

# Street Capital Inc. (formerly, The Hash Corporation)

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the three and six months ended June 30, 2025, and 2024

As used in this management's discussion and analysis of financial condition and results of operations ("MD&A"), unless the context indicates or requires otherwise, all references to the "Company", "we", "us" or "our" refer to Street Capital Inc. (formerly, The Hash Corporation), as constituted on June 30, 2025.

This MD&A for the three and six months ended June 30, 2025, and 2024 should be read in conjunction with the Company's unaudited financial statements, the accompanying notes for the three and six months ended June 30, 2025, and 2024 and the audited financial statements and accompanying notes for the year December 31, 2024. The financial information presented in this MD&A is derived from the Company's unaudited financial statements for the three and six months ended June 30, 2025, and 2024, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are in Canadian dollars except where otherwise indicated.

This MD&A is dated as of April 10, 2026.

### FORWARD-LOOKING INFORMATION

The information provided in this MD&A, including information incorporated by reference, may contain certain forward-looking statements and forward-looking information (collectively referred to as "forward-looking statements") within the meaning of applicable Canadian legislation about our current expectations, estimates and projections about the future, based on certain assumptions made by us in light of the Company's experience and perception of historical trends. Although we believe that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct.

This forward-looking information is identified by words such as "anticipate", "believe", "expect", "plan", "forecast", "future", "target", "project", "capacity", "could", "should", "focus", "proposed", "scheduled", "outlook", "potential", "may" or similar expressions and includes suggestions of future outcomes, including statements about the Company's intention to produce and the expected costs and timing thereof; the Company's proposed collaboration agreements with other entities; the Company's expected production capacity; the estimated costs of the Company's proposed capital projects and future investments; potential proceeds from the exercise of the Company's outstanding share purchase warrants; actions taken by the Company, or that the Company may take in the future, to adjust its capital structure; potential effects of regulations under the Cannabis Act (Canada) (together with the regulations thereunder (the "Cannabis Regulations"), the "Cannabis Act") and related legislation introduced by provincial governments. Readers are cautioned not to place undue reliance on forward-looking information as the Company's actual results may differ materially from those expressed or implied.

The Company has made certain assumptions with respect to the forward-looking statements regarding, among other things: the Company's ability to generate sufficient cash flow from operations and obtain financing, if needed, on acceptable terms or at all; general economic, financial market, regulatory and political conditions in which the Company operates; the expected yield from the Company's operations; interest in the Company's products or services; anticipated and unanticipated costs; government regulation of the Company's activities; the timely receipt of any required regulatory approvals; the Company's ability to obtain qualified staff, equipment and services in a timely and cost efficient manner; the Company's ability to conduct operations in a safe, efficient and effective manner; and the Company's expansion plans and timeframe for completion of such plans.

Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because no assurance can be given that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to several factors and risks. These include, but are not limited to: the limited operating history of the Company and history of losses; the Company's ability to continue as a going concern; the Company's ability to generate sufficient revenue to be profitable; the Company's ability to raise the capital necessary for it to execute its strategy; increased competition in the cannabis markets in Canada and internationally; rising energy costs; the Company's reliance on key persons; the Company's compliance with environmental, health and safety laws and regulations; insurance risks; interruptions in the supply chain for key inputs; demand

for skilled labour, specialized knowledge, equipment, parts and components; reliance on the operations of the Company's partners; results of litigation; conflicts of interest between the Company and its directors and officers; payment of dividends; the partial dependence of the Company's operations on the maintenance and protection of its information technology systems; unforeseen tax and accounting requirements; regulatory risks relating to compliance with the Cannabis Act and Cannabis Regulations; changes in laws; changes to the market price of cannabis; the ability of the Company to produce and sell cannabis supply with collaboration agreements; failure to execute definitive agreements with entities in which the Company has entered into letters of intent or memoranda of understanding; changes in government; changes in government policy; failure of counterparties to perform contractual obligations; the Company's ability to successfully develop new products or find a market for their sale; lack of certainty regarding the expansion of the cannabis market; ability of key employees of the Company to obtain or renew security clearances in the future; reputational risks to third parties with whom the Company does business; failure to comply with laws and regulations; the Company's reliance on its own market research and forecasts; competition from synthetic production and new technologies; the existence and growth of the cannabis industry; misconduct or other improper activities by employees, independent contractors, consultants, commercial partners and vendors; failure to comply with health and data protection laws; inability to obtain or maintain sufficient intellectual property protection for the Company's products; third-party claims of intellectual property infringement; patent terms being insufficient to protect competitive position on product candidates; inability to obtain patent term extensions or non-patent exclusivity; inability to protect the confidentiality of trade secrets; inability to protect trademarks and trade names; and other factors beyond the Company's control.

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

The forward-looking statements contained or incorporated by reference in this MD&A are made as of the date of this MD&A or as otherwise specified. Except as required by applicable securities laws, we undertake no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors affecting those statements, whether as a result of new information, future events or otherwise or the foregoing lists of factors affecting this information.

All of the forward-looking information contained in this MD&A is expressly qualified by the foregoing cautionary statements.

Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

## OVERVIEW

Street Capital Inc. (formerly, The Hash Corporation) (the "Company") was incorporated under the Business Corporations Act (Ontario) on March 28, 1967, as Northville Explorations Ltd. On January 22, 2014, the Company changed its name to Senternet Phi Gamma Inc. and on July 8, 2019, the Company changed its name to The Hash Corporation. On November 19, 2024, the Company changed its name to its current name, Street Capital Inc.

From 2019 until May 23, 2024, the Company was focused on the production and sale of cannabis-based hashish and other cannabis products through a Collaboration Agreement with Medz Cannabis Inc. ("Medz") an Ontario-based, privately-owned company, licensed for the cultivation, processing and sale of medical cannabis under the Cannabis Act. Since May 23, 2024, the Company has been inactive.

On June 3, 2021, the Company's common shares commenced trading on the Canadian Securities Exchange (the "CSE") under the stock ticker "REZN". The Company's common shares currently trade with the new ticker symbol "STRC.X" on the CSE.

The head office of the Company is located at 1 Adelaide Street East, Suite 801, Toronto, Ontario, M5C 2V9.

## SELECTED FINANCIAL HIGHLIGHTS

	As at June 30, 2025	As at December 31, 2024	Change	
	\$	\$	\$	%
Cash	<b>76,905</b>	181,282	(104,377)	-58%
Total assets	<b>76,905</b>	211,184	(134,279)	-64%
Total liabilities	<b>340,909</b>	366,944	(26,035)	-7%

Cash balance as of June 30, 2025, was \$76,905, representing a decrease of \$104,377 from \$181,282 as of December 31, 2024. Cash disbursements were driven primarily by legal fees, audit fees, and general office expenses.

Total assets as of June 30, 2025, were \$76,905, representing a decrease of \$134,279 from \$211,184 as of December 31, 2024. The decrease in total assets was primarily attributable to the decrease in the cash balance and changes in working capital balances.

Total liabilities as of June 30, 2025, were \$340,909 representing a decrease of \$26,035 from \$366,944 as of December 31, 2024. The decrease in total liabilities was driven by (i) the reduction of accrued liabilities recorded during the previous fiscal year 2024, and (ii) accrued liabilities recorded during FY2025 related to salaries and stock exchange fees.

## RESULTS OF OPERATIONS

The following table outlines our statements of loss and comprehensive loss for the three and six months ended June 30, 2025, and 2024.

	Three months ended June 30,			Change	Six months ended June 30,			Change
	2025	2024			2025	2024		
<b>Revenue</b>								
Product sales	—	127,950	(127,950)	-100%	—	210,240	(210,240)	-100%
Accessory sales	—	—	—	—	—	1,095	(1,095)	-100%
	—	127,950	(127,950)	-100%	—	211,335	(211,335)	-100%
<b>Expenses</b>								
Salaries and wages	12,000	39,015	(27,015)	-69%	24,000	71,953	(47,953)	-67%
General and administrative	14,169	49,901	(35,732)	-72%	31,988	88,826	(56,838)	-64%
Professional fees	33,900	10,343	23,557	228%	43,743	46,000	(2,257)	-5%
Production expenditures	—	44,190	(44,190)	-100%	—	118,158	(118,158)	-100%
Amortization and depreciation	—	5,781	(5,781)	-100%	—	16,616	(16,616)	-100%
Accretion on convertible debentures	—	1,234	(1,234)	-100%	—	2,468	(2,468)	-100%
<b>Total operating expenses</b>	<b>60,069</b>	<b>150,464</b>	<b>(90,395)</b>	<b>-60%</b>	<b>99,731</b>	<b>344,021</b>	<b>(244,290)</b>	<b>-71%</b>
<b>Operating loss from operations</b>	<b>(60,069)</b>	<b>(150,464)</b>	<b>90,395</b>	<b>-60%</b>	<b>(99,731)</b>	<b>(344,021)</b>	<b>244,290</b>	<b>-71%</b>
Other (expense)	—	—	—	—	(8,513)	—	(8,513)	100%
<b>Net loss and comprehensive loss</b>	<b>(60,069)</b>	<b>(22,514)</b>	<b>(37,555)</b>	<b>167%</b>	<b>(108,244)</b>	<b>(132,686)</b>	<b>32,955</b>	<b>-25%</b>

## REVIEW OF OPERATIONS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2025, AND 2024

### Revenue

Revenue decreased from \$127,950 to \$Nil and decreased from \$211,335 to \$Nil for the three and six months ended June 30, 2025, respectively, compared to the equivalent periods in the prior year. Following the sale of the Company's assets on May 23, 2024, the Company has remained inactive.

### Salaries and wages

Salaries and wages decreased from \$39,015 to \$12,000 and \$71,953 for to \$24,000 for the three and six months ended June 30, 2025, respectively, compared to the equivalent periods in the prior year. Salaries represented the accrued quarterly compensation for the CFO.

### General and administrative

General and administrative expenses are comprised of marketing, office and general, and travel, meals and entertainment expenses. General and administrative expenses decreased from \$49,901 to \$14,169 and \$88,826 to \$31,988 for the three and six months ended June 30, 2025, respectively, compared to the equivalent periods in the prior year. General and administrative expenses represented the legal fees and general costs for ongoing operations of the Company.

### *Production expenditures*

Production expenditures decreased from \$44,190 to \$Nil and \$118,158 to \$Nil for the three and six months ended June 30, 2025, respectively, compared to the equivalent periods in the prior year. Following the sale of the Company's assets on May 23, 2024, the Company has remained inactive.

### *Professional fees*

Professional fees increased from \$10,343 to \$33,900 and decreased from \$46,000 to \$43,743 for the three and six months ended June 30, 2025, respectively, compared to the equivalent periods in the prior year. Professional fees include legal, accounting and consulting fees that fluctuate from period to period based on the nature of the transactions the Company undertakes.

### *Amortization and depreciation*

Amortization and depreciation expenses decreased from \$5,781 to \$Nil and \$16,616 to \$Nil, for the three and six months ended June 30, 2025, respectively, compared to the equivalent periods in the prior year. Depreciation is related to equipment and amortization is related to the right of use assets. The right of use assets balance was \$Nil as of June 30, 2025, as it was reclassified to discontinued operations during the year ended December 31, 2024.

### *Accretion on convertible debenture*

Accretion on convertible debentures decreased from \$1,234 to \$Nil and \$2,468 for to \$Nil for the three and six months ended June 30, 2025, respectively, compared to the equivalent periods in the prior year.

## **SELECTED QUARTERLY INFORMATION**

The following table sets forth selected unaudited quarterly statements of operations data for each of the eight quarters commencing July 1, 2023. The information for each of these quarters has been prepared on the same basis as the audited financial statements for the year ended December 31, 2024. This data should be read in conjunction with our audited annual financial statements for the year ended December 31, 2024, and unaudited financial statements for the period ended June 30, 2025. These quarterly operating results are not necessarily indicative of our operating results for a full year or any future period. The period ended December 31, 2024, includes the reclassification of revenues and expenses to discontinued operations and should be read in conjunction with the FY2024 annual MD&A. Prior year quarters have not been adjusted to reflect the reclassification of revenues and expenses to discontinued operations, where applicable.

	<b>30-Jun- 25</b>	<b>31-Mar- 25</b>	<b>31-Dec- 24</b>	<b>30-Sep- 24</b>	<b>30-Jun- 24</b>	<b>31-Mar- 24</b>	<b>31-Dec- 23</b>	<b>30-Sep- 23</b>
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue (expense)	-	-	(325,072)	113,737	127,950	83,385	106,547	131,086
Total operating expenses (income)	60,069	39,662	(369,661)	134,976	150,464	193,557	171,905	202,276
Net income (loss) – continuing operations	(60,069)	(48,175)	141,961	(21,239)	(22,514)	(110,172)	(65,358)	(71,190)
Net income (loss) - discontinued	-	-	252,427	-	-	-	-	-
Net income (loss) per share - basic and diluted	(0.000)	(0.000)	0.000	(0.000)	(0.000)	(0.000)	(0.000)	(0.000)

## FINANCIAL POSITION

As at	June 30, 2025	December 31, 2024	Change	
	\$	\$	\$	%
<b>ASSETS</b>				
<b>Current assets</b>				
Cash	76,905	181,282	(104,377)	-58%
Trade receivables	—	29,902	(29,902)	-100%
	<b>76,905</b>	<b>211,184</b>	<b>(134,279)</b>	<b>-64%</b>
<b>Total assets</b>	<b>76,905</b>	<b>211,184</b>	<b>(134,279)</b>	<b>-64%</b>
<b>LIABILITIES</b>				
<b>Current liabilities</b>				
Trade and other payables	340,909	366,944	(26,035)	-7%
	<b>340,909</b>	<b>366,944</b>	<b>(26,035)</b>	<b>-7%</b>
<b>SHAREHOLDERS' DEFICIENCY</b>				
Share capital	11,974,207	11,974,207	—	—
Contributed surplus	2,079,999	2,079,999	—	—
Accumulated deficit	(14,318,210)	(14,209,966)	(108,244)	1%
	<b>(264,004)</b>	<b>(155,760)</b>	<b>(108,244)</b>	<b>41%</b>
	<b>76,905</b>	<b>211,184</b>	<b>(134,279)</b>	<b>-175%</b>

### Assets

#### Current assets

Current assets decreased by \$134,279 or 64% for the period ended June 30, 2025, primarily due to the sale of assets during the year ended December 31, 2024.

### Liabilities

#### Current liabilities

Trade and other payables decreased by \$26,035 or 7% during the period, reflecting changes in working capital balances.

### Shareholders' deficiency (equity)

Shareholders' deficiency amounted to \$264,004 as of June 30, 2025 (December 31, 2024 - \$155,760), reflecting a decrease of \$108,244, or 41% from December 31, 2024. This change is attributable to the net loss of \$108,244 incurred during the six months ended June 30, 2025.

## LIQUIDITY, CAPITAL RESOURCES AND FINANCING

The general objectives of our capital management strategy are to preserve our capacity to continue operating, provide benefits to our stakeholders and provide an adequate return on investment to our shareholders by continuing to invest in our future that is commensurate with the level of operating risk we assume. We determine the total amount of capital required consistent with risk levels. This capital structure is adjusted on a timely basis depending on changes in the economic environment and risks of the underlying assets. We are not subject to any externally imposed capital requirements.

The financial statements and this MD&A have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The financial statements and this MD&A do not include any adjustments to the amounts and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

As at June 30, 2025, the Company had an accumulated deficit of \$14,318,210 (December 31, 2024 – \$14,209,966) and a working capital deficit of \$264,004 (December 31, 2024 – \$155,760). For the six months ended June 30, 2025, the Company incurred a net loss from operations of \$108,244 (2024 – \$132,686). Whether, and when, the Company can attain profitability and positive cash flows from operations is subject to material uncertainty. The application of the going concern assumption is dependent upon the Company's ability to generate future profitable operations and obtain necessary financing to do so. While the Company has been successful in obtaining financing to date, there can be no assurance that it will be able to do so in the future. The Company will need to raise capital to fund its operations. This need may be adversely impacted by uncertain market conditions, approval by regulatory bodies, and adverse results from operations. The above events and conditions indicate there is a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern.

As at June 30, 2025, the Company had cash of \$76,905, representing a decrease of \$104,377 or 58% from December 31, 2024.

### Cash flows

	<b>For the six months ended June 30,</b>	
	<b>2025</b>	<b>2024</b>
	\$	\$
Cash beginning of the period	<b>181,282</b>	24,867
Net cash (used in) provided by:		
Cash used in operating activities	<b>(104,377)</b>	(15,466)
Net change	<b>(104,377)</b>	(15,466)
<b>Cash, end of the period</b>	<b>76,905</b>	9,401

### Cash Flows From (Used in) Operating Activities

Cash flows used in operating activities for the six months ended June 30, 2025, were \$104,377 compared to cash used in operating activities of \$15,466 in the prior year period. The increase in cash used in operations was primarily attributable to all cash disbursements for legal fees, audit fees, and general administrative costs related to the ongoing operations of the Company.

### CONTRACTUAL OBLIGATIONS

The Company has no significant contractual arrangements other than those noted in the financial statements.

### OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements other than those noted in the financial statements.

### TRANSACTIONS WITH RELATED PARTIES

Key management personnel compensation for the three and six months ended June 30, 2025, and 2024 is comprised of:

	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	\$	\$	\$	\$
Salaries, benefits, bonuses and other fees	<b>12,000</b>	12,000	<b>24,000</b>	24,000
<b>Total</b>	<b>12,000</b>	12,000	<b>24,000</b>	24,000

During the year ended December 31, 2022, Debentures were issued to the CEO, COO of the Company and to an entity related to the CFO of the Company. For the three and six months ended June 30, 2024, the Company recognized accretion on the Debentures of \$1,234 and \$2,468, respectively.

As at June 30, 2025, the Company owed related parties \$333,000 (December 31, 2024 – \$309,000), included in trade and other payables.

## FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

### *Credit risk*

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from deposits with banks and outstanding receivables. The Company trades only with recognized, creditworthy third parties.

The Company does not hold any collateral as security but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance.

The aging of trade receivables is as follows:

	June 30, 2025	December 31, 2024
	\$	\$
Current	—	21,388
31 to 60 days	—	—
> 60 days	—	8,514
<b>Total trade receivables</b>	<b>—</b>	<b>29,902</b>

Credit loss impairment is determined based upon review of specific accounts as the Company does not have significant historical uncollectable receivables. As at June 30, 2025, allowance for expected credit losses is \$nil (December 31, 2024 – \$nil).

### *Liquidity risk*

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they come due. The Company's exposure to liquidity risk is dependent on the Company's ability to raise additional financing to meet its commitments and sustain operations. The Company mitigates liquidity risk by management of working capital, cash flows, the issuance of share capital and if desired, the issuance of debt. The Company's trade and other payables are all due within twelve months from the date of these financial statements.

If unanticipated events occur that impact the Company's ability to complete products for sale, the Company may need to take additional measures to increase its liquidity and capital resources, including issuing debt or additional equity financing or strategically altering the business forecast and plan. In this case, there is no guarantee that the Company will obtain satisfactory financing terms or adequate financing. Failure to obtain adequate financing on satisfactory terms could have a material adverse effect on the Company's results of operations or financial condition.

The Company is obligated to the following contractual maturities of undiscounted cash flows as at June 30, 2025, and December 31, 2024.

<b>As at June 30, 2025</b>	<b>Contractual cash flows</b>				<b>Total contractual cash flows</b>
	<b>Carrying amount</b>	<b>Year 1</b>	<b>Year 2</b>	<b>Year 3 and beyond</b>	
	\$	\$	\$	\$	\$
Trade and other payables	340,909	340,909	—	—	340,909
<b>Total</b>	<b>340,909</b>	<b>340,909</b>	<b>—</b>	<b>—</b>	<b>340,909</b>

<b>As at December 31, 2024</b>	<b>Contractual cash flows</b>				<b>Total contractual cash flows</b>
	<b>Carrying amount</b>	<b>Year 1</b>	<b>Year 2</b>	<b>Year 3 and beyond</b>	

	\$	\$	\$	\$	\$
Trade and other payables	366,944	366,944	—	—	366,944
Total	366,944	366,944	—	—	366,944

### *Market risk*

Market risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk.

- Foreign currency risk

Foreign currency risk arises on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Company is not exposed to foreign currency risk as at June 30, 2025, as it does not hold any material financial instruments in foreign currency.

- Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as at June 30, 2025, as the interest rates on the convertible debentures are fixed.

- Other price risk

Other price risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its Company, or factors affecting all similar financial instruments traded in the market. The Company is not exposed to other price risk as at June 30, 2025.

### *Fair values*

The carrying values of cash, trade receivables and trade and other payables approximate fair values due to the short-term nature of these items or they are being carried at fair value. The Company does not use derivative financial instruments to manage this risk.

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company's valuation techniques. A level is assigned to each fair value measurement based on the lowest-level input significant to the fair value measurement in its entirety. The three levels of the fair value hierarchy are defined as follows:

- Level 1 – Unadjusted quoted prices as at the measurement date for identical assets or liabilities in active markets.
- Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 – Significant unobservable inputs that are supported by little or no market activity. The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. For the periods ended June 30, 2025, and 2024, there were no financial instruments recorded at fair value.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Refer to the audited financial statements for December 31, 2024, for a full discussion of our critical accounting policies and estimates.

## **RISK RELATED TO THE OPERATIONS OF THE COMPANY**

An investment in the securities of the Company should be considered highly speculative due to the nature of the Company's proposed business and the present stage of its development. In evaluating the Company and its new business, prospective investors should carefully consider the following risk factors, in addition to the other information contained in this MD&A. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations.

Additional risks and uncertainties that the Company is unaware of, or that the Company currently deems not to be material, may also become important factors that affect the Company. If any such risks occur, the Company's business, financial condition or results of operations could be materially adversely affected.

The Company's actual operating results may be very different from those expected as at the date of this MD&A.

### ***Risks Related to the Company's Business and Industry***

#### ***Reliance on Management and Key Personnel***

The Company's success is largely dependent on the performance of its Board of Directors and management team. Qualified individuals are in high demand, and the Company may incur significant costs to attract and retain them. The loss of any of the Company's senior management or key employees, or an inability to attract other suitably qualified persons when needed, could materially adversely affect its ability to execute its business plan and strategy, and it may not be able to find adequate replacements on a timely basis, or at all.

The Company may experience additional expenditures related to unforeseen issues that have not been considered in the preparation of this MD&A.

#### ***Additional financing***

The continued development of the Company may require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of the Company's current business strategy or the Company ceasing to carry on business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of the shares. In addition, from time to time, the Company may enter into transactions to acquire assets or shares of other companies. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. Debt financings may contain provisions, which, if breached, may entitle lenders to accelerate repayment of loans and there is no assurance that the Company would be able to repay such loans in such an event or prevent the enforcement of security granted pursuant to such debt financing. The Company may require additional financing to fund its operations to the point where it is generating positive cash flows. Negative cash flow may restrict the Company's ability to pursue its business objectives.

#### ***Competition***

The Company faces competition from other companies, some of which have longer operating histories and more financial resources and marketing experiences. There can be no assurance that potential competitors of the Company, which may have greater financial, R&D, sales and marketing and personnel resources than the Company, are not currently developing, or will not in the future develop, products and strategies that are equally or more effective and/or economical as any products or strategies developed by the Company or which would otherwise render the Company's products or strategies obsolete. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Company.

#### ***Management of growth***

The Company may be subject to growth-related risks, including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with

this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

*Management may not be able to successfully implement and maintain adequate internal controls over financial reporting or disclosure controls and procedures.*

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company has undertaken a number of procedures and has implemented a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations.

A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of such controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected in a timely manner or at all. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results could be materially adversely affected, which could cause investors to lose confidence in us and our reported financial information, which in turn could result in a reduction in the value of Common Shares.

#### *Conflicts of interest*

The Company may be subject to various potential conflicts of interest because of the fact that some of its officers and directors may be engaged in a range of business activities. In addition, the Company's executive officers and directors may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to the Company. In some cases, the Company's executive officers and directors may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to the Company's business and affairs and that could adversely affect the Company's operations. These business interests could require significant time and attention of the Company's executive officers and directors.

In addition, the Company may also become involved in other transactions which conflict with the interests of its directors and the officers who may from time-to-time deal with persons, firms, institutions or companies with which the Company may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of the Company. In addition, from time to time, these persons may be competing with the Company for available investment opportunities.

Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, in the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company.

#### *Unpredictable and volatile market price for shares*

The market price for the shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control, including the following:

- Actual or anticipated fluctuations in the Company's quarterly results of operations
- Recommendations by securities research analysts
- Changes in the economic performance or market valuations of companies in the industry in which the Company operate
- Addition or departure of the Company's executive officers and other key personnel
- Release or expiration of lock-up or other transfer restrictions on outstanding Company shares
- Sales or perceived sales of additional Company shares
- Significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors
- Operating and share price performance of other companies that investors deem comparable to the Company
- Fluctuations to the costs of vital production materials and services

- Changes in global financial markets and global economies and general market conditions, such as interest rates and pharmaceutical product price volatility
- Operating and share price performance of other companies that investors deem comparable to the Company or from a lack of market comparable companies
- News reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets

Financial markets may experience price and volume fluctuations that may affect the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the shares may decline even if the Company's operating results, underlying asset values or prospects do not change. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which might result in impairment losses.

*Tax and accounting requirements may change in ways that are unforeseen to us and we may face difficulty or be unable to implement or comply with any such changes.*

The Company is subjected to numerous tax and accounting requirements, and changes in existing accounting or taxation rules or practices, or varying interpretations of current rules or practices, could have a significant adverse effect on our financial results, the way we conduct our business or the marketability of any of our products.

*No dividends*

The Company's current policy is to retain earnings to finance the development and enhancement of its products and to otherwise reinvest in the Company. Therefore, the Company does not anticipate paying cash dividends on the Company shares in the foreseeable future. The Company's dividend policy will be reviewed from time to time by its Board of Directors in the context of its earnings, financial condition and other relevant factors. Until the time that the Company does pay dividends, which it might never do, its shareholders will not be able to receive a return on their shares unless they sell them.

*Future sales of Company shares by existing shareholders*

Sales of a substantial number of shares in the public market could occur at any time. These sales, or the market perception that the holders of many shares intend to sell shares, could reduce the market price of our shares. Holders of options to purchase shares will have an immediate income inclusion for tax purposes when they exercise their options (that is, tax is not deferred until they sell the underlying shares). As a result, these holders may need to sell shares purchased on the exercise of options in the same year that they exercise their options. This might result in a greater number of shares being sold in the public market, and fewer long-term holds of shares by management and our employees.

**OUTSTANDING SHARE DATA**

The Company is authorized to issue an unlimited number of common shares.

The Company's outstanding capital was as follows as at the date of this MD&A:

Common Shares	280,449,742
Share Options	-
RSUs	-
Convertible debentures	-

**DISCLOSURE OF INTERNAL CONTROLS**

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements; and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company uses the Venture Issuer Basic Certificate, which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles (IFRS). The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture Company to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.