Management's Discussion and Analysis

The following management's discussion and analysis ("MD&A") is current to November 28, 2025, and should be read in conjunction with Britannia Life Sciences Inc.'s ("BLS" or the "Company") condensed interim consolidated financial statements for the period ended September 30, 2025 and September 30, 2024 which have been prepared under International Financial Reporting Standards ("IFRS"). Except as otherwise noted, the financial information contained in this MD&A and in the condensed interim consolidated financial statements have been prepared in accordance with IFRS. All amounts are expressed in Canadian dollars unless otherwise noted.

The condensed interim consolidated financial statements can be found at www.sedarplus.ca and www.britannia.life. The Company's registered head office 120 Adelaide Street West, Suite 2400, Toronto, Ontario M5H 1T1. The Company's common shares are publicly traded on the Canadian Securities Exchange (BLAB: CSE).

The condensed interim consolidated financial statements comprise the financial statements of the Company, its wholly owned subsidiaries Britannia Bud Canada Holdings Inc. ("BBCH"), Britannia Bud Company Limited ("BBCL"), Jamaica-Blu Ltd., Rise Research Inc., Scout Assessment Corp., Rise Life Science (Colorado), LLC, Brand Max, Inc. dba Cultivate Kind, Life Bloom Organics, LLC, and Cosmetics Labs Limited ("CosLab") (the "Group"). BBCL and CosLab operate in the United Kingdom and have a functional currency of UK pounds sterling. Life Bloom Organics, Brand Max Inc. dba Cultivate Kind, and Rise Life Science (Colorado), LLC are domiciled in the United States of America and have a functional currency of US dollars.

The Company's subsidiaries are as follows:

Entity	Jurisdiction of Incorporation	Ownership
BBCH	Ontario, Canada	100%
BBCL	United Kingdom	100%
Jamaica-Blu Ltd.	Ontario, Canada	100%
Rise Research Inc.	British Columbia, Canada	100%
Scout Assessment Corp.	Ontario, Canada	100%
Rise Life Science (Colorado), LLC	Colorado, United States	100%
Brand Max	California, United States	100%
Life Bloom	Delaware, United States	100%
CosLab	United Kingdom	100%

All intercompany transactions and balances between and among BLS and its subsidiaries have been eliminated on consolidation. Where necessary, adjustments are made to assets, liabilities, and results of subsidiaries and associates to bring their accounting policies into line with those used by the Company.

Forward-Looking Statements

This Management's Discussion and Analysis ("MD&A") contains forward-looking information as defined in applicable securities laws (referred to herein as "forward-looking statements") that reflect the Company's current expectations and projections about its future results. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements are based on the current assumptions, estimates, analysis and opinions of management of the Company made considering its experience and its perception of trends, current conditions and expected developments, as well as other factors which the Company believes to be relevant and reasonable in the circumstances.

The Company uses words such as "believes," "may," "plan," "will," "estimate," "continue," "anticipates," "intends," "expects," and similar expressions to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties, both known and unknown, as well as other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements.

Inherent in forward-looking statements are known and unknown risks, uncertainties and other factors beyond the Company's ability to predict or control that may cause the actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- the availability of financing, or the availability of financing on reasonable terms;
- general business and economic conditions;
- regulatory developments;
- interest rates and foreign exchange rates;
- the Company's costs;
- the regulatory environment in which the Company operates;
- the Company's ability to attract and retain skilled staff;
- the impact of changes in Canadian-US dollar, Canadian-UK pound sterling and other foreign exchange rates on the Company's costs and results;
- market competition;
- tax benefits and tax rates; and
- the Company's ongoing relations with its employees and with its business partners.

Although management of the Company believes that these forward-looking statements are based on reasonable assumptions, a number of factors could cause the actual results, performance or achievements of the Company to be materially different from the future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements contained in this MD&A and any documents incorporated by reference herein are expressly qualified by this cautionary statement. The Company cautions you that the foregoing list of important factors and assumptions is not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. You should also carefully consider the matters discussed under "Risk Factors" in this MD&A which provides for additional risks and uncertainties relating to the Company and its business. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, other than as may be required by applicable legislation. No assurance can be given that any of the events anticipated will transpire or occur, or if any of them do so, what benefits the Company will derive from them. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether because of new information, future events, or otherwise unless required by law.

Nature and Continuance of Operations

Britannia Life Sciences Inc. ("BLS" or the "Company") (together with its subsidiaries, the "Group") is a company domiciled and incorporated in Canada under the laws of the Province of Ontario. The address of BLS's registered office is 120 Adelaide Street West, Suite 2400, Toronto, Ontario M5H 1T1. BLS's common shares are publicly traded on the Canadian Securities Exchange (BLAB: CSE).

Operational Highlights and Business Development

Britannia Mining Solutions Inc. ("BMS")
During the year ended March 31, 2025, BMS issued 18,500 BMS common shares at $10.00 per share, 104,932 BMS common shares at $12,75 per share and 12,905 BMS common shares as compensation.

On April 30, 2025, BMS issued 542,921 common shares in a private placement at a price of $17.50 per share and 34,386 common shares as compensation to brokers (the "April Financing"). BLS acquired an additional 14,288 common shares in the April Financing.

As a result, at September 30, 2025, the Group now owns 29% of the outstanding share capital of BMS including its investment in the 2025 Debentures (as defined below) which it intends to convert to BMS common shares. On a fully diluted basis the Group owns 24% of the outstanding share capital of BMS at September 30, 2025. This investment in BMS combined with the Chief Executive Officer of the Company being both the Chief Executive Officer and sole director of BMS result in the Group being in a position to exercise significant influence on BMS. Accordingly, the Group equity accounts its investment in BMS.

In addition, the Group owns the 2024 Debentures and the April 2025 Debentures (as defined below) that it expects to issue to the holders of the Debentures Payable (as defined below). Accordingly, the 2024 Debentures and the April 2025 Debentures are classified separately below and carried at FVTPL as are the Debentures Payable.

The continuity of the investment in BMS is as follows:

	Debentures	Equity	Total
	$	$	$
Balance as at March 31, 2024	**-**	**731,204**	**731,204**
Gain on dilution on BMS equity issuances	-	231,531	231,531
Investment in the 2024 Debentures	958,575	-	958,575
Investment in the 2025 Debentures		1,250,000	1,250,000
Elimination of associate's management fee	-	(85,163)	(85,163)
Share of other comprehensive loss of BMS	-	(40,462)	(40,462)
Share of net loss of BMS	-	(2,087,110)	(2,087,110)
Change in fair value	576,796	-	576,796
Accrued interest	6,776	-	6,776
Balance as at March 31, 2025	**1,542,147**	**-**	**1,542,147**
Gain on dilution on BMS equity issuances	-	1,668,717	1,668,717
Investment in the April Financing		250,040	250,040
Elimination of associate's management fee	-	(29,925)	(29,925)
Share of other comprehensive loss of BMS	-	16,012	16,012
Share of net loss of BMS	-	(1,904,844)	(1,904,844)
Investment in the April 2025 Debentures	500,010		500,010
Change in fair value	115,597	-	115,597
Accrued interest	12,133	-	12,133
Balance as at September 30, 2025	**2,169,887**	**-**	**2,169,887**

On November 3, 2025, BLS entered into an agreement with McEwen Inc. (NYSE/TSX: MUX) ("McEwen" or "MUX") in which McEwen will acquire an approximately 31% equity interest in BMS on a fully diluted basis. McEwen will acquire this strategic investment in part, by purchasing 648,002 shares of BMS from The Group at a deemed price of $17.50 per share, payable in shares of McEwen.

2024 Debentures

On November 22, 2024 the Group acquired 75,200 units of a convertible debenture issued by BMS (the “2024 Debentures”), at a total purchase price of $958,575. The debentures bear interest at a rate of 2% per annum, payable annually, and mature two years from the closing date, unless earlier converted in accordance with their terms. Each debenture is convertible, at the holder’s option, into 100 common shares of BMS, representing a conversion price of $12.75 per share at any time prior to maturity. The 2024 Debentures may also be automatically converted by BMS upon the occurrence of certain triggering events, including but not limited to a go-public transaction. The 2024 Debentures are classified as financial assets at FVTPL. The conversion feature has been determined using a Black-Scholes valuation model. The key assumptions included: Share price: $17.50, Expected volatility: 100%, Risk-free rate: 2.63%, Expected life: two years, Dividend yield: 0%. The conversion feature is remeasured at fair value at each reporting period, with changes in fair value recognized in the statement of income (loss) and comprehensive income (loss).

2025 Debentures

On January 25, 2025 the Group acquired 1,000 unsecured convertible debentures (the “2025 Debentures”) of BMS at a price of $1,250 per debenture, due on January 26, 2027 (the “Maturity Date”). Each 2025 Debenture is comprised of $1,250 principal amount of debentures convertible into common shares of BMS. The 2025 Debentures bear interest at a rate of 2% per annum calculated and paid annually. The 2025 Debentures may also be automatically converted by BMS upon the occurrence of a liquidity event (such as a reverse takeover and listing on a stock exchange). At the sole option of BMS, following the occurrence of a liquidity event, any accrued and unpaid interest is to be paid in cash or in common shares. Such interest is to be calculated and paid on: (i) the one-year anniversary of the closing date; (ii) the Maturity Date; and (iii) if applicable, within 30 days of the occurrence of a liquidity event. The intention of BLS is that the 2025 Debentures will be converted to shares in BMS prior to their Maturity date. They have therefore been accounted for initially at cost as part of the Group’s equity investment in BMS.

April 2025 Debentures

On April 30, 2025 the Group acquired 28,572 units of a convertible debenture issued by BMS (the “April 2025 Debentures”), at a total purchase price of $500,010. The debentures bear interest at a rate of 2% per annum, payable annually, and mature two years from the closing date, unless earlier converted in accordance with their terms. Each debenture is convertible, at the holder’s option, into one common shares of BMS, representing a conversion price of $17.50 per share at any time prior to maturity. The April 2025 Debentures may also be automatically converted by BMS upon the occurrence of certain triggering events, including but not limited to a go-public transaction. The April 2025 Debentures are classified as financial assets at FVTPL. The conversion feature has been determined using a Black-Scholes valuation model. The key assumptions included: Share price: $17.50, Expected volatility: 100%, Risk-free rate: 2.63%, Expected life: two years, Dividend yield: 0%. The conversion feature is remeasured at fair value at each reporting period, with changes in fair value recognized in the statement of income (loss) and comprehensive income (loss).

November Debentures Payable

On November 22, 2024, the Company issued 75,200 unsecured convertible debentures (the "November Debentures Payable") for total gross proceeds of $958,575. The November Debentures Payable bear interest at a rate of 2% per annum, payable annually, and mature two years on November 22, 2026, unless earlier converted in accordance with their terms. Each November Debenture Payable is convertible, at the holder’s option, into 100 common shares of BMS, representing a conversion price of $12.75 per share at any time prior to maturity. The November Debentures Payable may also be automatically converted by BMS upon the occurrence of certain triggering events, including but not limited to a go-public transaction by BMS. The November Debentures Payable are classified as financial liabilities at FVTPL. In accordance with IFRS 9, this classification reduces the measurement inconsistency resulting from the purchase of the 2024 Debentures.

The fair value of the conversion feature was determined using a Black-Scholes valuation model. The key assumptions included: Share price: $17.50, Expected volatility: 100%, Risk-free rate: 2.63%, Expected life: two years, Dividend yield: 0%.
The conversion feature is remeasured at fair value at each reporting period, with changes in fair value recognized in the statement of income (loss) and comprehensive income (loss).

	$
At issuance	
Proceeds	958,575
Fair value of conversion feature	751,529
Adjustment to fair value of November Debentures Payable	(174,733)
Interest expense	6,776
Balance March 31, 2025	**1,542,147**
Adjustment to fair value of November Debentures Payable	(37,241)
Interest expense	9,612
Balance September 30, 2025	**1,514,518**

April 2025 Debentures Payable

On April 30, 2025, the Company issued 28,572 unsecured convertible debentures (the "April 2025 Debentures Payable") for total gross proceeds of $500,010. The April 2025 Debentures Payable bear interest at a rate of 2% per annum, payable annually, and mature two years after issuance date, unless earlier converted in accordance with their terms. Each April 2025 Debenture Payable is convertible, at the holder's option, into one common share of BMS, representing a conversion price of $17.50 per share at any time prior to maturity. The April 2025 Debentures Payable may also be automatically converted by BMS upon the occurrence of certain triggering events, including but not limited to a go-public transaction by BMS. The April 2025 Debentures Payable are classified as financial liabilities at FVTPL. In accordance with IFRS 9, this classification reduces the measurement inconsistency resulting from the purchase of the April 2025 Debentures.

The fair value of the conversion feature was determined using a Black-Scholes valuation model. The key assumptions included: Share price: $17.50, Expected volatility: 100%, Risk-free rate: 2.63%, Expected life: two years, Dividend yield: 0%.

The conversion feature is remeasured at fair value at each reporting period, with changes in fair value recognized in the statement of income (loss) and comprehensive income (loss).

	$
At issuance	
Proceeds	500,010
Fair value of conversion feature	256,735
Adjustment to fair value of April 2025 Debentures Payable	(103,897)
Interest expense	2,521
Balance September 30, 2025	**655,369**

Investment in debenture

On July 2, 2025 the Company invested $5,000,000 of its treasury capital, generated from the sale of ADSL, into an arm's length portfolio of asset-backed loans (the "Investment"). The Investment consists of a subordinated secured debenture bearing interest at 25% per annum, payable monthly from September 1, 2025, and maturing July 1, 2027 at which time the principal is repayable in full. The investment meets the criteria for classification at amortised cost under IFRS 9, as it is held within a hold-to-collect business model and the contractual terms give rise to solely payments of principal and interest (SPPI). No modifications to the terms of the debenture occurred during the period ended September 30, 2025. Accordingly, the investment is classified and measured at amortized cost in accordance with IFRS 9 Financial Instruments. As the investment was issued at par and the contractual interest rate equals the effective interest rate, the gross carrying amount remains CAD $5,000,000 as at September 30, 2025. Interest income recognized for the six month period ending September 30, 2025 totaled $99,315.

Discussion of Operations

The Company's condensed interim consolidated financial statements have been prepared on a going concern basis in accordance with IFRS. The going concern basis of presentation assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The accounting policies adopted in the preparation of the condensed interim consolidated financial statements are consistent with those set out in note 2 "Basis of Preparation" and note 3 "Material Accounting Policy Information" of the Company's annual consolidated financial statements for the year ended March 31, 2025.

On January 9, 2025, the Company completed the strategic sale of its wholly owned subsidiary, ADSL. The disposal of ADSL allows the Company to focus on maximizing shareholder value through strategic capital allocation to deliver optimal returns for its shareholders. Accordingly, the results of ADSL have been classified as discontinued operations for all periods presented in accordance with IFRS 5. The comparative amounts for the condensed interim consolidated statements of loss and comprehensive loss and the condensed interim consolidated statements of cash flows have been restated to show the discontinued operation separately from continuing operations. The impact on consolidated results of the sale are presented below.

Discontinued Operations
The income from discontinued operations for the three and six months ended September 30, 2025 and September 30, 2024 is as follows:

	Three months ended September 30,		Three months ended September 30,	
	2025	2024	2025	2024
	$	$	$	$
Product sales and other income	-	1,720,974	-	3,331,351
Cost of sales	-	560,425	-	1,077,183
Gross Margin		1,160,549		2,254,168
Selling, general and administration	-	386,526	-	982,803
Finance	-	214,269	-	448,128
Income from discontinued operations	-	559,754	-	823,237
Accretion expense	-	63,359	-	98,275
Income before tax	-	496,395	-	724,962
Total income tax	-	147,278	-	134,839
Net income from discontinued operations	-	349,117	-	590,123
Currency translation differences from discontinued operations	-	953,794	-	1,022,066
Net income (loss) attributable to discontinued operations:				
Non-controlling interest	-	112,286	-	179,768
Equity shareholders of the Company	-	288,737	-	462,262
Other comprehensive income attributable to discontinued operations:				
Non-controlling interest	-	267,062	-	286,179
Equity shareholders of the Company	-	686,731	-	735,888

The cash flows from discontinued operations for the three and six months ended September 30, 2025 and September 30, 2024 are as follows:

	Three months ended September 30, 2025	Three months ended September 30, 2024	Six months ended September 30, 2025	Six months ended September 30, 2024
	$	$	$	$
Cash provided by operating activities	-	1,061,612	-	1,085,340
Cash used in investing activities	-	(93,698)	-	(179,905)
Cash used in financing activities	-	(554,887)	-	(1,053,716)
	-	413,028	-	(148,281)

Continuing Operations

The results of continuing operations for the three and six month periods ended September 30, 2025 and September 30, 2024 are presented below.

Selected financial information, presented under IFRS in the table below:

	For the six months ended September 30, 2025	For the six months ended September 30, 2024
	$	$
Sales	380,950	390,334
Gross margin	166,142	255,107
Loss from operations	(974,796)	(560,509)
Net loss from continuing operations	(1,102,223)	(2,343,059)
Comprehensive income (loss) for the period	(1,249,353)	(503,102)
Basic and diluted earnings (loss) per share	(0.01)	(0.01)

	For the three months ended September 30, 2025	For the three months ended September 30, 2024
	$	$
Revenue	211,181	234,589
Gross margin	137,844	156,121
Loss from operations	(604,962)	(215,769)
Net loss from continuing operations	(411,276)	(1,431,382)
Comprehensive income (loss) for the period	(495,205)	(60,803)
Basic and diluted earnings (loss) per share	(0.00)	(0.01)

Revenue

Revenue is generated by the Company's operating subsidiary CosLab, management fees from its equity investment, BMS and interest income on the Group's investment in the Cash Today debenture. For the three and six months ended September 30, 2025, CosLab contributed $67,048 and $191,560 (September 30, 2024: $113,273 and $150,627) respectively, to total revenues. For the three and six months ended September 30, 2025, Cosmetics Labs Limited reported a loss from operations of $66,585 and $119,129 (September 30, 2024: $78,003 and $168,980 loss) respectively. For the three and six months ended September 30, 2025, the Company recognized interest income related to the investment in debenture of $99,315 (September 30, 2024: $nil).

Cost of Goods Sold and Gross Margin

Cost of goods sold is comprised of the direct consumables required for the formulation and testing of products as well as associated labour costs, and expenses related to manufacturing and production at CosLab. The increase in cost of goods sold to $214,808 (September 30, 2024: $135,227) for the six month period ended September 30, 2025 of $79,581 compared to the prior period is driven by an increase in labour costs as the Company invests in capabilities to aide in new customer acquisitions, and general increases in consumable costs at CosLab. CosLab's gross profit for the three and six months ended September 30, 2025, was a loss of $6,289 and $23,248 (September 30, 2024: $5,129 gain and $$14,214 loss) respectively. The adverse margins result as CosLab's costs have increased disproportionately to the revenue capacity in the current laboratory and general increases in consumable and staffing costs.

For the three and six months ended September 30, 2025, the Company realized a net loss from continuing operations of $604,962 and $974,796 (September 30, 2024: $215,769 and $560,509), respectively.

The Company had net loss from continuing operations in the three and six months ending September 30, 2025, of $411,276 and $1,102,223 (September 30, 2024: $1,431,382 and $2,343,059), respectively. The variances impacting on net loss from continuing operations are mainly non-cash revaluations of the Company's derivative instruments, gains on dilution of the Company's investment in Britannia Mining Solutions Inc. and its share of losses in Britannia Mining Solutions Inc.

Selling, general and administrative expenses

Included in selling, general, and administrative expense for the three and six months ended September 30, 2025 and 2024 are the following:

	For the three months ending September 30,		For the six months ending September 30,	
	2025	**2024**	**2025**	**2024**
	$	**$**	**$**	**$**
Pay, consulting and benefits	**555,142**	204,331	**873,273**	398,561
Office and general	**83,639**	129,066	**129,828**	331,786
Professional fees expense	**81,736**	13,278	**92,481**	34,154
Depreciation and amortization	**15,829**	15,026	**31,409**	29,663
Travel and other	**-**	-	**-**	-
	736,346	361,701	**1,126,991**	794,164

Selling, general and administrative expenses for the three and six months ended September 30, 2025, were $736,346 and $1,126,991 (September 30, 2024: $361,701 and $794,164), respectively. The increase is largely driven by additional staffing costs in the three and six months ended September 30, 2025, as the Company invests in the growth of its operating subsidiary CosLab and adds resources to manage the utilization of cash flows generating post the sale of ADSL.

Finance costs

Finance expense for the three and six months ended September 30, 2025 were $6,460 and $13,947, respectively compared to $10,189 and $21,452 respectively, for the prior period. Finance expense is related to the interest cost on the Company's lease liabilities.

Other Income and Expense

Other Income and Expense for the three and six months ended September 30, 2025 was $193,686 and ($127,427) (September 30, 2024: ($1,215,613) and ($1,782,550)), respectively. Other income and expenses consist of the revaluation of the Company's loans and options at period end and are unrealized, as well as a gain on dilution of the Company's equity investment in Britannia Mining Solutions Inc. and the Company's share in the losses of Britannia Mining Solutions Inc.

The Company experienced a foreign exchange loss of $79,319 for the six-month period ended September 30, 2025, compared to a $1,089,112 loss in the prior period.

Liquidity and Capital Resources
Current assets decreased by $6,893,095 to $3,032,281 as at September 30, 2025, compared to $9,925,375 at March 31, 2025. This decrease was mainly due to the investment in debenture in July 2025 which is classified as long term, an increase in trade and contingent receivables of $70,551 and $122,441 respectively, offset by the maturity of the Company's option asset inn April 2025.

Current liabilities decreased by $633,131 to $3,019,911, from $3,653,072 at March 31, 2025, mainly due to the settlement of outstanding trade and compensation payables previously accrued post year end,

The Company's cash position was $861,631 as at September 30, 2025, compared to $7,848,756 at March 31, 2025.

Working capital as at September 30, 2025 was $12,369 compared to $6,272,303 at March 31, 2025. The variance is mainly related to the cash invested in the Cash Today debenture classified as long term at September 30, 2025.

The net cash used in operating activities for the six months ended September 30, 2025 was $1,675,658 (September 30, 2024: $103,005 positive), which included a net loss of $1,102,223, the deduction of non-cash items of $38,028 mainly related to the Company's investment in BMS and the gain on dilution and share of losses in BMS, plus a negative change in working capital items of $535,407 driven by the decrease in accounts payable for the period as the Company settled outstanding trade and other payables.

In the six month period ended September 30, 2025, the Company had investing outflows of $5,250,040 (September 30, 2024: $nil) mainly related to additional equity investments in BMS of $250,040 and the investment in debenture of $5,000,000.

The Company had negative net cash flows from financing activities of $60,176 (September 30 2024: $726,897 positive). Financing activities in the current year relates to payments made on the Company's lease liabilities and debt. The variance from the prior year is mainly due to the proceeds received by the company in relation to the November debenture payable.

The Company's objectives when managing capital are to ensure its ability to continue as a going concern in order to pursue investments and opportunities which contribute to the success of the Company while providing shareholder returns. The company attempts to maximize returns to shareholders by also minimizing shareholder dilution and, when possible, utilizing non-dilutive funding arrangements.

The Company includes equity comprised of share capital, contributed surplus, warrant reserve, and accumulated deficit in its definition of capital. The Company has financed its operations and capital requirements primarily through the issuance of shares and secured and convertible notes since inception.

The Company manages its capital structure and adjusts it in light of economic conditions and risk characteristics of its underlying assets. The Company may issue new shares or raise debt. The Company is not subject to any externally imposed capital requirements.

Off Balance Sheet Arrangements

As at September 30, 2025 and the date of this MD&A, the Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the results of operations or financial conditions of the Company.

Related Party Transactions

Key management personnel compensation
Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The directors, Chief Executive Officer, President, Chief Technical Officer and Chief Financial Officer are key management personnel.

	Three months ended September 30,		Six months ended September 30,	
	2025	2024	**2025**	2024
	$	$	**$**	$
Salaries, fees and short-term benefits	**227,145**	199,007	**615,555**	491,845
	227,145	199,007	**615,555**	491,845

For the six months ending September 30, 2025, accounts payable and accrued liabilities included accrued executive and director salaries, fees and short-term benefits of $1,452,775 (September 30, 2024: $731,355).

Director's loan

During the year ended March 31, 2024, a Company director extended a loan of $27,034 (GBP 15,796) to CosLab to cover expenses related to its working capital and growth needs. The loan is without interest, unsecured and is repayable on demand and remains outstanding at September 30, 2025.

Financial Instruments and Risk Management

The Company has classified its financial instruments as follows:

	September 30, 2025	March 31, 2025
	$	$
FVTPL assets, measured at fair value:		
Cash	**861,631**	7,848,756
Contingent receivable	**1,859,220**	1,736,779
Option asset	**-**	87,355
FVTPL liabilities, measured at fair value:		
Convertible debentures	**2,169,887**	1,542,147
Financial assets, measured at amortized cost:		
Accounts receivable	**298,662**	228,111
Investment in debenture	**5,000,000**	-
Financial liabilities, measured at amortized cost:		
Accounts payable and accrued liabilities	**2,821,625**	3,451,791
Director's loan	**29,541**	29,335
Lease liability	**153,585**	186,821
Other debt	**88,358**	99,608

The carrying value of the Company's financial instruments approximate their fair value.

Fair values of financial assets and financial liabilities

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. Fair value estimates are made at the statement of financial position date, based on relevant market information and other information about financial instruments.

The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

	Level 1 $	Level 2 $	Level 3 $	Total $
Financial assets				
Cash	861,631	-	-	861,631
Contingent receivable	1,859,220	-	-	1,859,220
Investment in debenture	5,000,000	-	-	5,000,000
September 30, 2025	**7,720,851**	**-**	**-**	**7,720,851**

	Level 1 $	Level 2 $	Level 3 $	Total $
Financial assets				
Cash	7,848,756	-	-	7,848,756
Contingent receivable	1,736,779	-	-	1,736,779
Option	-	87,355	-	87,355
March 31, 2025	**9,585,535**	**87,355**	**-**	**9,672,890**

As at March 31 2025, the Company held foreign currency options to purchase Canadian Dollars (CAD) using British Pounds Sterling (GBP). These instruments are held for trading purposes and are classified as financial assets at fair value through profit or loss (FVTPL) in accordance with IFRS 9 – Financial Instruments. The Company uses foreign currency options to take trading positions based on anticipated movements in exchange rates between GBP and CAD. These positions are not designated in hedge relationships and are entered into to generate trading gains. The Corporation's foreign currency option contracts are not traded in active markets. All of the Company's options matured on April 1, 2025. A fair value adjustment of $66,345 was recognized in the period ended September 30, 2025.

There were no transfers between level levels 1 and 2 for recurring fair value measurements for the six months ended September 30, 2025. Further there was no transfer out of level 3 measurements.

The Company's activities expose it to a variety of financial risks including foreign currency risk, interest rate risk, credit risk, and liquidity risk. These financial instrument risks are actively managed by the Company's management under the policies approved by board of directors. The principal financial risks are managed by the Company's finance department who work hand in hand with the Board and other key management personnel.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is mainly exposed to credit risk from credit sales and manages this risk by endeavoring only to deal with customers which are demonstrably creditworthy and through the continuous monitoring of financial exposure by customers.

Credit risk arises from cash and deposits with banks as well as credit exposure to outstanding receivables, the carrying amounts represent the Company's maximum exposure to credit risk.

The Company does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to liquidity risk with respect to its contractual obligations and financial liabilities. The Company manages liquidity risk by forecasting its cash needs on a regular basis and seeking additional financing from operations and other sources including debt and equity markets as required.

The following table summarizes the maturities of the Company's non-derivative financial liabilities and contingent financial liabilities as at September 30, 2025 and March 31, 2025 based on undiscounted contractual cash flows:

	Payment due by period			
	< 1 year	**2 - 3 years**	**4 - 5 years**	**Total**
Accounts payable and accrued liabilities	$ 2,821,625	$ -	$ -	$ 2,821,625
Lease liability	98,648	78,544	-	177,192
Convertible debenture	-	2,169,887	-	2,169,887
Director's loan	29,541	-	-	29,541
Other debt	88,358	-	-	88,358
September 30, 2025	**$ 3,038,172**	**$ 2,248,431**	**$ -**	**$ 5,286,603**

	Payment due by period			
	< 1 year	**2 - 3 years**	**4 - 5 years**	**Total**
Accounts payable and accrued liabilities	$ 3,451,791	$ -	$ -	$ 3,451,791
Lease liability	97,033	75,212	-	172,245
Convertible debenture	-	996,918	-	996,918
Director's loan	29,335	-	-	29,335
Other debt	99,608	-	-	99,608
March 31, 2025	**$ 3,677,767**	**$ 1,072,130**	**$ -**	**$ 4,749,897**

Currency risk

The Group is exposed to currency risk to the extent that monetary operational expenses are denominated in US dollar and UK Pounds sterling while the functional currency of Canadian dollar is used for reporting. The Group enters into option contracts to mitigate some of the risk of fluctuations in the exchange rate of its holding of UK pounds sterling. Changes in the fair value of the contracts and the corresponding gains or losses are recorded quarterly and are included in the fair value adjustment on option contracts in the consolidated statement of comprehensive income and loss. The Group's strategy is to reduce the risk of fluctuations associated with foreign exchange rate changes. The option contracts are held to maturity and are either exercised at for a net profit or loss or expire at no obligation to the Group.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is not exposed to significant interest rate risk.

Capital Disclosures

The Company's objectives when managing capital are to ensure its ability to continue as a going concern in order to pursue investments and opportunities which contribute to the success of the Company while providing shareholder returns. The company attempts to maximize returns to shareholders by also minimizing shareholder dilution and, when possible utilizing non-dilutive funding arrangements.

The Company includes equity comprised of share capital, contributed surplus, warrant reserve, options reserve and accumulated deficit in its definition of capital. The Company has financed it operations and capital requirements primarily through the issuance of shares and secured and convertible notes since inception.

The Company manages its capital structure and adjusts it in light of economic conditions and risk characteristics of its underlying assets. The Company may issue new shares or raise debt. The Company is not subject to any externally imposed capital requirements.

Share Capital

Authorized
The Company has an unlimited number of authorized voting common shares (the "Common Shares").

Issued
The outstanding share capital is as follows:

	Shares	Amount	Share issuance costs	Total
	#	$	$	$
As at March 31, 2025 and September 30, 2025	**162,254,339**	**17,121,061**	**(13,714)**	**17,107,347**

There are nil common shares are held in escrow at September 30, 2025 (September 30, 2024: 9,366,808).

Warrants

The continuity of the outstanding equity warrants for the six months ended September 30, 2025 is as follows:

	Number of Warrants	Weighted average exercise price
		$
As at March 31, 2025 and September 30, 2025	15,532,712	0.06
Exercisable as at March 31, 2025 and September 30, 2025	**15,532,712**	**0.06**

Options

The Company has a stock option plan to be used to grant stock options to directors, management, employees, management company employees and consultants as a form of compensation. The number of common shares reserved for issuance of stock options is limited to a maximum of 10% of the issued and outstanding shares of the Company at any one time. There are no options outstanding at September 30, 2025. The Company recognizes nil in share-based payments related to the issuance of stock options for the three and six months ended September 30, 2025 (September 30, 2024 - nil).

Risk Factors

Risks Relating to the Company's Common Shares

The Company has not paid any cash dividends on its common shares and, for the foreseeable future, the Company does not intend to pay any cash dividends on its common shares and therefore its shareholders may not be able to receive a return on their shares unless they sell them. Any decision to pay dividends on the common shares of the Company will be made by the Board of Directors based on the assessment of, among other factors, earnings, capital requirements and the operating and financial condition of the Company.

The market price and trading volume of the Company's common shares have been volatile and may continue to be volatile in the future. Variations in earnings estimates by securities analysts and the market prices of the securities of competitors may also lead to fluctuations in the trading price of the common shares. In addition, the financial markets may experience significant price and volume fluctuations that affect the market price of the Company's common shares that are not related to the Company's operating performance. Broad market fluctuation and economic conditions generally, may adversely affect the market price of the Company's common shares.

The significant costs that the Company will incur as a result of being a public company in Canada could adversely affect its business.

Regulatory Compliance

In the normal course of operations, the Company is subject to various regulations, and violation of these could limit markets into which it can sell or lead to unknown liabilities. The Canadian consumer finance industry is subject to a complex and evolving regulatory environment. Federal and provincial authorities regulate interest rates, lending disclosures, debt collection practices, anti-money laundering (AML) compliance, and data privacy standards. Regulatory shifts, such as caps on maximum allowable interest rates or changes in licensing requirements, may significantly impact Cash Today's revenue model, operational cost base, and scalability. Heightened regulatory scrutiny, or failure by Cash Today to comply with applicable laws, could result in fines, sanctions, or reputational damage, which may materially reduce the value of the Company's investment and lead to adverse financial reporting outcomes. The Company considers itself well prepared and operates under caution to ensure the highest levels of safety and compliance exist.

Legal Matters

In the normal course of operations, the Company may be subject to a variety of legal proceedings, including commercial, product liability, employment, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources, and can cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, and can be very expensive, the results of any such actions may have a material adverse effect on our business, operations, or financial condition.

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.

While management believes that it will have made the necessary investments in infrastructure to process anticipated volume increases in the short term, the Company may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for the Company's personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, the Company will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate, manage and retain its employees. The Company will periodically review and manage its systems and processes through introduction of necessary planning solutions, as well as human resource functions, however there can be no assurance that the Company will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Company's operations or that the Company will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

In addition, contemplated collaborations involve numerous risks, including, but not limited to: substantial cash expenditures; technology development risks; potentially dilutive issuances of equity securities; incurrence of debt and contingent liabilities, some of which may be difficult or impossible to identify at the outset; difficulties in maintaining partnerships; potential disputes regarding contingent consideration; diverting the Company's management's attention away from other business concerns; entering markets in which the Company has limited or no direct experience; and potential loss of the Company's key employees or key employees. The Company's management has experience in entering collaborations; however, the Company cannot provide assurance that any collaboration will result in short-term or long-term benefits to it. Furthermore, the development or expansion of the Company's business may require a substantial capital investment by the Company.

Exposure to Subprime Credit Risk

The Company's recent investment in Cash Today Inc., a Canadian consumer finance company, involves inherent credit risk due to the nature of its target market, namely underbanked individuals and small businesses that may lack access to traditional financial institutions. These borrowers often have limited or poor credit histories, irregular income sources, or volatile cash flows, all of which contribute to a higher probability of delinquency or default. Although the debenture is secured, the collateral value may not fully cover outstanding obligations in adverse scenarios. Additionally, any deterioration in macroeconomic conditions, such as rising interest rates, inflationary pressure, or regional economic downturns, may further impair the borrower's repayment capacity, thereby increasing credit losses and negatively impacting the performance and valuation of the Company's investment.

Liquidity Risk

The Company's recent investment in Cash Today Inc. consists of a senior secured debenture issued by a single private company operating in a specialized segment of the financial services sector. This concentrated exposure increases our vulnerability to risks specific to the issuer's operational performance and ability to service its debt obligations. While the debenture is secured by a first-priority claim over substantially all of the issuer's assets, there can be no assurance that the collateral will be sufficient to satisfy the obligation in the event of default or liquidation. As the debenture is issued by a non-public entity, it is inherently illiquid, with no active secondary market, and the ability to exit the position may be limited by a lack of qualified buyers or unfavorable market conditions. Should the issuer encounter financial distress or become unable to raise additional capital, the value of the debenture could be impaired, potentially affecting the recoverability of principal and interest.

Concentration Risk

The Company's recent financing provided to Cash Today Inc. represents a concentrated and material commitment to a single private company, which operates in a specialized segment of the financial services sector. This lack of diversification increases the Company's exposure to idiosyncratic risk tied to the borrower's operating and financial performance. There is limited or no public market for the securities held, and any attempt to divest our position may be constrained by a lack of buyers, contractual lock-up periods, or unfavorable pricing. In the event the company requires additional capital and is unable to raise funds on acceptable terms, or at all, it may experience financial distress that could jeopardize the Company's recovery of invested capital.

Reputational Risk

Engagement in lending to subprime or non-prime consumers can attract public and regulatory scrutiny, especially when involving high interest rates, aggressive collection tactics, or vulnerable populations. Even though the Company is not directly involved in the day-to-day operations of Cash Today Inc., the Company's affiliation as an investor may result in reputational risk. Negative media coverage, consumer complaints, or political pressure surrounding the investee's practices could influence public perception of the Company, potentially affecting stakeholder relationships, brand equity, or access to capital.

Borrower Credit and Enforcement Risk

As a senior secured lender, the Company is exposed to credit and performance risks associated with the borrower's financial condition and compliance with the terms of the credit facility. A deterioration in the borrower's operations, liquidity, or ability to meet covenant obligations may lead to default, which could require enforcement of security interests. There is no assurance that recovery on the secured assets will be sufficient to cover the outstanding obligations, particularly in adverse market or insolvency scenarios.

Confidentiality of Proprietary Information

The Company and its subsidiaries' employees and consultants have access, in the course of their duties, to proprietary information of clients of the Company and specifically their formulations, research data, marketing strategies, and trade secrets. The Company endeavors to maintain strict confidentiality agreements and internal data protection policies with regards to the proprietary material of its clients', however there can be no guarantee that these existing policies, procedures, and systems will be sufficient to address the privacy concerns of existing and future clients in the event that a breach of privacy occurs as a result of inadvertent disclosure, misappropriation, cyberattacks, employee misconduct, or breaches of physical or digital security protocols.. If a client's privacy is violated, or if the Company is found to have violated any law or regulation, it could be liable for damages or for criminal fines and/or penalties.

People and Process Risk

A variety of factors may affect the Company's future growth and operating results, including the strength and demand for the Company's services, the extent of competition in our markets, the ability to recruit and retain qualified personnel, and the ability to address consumer demand. The Company relies on certain key employees whose skills and knowledge are critical to maintaining the Company's success. The Company always strives to identify and retain key employees and always strives to be competitive with compensation and working conditions.