-President, Investment for Anges Québec Capital from 2015 to 2017.

7.2 EXECUTIVE OFFICERS

The following table sets forth, as of March 31, 2022, the name, province and country of residence of each executive officer, his or her office and principal occupation, the period of service as an executive officer of the Corporation and the number and percentage of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by each executive officer as of the date hereof.

Name and Place of Residence	Office / Principal Occupation	Officer since	Number of Common Shares (1)	% of Common Shares(2)
Luc Filiatreault Québec, Canada	President and Chief Executive Officer	2019	78,452	0.18%
Deborah Dumoulin Québec, Canada	Chief Financial Officer	2021	1,163	0.00%
Nicolas Vanasse Québec, Canada	Vice President, Chief Legal Officer and Corporate Secretary	2021	2,510	0.01%
Mark Eigenbauer Atlanta, Georgia	President, eprocurement	2009	18,600	0.04%
André Leblanc Québec, Canada	Vice President, Marketing and Public Affairs	2018	0	0.00%
Catherine Roy Québec, Canada	Executive Vice President, Operations (3)	2019	1,998,532	4.55%
Andréanne Simon Québec, Canada	President, Supply Chain	2018	8,601	0.02%

Name and Place of Residence	Office / Principal Occupation	Officer since	Number of Common Shares (1)	% of Common Shares(2)
Julie Bélanger (HR) Québec, Canada	Vice President, Human Resources	2020	656	0,00 %
Julie Pilon Québec, Canada	Vice President, emarketplaces (4)	2021	2,337	0.01%
Pascal Cardinal Québec, Canada	President, ecommerce (5)	2021	0	0.00%
Julie Bélanger (OP) Québec, Canada	Vice President, Organizational Performance (6)	2022	0	0.00%
Patrick Boisvert Québec, Canada	Vice President, Information Technology (7)	2022	676	0.00%

(1) Number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by each executive officer, to the knowledge of the Corporation and according to the information received. The number of Common Shares shown in this table includes the Common Shares purchased under the Corporation's Share Purchase Plan.
(2) Based on 43,970,943 Common Shares outstanding on March 31, 2022.
(3) Mrs. Catherine Roy was appointed Executive Vice President, Operations on November 9, 2021
(4) Mrs. Julie Pilon was appointed Vice President emarketplaces on October 1st , 2021.
(5) Mr. Pascal Cardinal was appointed President, ecommerce on November 9th, 2021.
(6) Mrs. Julie Bélanger (OP) was appointed Vice President, Organizational Performance on March 17th, 2021.
(7) Mr. Boisvert was appointed Vice President, Information Technology on April 18, 2022, in replacement of Mr. Camil Rousseau, who left mdf commerce in April 2022.

During the past five years, each executive officer listed above has held his or her present principal occupation or other executive capacities with the Corporation, except for:

- Mr. André Leblanc who occupied the position of Vice President, marketing with the subsidiaries LesPAC, Jobboom and Réseau Contact from March 2016 to February 2018.
- Mr. Luc Filiatreault who occupied the position of Managing Director at Ayuda Media Systems Inc. from 2017 to 2019.
- Mrs. Julie Bélanger (HR) who occupied the position of Divisional Vice President, Human Resources Business Partner at Lowe's Canada from September 2017 to May 2020 and the position of Principal Director, Human Resources at Transat A.T. from 2007 to 2017.
- Ms. Deborah Dumoulin, CPA, who occupied the position of Vice President Finance, Financial Reporting at Fiera Capital Corporation from August 2016 to June 2020.
- Mr. Nicolas Vanasse who occupied the position of Senior Vice President, Chief Legal Officer and Corporate Secretary at eStruxture Data Centers Inc. from January 2018 to October 2020 and the position of Executive Vice President, Chief Legal Officer and Corporate Secretary of Lumenpulse Inc. from November 2013 to June 2017.
- Mrs. Catherine Roy, who was appointed Executive Vice President, Operations of the Corporation on November 9th, 2021, and occupied the position of Vice President, Transformation of the Corporation (previously Vice President, Operations and Strategies) from April 2019 to November 2021.
- Mrs. Julie Pilon who occupied the position of General Manager with the subsidiary Jobboom Inc. from December 2019 to September 2021 and Digital Sales Manager from November 2015 to November 2019.
- Mr. Pascal Cardinal who occupied the position of General Manager ecommerce from March 2021 to November 2021, President and CEO of iPerceptions Inc. (was acquired by Emplifi Canada Inc.)

from January 2019 to March 2021 and General Manager of iPerceptions Inc. from January 2017 to January 2019.

- Mrs. Julie Bélanger (OP) who occupied the position of Consultant for the Corporation from February 2020 to March 2022, Director PMO & Strategic Planning for The North America Connect IT Networks Company Inc. from November 2018 to November 2019 and Senior Director, Office of CIO & Transformation for Videotron S.E.N.C. from November 2015 to May 2018.
- Mr. Patrick Boisvert who occupied the position of Principal Manager I&O IT of the Corporation from December 2020 to April 2022 and IT Procurement Manager of the Corporation from June 2020 to December 2020. He previously occupied the position of Expert Contract Manager for CGI Inc. from April 2019 to May 2020, Vice President, IT Asset Management for LG6 Inc. from December 2017 to April 2019 and IT Procurement Manager – Corporate for WSP Global inc. from September 2012 to December 2017.

As of March 31, 2022, the directors and executive officers of mdf commerce, as a group, beneficially owned, directly or indirectly, or exercised control or direction over, 2,336,713 Common Shares, representing 5.32% of the then outstanding Common Shares.

7.3 CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Based on the information provided by Mr. Luc Filiatreault, he was imposed an administrative monetary penalty of $180,000 by the Financial Markets Administrative Tribunal, which found (i) that the directors of the reporting issuer NSTEIN Technologies inc. ("NSTEIN"), including Mr. Filiatreault, had executed a securities transaction in 2010 by adopting a board resolution granting NSTEIN stock options to its officers and to certain other employees of this reporting issuer, while they were in possession of privileged information and (ii) that Mr. Filiatreault, who held the position of President and Chief Executive Officer and was a director of NSTEIN, had communicated this privileged information to a third party. On December 10, 2020, the Supreme Court of Canada denied leave to appeal the Québec Court of Appeal decision of March 11, 2020, thereby confirming the Financial Markets Administrative Tribunal's decision.

Based on the information provided by Mr. Nicolas Vanasse, he was Vice President, Chief Legal Officer and Corporate Secretary of Aveos Fleet performance Inc. ("Aveos"), when the company went through bankruptcy proceedings. On March 19, 2012, Aveos filed a voluntary petition for relief under the *Companies' Creditors Arrangement Act* (Canada) ("CCAA"). The Superior Court issued a stay of proceedings until April 5, 2012 and subsequently until November 22, 2013. On March 22, 2012, the Court issued an order appointing a restructuring officer with the requisite authority to carry on and supervise the affairs of Aveos. On November 18, 2013, Aveos presented a motion for the termination of the CCAA proceedings, and on November 22, 2013, following a Motion of the Issuance of an order to appoint a Receiver pursuant to section 243 of the *Bankruptcy and Insolvency Act* (Canada) ("BIA") by certain creditors of Aveos, the Superior Court of Québec issued a Termination and Discharge Order with respect to the CCAA proceedings and issued an Order Appointing a Receiver under the BIA. On November 25, 2013, the Superior Court of Québec issued a notice of bankruptcy and a first meeting of creditors pursuant to subsection 102(1) of the BIA.

8. TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares is Computershare Investor Services Inc., at its principal offices in Toronto.

9. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Other than certain legal proceedings arising from the ordinary course of business, which the Corporation believes will not have a material adverse effect, either individually or in the aggregate, on its business, financial position, results of operations or cash flows, there is no other litigation pending or threatened against the Corporation.

10. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the directors and officers of mdf commerce or any person that is the direct or indirect beneficial owner, or exercises control over more than 10% of the Common Shares, or their respective associates or affiliates had any material interest in any transaction whatsoever or in any planned transaction during the three most recently completed financial years which has materially affected or could materially affect mdf commerce.

11. MATERIAL CONTRACTS

The only material contracts the Corporation has entered into, which are outside the ordinary course of business and still in effect, are:

- the stock purchase agreement by and between Periscope Parent Holding, L.P., Periscope Intermediate Corp., TIM USA Inc. and the Corporation dated August 11, 2021;
- the subscription agreement (*convention de subscription*) dated August 11, 2021 between the Corporation and Fonds de solidarité des travailleurs du Québec (F.T.Q.);
- the subscription agreement (*convention de subscription*) dated August 11, 2021 between the Corporation and Investissement Québec; and
- the Credit Agreement, as amended on March 9, 2022. See "*General Development of the Business - History*".

The Credit Agreement is available on SEDAR at www.sedar.com.

12. INTERESTS OF EXPERTS

The Corporation's external auditor is Deloitte LLP, Chartered Accountants, who have prepared an independent auditor's report dated June 29, 2022 in respect of the Corporation's consolidated financial statements with accompanying notes for the years ended March 31, 2022 and 2021. Deloitte LLP has advised that it is independent with respect to the Corporation within the meaning of the code of ethics of the Ordre des Comptables agréés du Québec.

13. AUDIT COMMITTEE AND RELATED MATTERS

13.1 GENERAL

We have established an audit committee (the "Audit Committee") which is comprised of three members currently consisting of Jean-François Sabourin, Zoya Shchupak and Mary-Ann Bell, each of whom is considered "independent" and "financially literate" within the meaning of National Instrument 52-110 – *Audit Committees*. Jean-François Sabourin is the Chair of the Audit Committee.

13.2 MANDATE OF THE AUDIT COMMITTEE

The Charter of the Audit Committee, as revised and approved on November 11, 2020, is set out in Appendix B to this Annual Information Form.

13.3 RELEVANT EDUCATION AND EXPERIENCE OF THE AUDIT COMMITTEE MEMBERS

The following is a brief summary of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee, including any education or experience that has provided the member with an understanding of the accounting principles used by the Corporation to prepare its annual and interim financial statements.

Name of Audit Committee Member	Relevant Education and Experience
Jean-François Sabourin	Jean-François Sabourin is Managing Director at Canaccord Genuity Group Inc., since 2019. He is also the President and Chief Executive Officer of JitneyTrade Inc., a direct access broker. From 2003 to 2018, he acted as President and Chief Executive Officer of FinLogik Inc., a software company specialized in financial transactions. He holds a BBA from HEC Montréal and is a CFA charter holder. Mr. Sabourin previously held senior positions within the derivatives structuring group at various large investment banks.
Zoya Shchupak	Zoya Shchupak, CPA, previously served as Consultant, Strategy and M&A at Sagard Holdings ULC, an alternative asset manager, from 2019 to 2020. She also served as Senior Vice President and Head of Corporate Development between 2017 and 2018 and Chief Financial Officer from 2014 to 2017 with Fairstone Financial Inc. (formerly CitiFinancial Canada). Ms. Shchupak was an IT investment portfolio manager at Desjardins Venture Capital where she sat on several boards of directors such as Silanis, Ixiasoft and Visuaide and continued her career as Chief Financial Officer of several public and private companies in the TMT and retail sectors. Ms. Shchupak is a Chartered Accountant (CPA), with a Bachelor of Commerce degree from Concordia University, and an MBA in Finance from McGill University.
Mary-Ann Bell	Mary-Ann Bell has, since 2012, provided guidance to management teams on a variety of strategic topics such as digital transformation, cybersecurity, financial performance analysis, human resources planning and governance practices, among others. She currently serves as a corporate director of SNC-Lavalin, Cogeco, NAV CANADA and the Institute for Governance of Private and Public Organizations (IGOPP). Ms. Bell is an industrial engineer by training, has obtained a certificate of finance for executives from the Harvard Business School and is a Certified Corporate Director of the Collège des administrateurs. Ms. Bell has extensive executive management experience, including as Chief Operation Officer, and has broad experience in operations management, customer service, IT, sales and marketing. She is also an Administrateur de sociétés certifié (ASC).

13.4 EXTERNAL AUDITOR SERVICE FEES

The following table shows the fees paid to Deloitte LLP for the fiscal years ended March 31, 2022 and 2021, for various services provided to the Corporation:

	Year ended March 31st	
	2022	**2021**
Audit Fees	$1,770,300	$1,050,525
Audit-Related Fees	$200,504	$97,275

Tax Fees	$171,929	$211,507
Other Services	-	-
Total Fees	$2,142,733	$1,359,307

A. <u>Audit Fees</u>

These fees relate to professional services rendered by the external auditors for statutory audits of the Corporation's annual financial statements.

B. <u>Audit-Related Fees</u>

These fees relate to professional services that reasonably relate to advice and consultation on various accounting matters.

C. <u>Tax Fees</u>

These fees relate to professional taxation services in respect of the preparation of tax returns and consultation services relating to transfer pricing policies.

D. <u>Other Fees</u>

These fees relate to professional services rendered in connection with various consulting and translation services.

13.5 POLICY FOR THE ENGAGEMENT OF AUDIT AND NON-AUDIT SERVICES

The Audit Committee has approved a policy governing the audit services, audit-related services and non-audit services provided by the independent auditor.

Pursuant to this policy, "audit services" include those services forming an integral part of the audit process in addition to any activity regarded as a necessary procedure used by the auditor to express an opinion on the Corporation's annual consolidated financial statements. "Audit-related services" are services that are reasonably related to the performance of the annual audit of the Corporation's consolidated financial statements, generally performed by the auditor in connection with this audit and that are not included in the "audit fees" for information disclosure purposes. "Non-audit services" are other services that may be rendered by the auditor including, in particular: (i) tax services, such as tax reporting and compliance audit-related services, fiscal planning services and tax advice; (ii) tax audit advice and assistance, tax advice on acquisitions, mergers and assignments as well as on restructuring; (iii) transfer pricing advice; (iv) tax credit (CDAE (Tax Credit for the Development of E-Business) and R&D) advice and representations. The policy also contains a list of the non-audit services that may not be rendered by the auditor.

Before each fiscal year starts, the Audit Committee pre-approves an annual budget of audit-related and non-audit services. At each quarterly committee meeting, the actual amount of the authorized services actually incurred and the amount set out in the budget is reconciled and any additional mandate is pre-approved, where applicable. During the quarter, the Audit Committee may authorize the committee chair to pre-approve any special request from management regarding retaining the auditor's services for a new mandate or any cost overrun in a mandate. In such case, the committee chair must report the approvals he or she will have granted during the quarter to the committee at the next regular committee meeting following the approval in question.

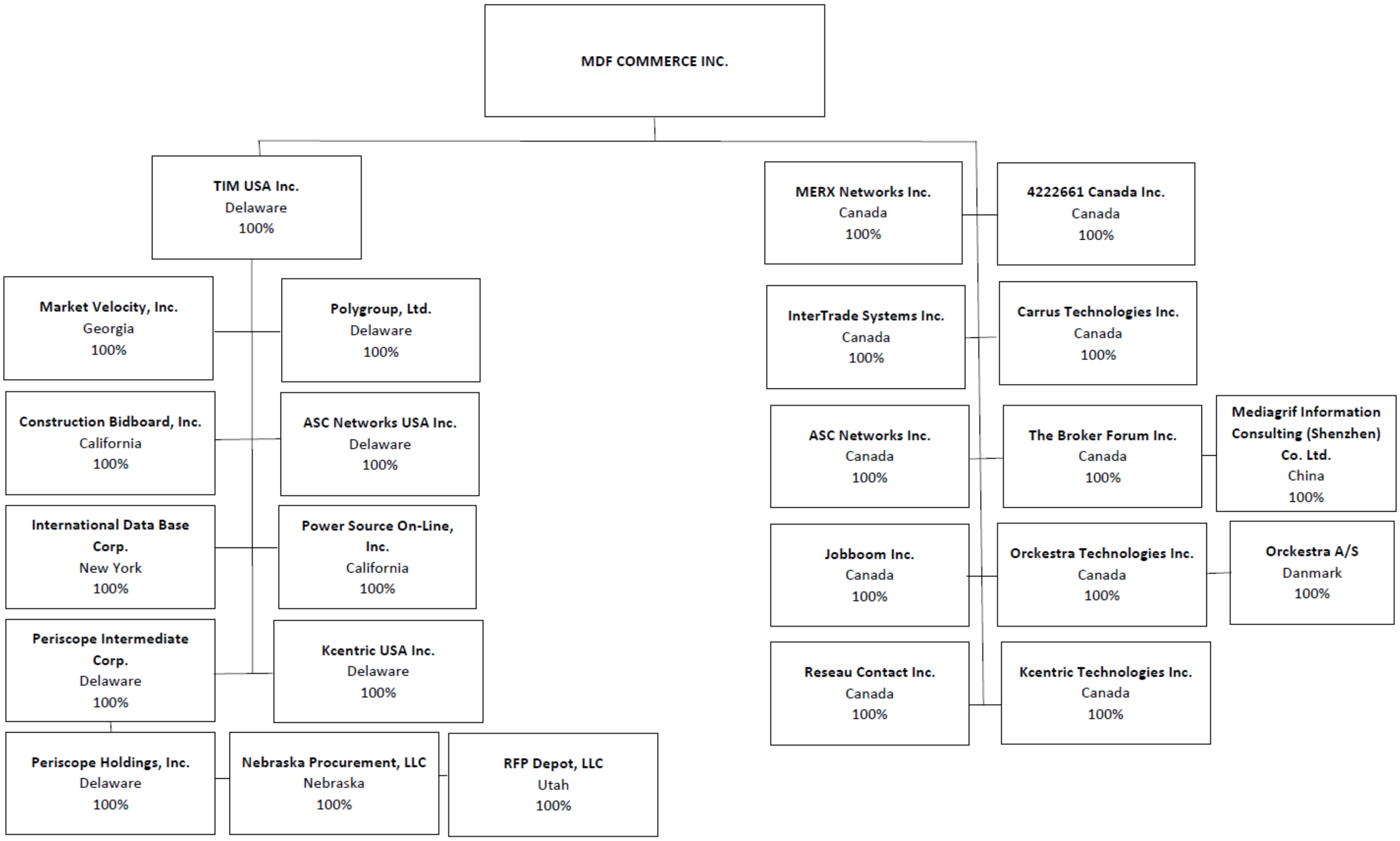
Furthermore, management may retain the auditor's services for new mandates or authorize cost overruns in existing mandates covering audit-related or non-audit services that were not pre-approved provided the total amount of the audit-related and non-audit services that were not pre-approved does not exceed five percent (5%) of the total amount of the reasonably deemed fees to be paid to the auditor during this fiscal year.

14. ADDITIONAL INFORMATION

Additional information, including directors' and officers' compensation, principal holders of our securities, and interests of insiders in material transactions, if any, is contained in our Management Proxy Circular prepared in connection with our most recent annual shareholders' meeting and is available on SEDAR at www.sedar.com. Additional financial information is available in our audited consolidated financial statements and management's discussion and analysis for the last fiscal year of mdf commerce, which are also available on SEDAR. All information incorporated by reference in this Annual Information Form is or will within the prescribed delays be contained or included in one of the Corporation's continuous disclosure documents filed with the Canadian securities regulatory authorities, which may be viewed on SEDAR.

All requests for the above-mentioned documents must be addressed to the Chief Legal Officer of the Corporation at its head office located at 1111 St-Charles Street West, Suite 255, Longueuil, Québec, Canada, J4K 5G4 or by telephone at 450 449-0102 or by fax at 450 449-8712.

APPENDIX A – INTERCORPORATE RELATIONSHIPS



APPENDIX B – CHARTER OF THE AUDIT COMMITTEE

CHARTER OF THE AUDIT COMMITTEE OF MDF COMMERCE INC.

I. Role and Purpose

The Audit Committee (sometimes referred to herein as the "Committee") is a committee of mdf commerce inc. (the "Corporation"). The primary function of the Audit Committee is to assist the Board members in fulfilling their roles by:

1. recommending to the Board the appointment and compensation of the external auditor;
2. overseeing the work of the external auditor engaged for the purposes of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of any issues between the external auditor and management;
3. pre-approving all non-audit services (or delegating such pre-approval if and to the extent permitted by law) to be provided to the Corporation or its subsidiaries by the external auditor;
4. reviewing and recommending the approval of the annual and interim financial statements, related management discussion and analysis ("MD&A"), and annual and interim earnings press releases before such information is publicly disclosed;
5. ensuring and being satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information, other than those described in (4) above, extracted or derived from its financial statements, including periodically assessing the adequacy of such procedures;
6. reviewing and approving any proposed hiring of current or former partners or employees of the current and former auditor of the Corporation or its subsidiaries; and
7. establishing procedures for the receipt, retention and treatment of complaints or concerns received by the Corporation regarding accounting, internal accounting controls, or auditing matters, including the anonymous submission by employees of concerns respecting accounting or auditing matters.

The Audit Committee should primarily fulfill these responsibilities by carrying out the activities enumerated in this Charter. However, it is not the duty of the Committee to prepare financial statements, to plan or conduct audits, to determine that the financial statements are complete and accurate and are in accordance with Canadian generally accepted accounting principles ("GAAP"), to conduct investigations, or to assure compliance with laws and regulations or the Corporation's or the Corporation's internal policies, procedures and controls, as these are the responsibility of management and in certain cases the external auditor, as the case may be.

II. Composition of the Committee and Meetings

1. The Audit Committee must be constituted as required under Multilateral Instrument 52-110, as it may be amended from time to time ("MI 52-110").
2. All members of the Committee must (except to the extent permitted by MI 52-110) be financially literate (which is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements).
3. The members of the Committee shall be elected by the Board on an annual basis or until their successors shall be duly appointed. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.
4. Any member of the Audit Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Audit Committee on ceasing to be a Director. The Board may fill

vacancies on the Audit Committee by election from among the Board. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all of its powers so long as a quorum remains.

5. The Committee shall meet at least four times annually, or more frequently as circumstances require.

6. The Committee Chair may ask members of management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their duties, members of the Committee shall have full access to all corporate information and any other information deemed appropriate by them, and shall be permitted to discuss such information and any other matters relating to the financial position of the Corporation with senior employees, officers and the external auditor of the Corporation, and others as they consider appropriate.

7. In order to foster open communication, the Committee or its Chair shall meet at least once a year with management and the external auditor in separate sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. In addition, the Committee or its Chair should meet with management quarterly in connection with the Corporation's interim financial statements.

8. Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number, as the Committee shall determine by resolution.

9. Meetings of the Audit Committee shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members, which shall not be less than 48 hours. The notice period may be waived by all members of the Committee. Each of the Chair of the Board and the external auditor, and the Chief Executive Officer, the Chief Financial Officer or the Vice-President, Corporate Development and Secretary of the Corporation, shall be entitled to request that any member of the Committee call a meeting.

10. The Committee shall determine any desired agenda items.

III. Activities

The Audit Committee shall, in addition to the matters described in I:

1. Review on an annual basis and recommend to the Board changes to this Charter as considered appropriate from time to time.

2. Review the public disclosure regarding the Audit Committee required by MI 52-110.

3. Review and discuss, on an annual basis, with the external auditor all significant relationships they have with the Corporation to assess their independence.

4. Review the performance of the external auditor and any proposed discharge of the external auditor when circumstances warrant.

5. Periodically consult with the external auditor out of the presence of management about significant risks or exposures, internal controls and other steps that management has taken to control such risks, and the fullness and accuracy of the financial statements, including the adequacy of internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper.

6. Arrange for the external auditor to be available to the Committee and the Board as needed.

7. Review the integrity of the financial reporting processes, both internal and external, in consultation with the external auditor.

8. Consider the external auditor's judgments about the quality, transparency and appropriateness, not just the acceptability, of the Corporation's accounting principles and financial disclosure practices, as applied in its financial reporting, including the degree of aggressiveness or conservatism of its

accounting principles and underlying estimates, and whether those principles are common practices or are minority practices.

9. Review all material balance sheet issues, material contingent obligations (including those associated with material acquisitions or dispositions) and material related party transactions.

10. Consider proposed major changes to the Corporation's accounting principles and practices.

11. If considered appropriate, establish separate systems of reporting to the Committee by each of management and the external auditor.

12. Review the scope and plans of the external auditor's audit and reviews. The Committee may authorize the external auditor to perform supplemental reviews or audits as the Committee may deem desirable.

13. Periodically consider the need for an internal audit function, if not present.

14. Following completion of the annual audit and, if applicable, quarterly reviews, review separately with each of management and the external auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and, if applicable, reviews, including any restrictions on the scope of work or access to required information and the cooperation that the external auditor received during the course of the audit and, if applicable, reviews.

15. Review with the external auditor and management significant findings during the year and the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.

16. Review activities, organizational structure and qualifications of the chief financial officer and the staff in the financial reporting area and see to it that matters related to succession planning are raised for consideration by the Board.

17. Review management's program of risk assessment and steps taken to address significant risks or exposures of all types, including insurance coverage and tax compliance.

IV. General Matters

1. The Committee is authorized to retain independent counsel, accountants, consultants and any other professionals (“Advisors”) it deems necessary to carry out its duties, and the Committee shall have the authority to determine the compensation of and to cause the Corporation to pay any such Advisors.

2. The Committee is authorized to communicate directly with the external (and, if applicable, internal) auditors as it sees fit.

3. If considered appropriated by it, the Committee is authorized to conduct or authorize investigations into any matters within the Committee's scope of responsibilities, and to perform any other activities as the Committee deems necessary or appropriate.

4. Notwithstanding the foregoing and subject to applicable law, the Committee shall not be responsible for preparing financial statements, for planning or conducting internal or external audits or for determining that the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles, as these are the responsibility of management and in certain cases the external auditor, as the case may be. Nothing contained in this Charter is intended to make the Committee liable for any non-compliance by the Corporation with applicable laws or regulations.

5. The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Corporation's shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to security holders of the Corporation or to any other liability whatsoever.