

ULTRA BRANDS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

**FOR THE THREE MONTHS ENDED
MARCH 31, 2025**

Accompanying the
Unaudited Condensed Interim Consolidated Financial Statements March 31, 2025

**ULTRA BRANDS LTD.
400-837 W HASTINGS STREET
VANCOUVER, BC V6C 3N6**

This Management's Discussion & Analysis ("MD&A"), prepared as of May 28, 2025 is intended to be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three months ended March 31, 2025, and related notes thereto, which have been reported in Canadian dollars, and prepared in accordance with International Financial Reporting Standards ("IFRS").

This MD&A is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Ultra Brands Ltd. ("Ultra", the "Company", "we", or "our") for the three months ended March 31, 2025 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2025 (the "Financial Statements").

For additional information please visit the Company's profile on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedarplus.ca.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued development of our real estate holdings, among others, including those identified in the Risk Factors section. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. The Company does not undertake any obligation to update such forward-looking information, whether because of new information, future events or otherwise, except as expressly required by applicable securities law.

Readers are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected including, but not limited to completion of site preparation, ability to secure financing on commercially acceptable terms, availability of contractors, suppliers and materials to complete the planned commissary kitchen construction, and planned improvements at the Langley site and the completion of these on schedule and on budget, planned occupancy by tenant-growers, commencement of operations, the risks inherent in an agricultural business, the variability of the weather and conditions needed to raise successful crops, the ability to mitigate the risk of loss through appropriate insurance policies, and the current uncertainty regarding local, provincial and federal legislation respecting legalized marijuana.

These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements.

ULTRA OPERATIONS AND OVERVIEW

Ultra was incorporated under the *Business Corporations Act* (British Columbia) under incorporation number BC0627073 on May 4, 2001 and changed its name to “NHS Industries Ltd.” on September 17, 2010, then to Feel Foods Ltd. on July 28, 2021, and finally to Ultra Brands Ltd. on May 17, 2022. NHS amalgamated with 0998955 B.C. Ltd. on August 13, 2014 to become “NHS Industries Ltd.,” then a wholly owned subsidiary of New Age Farm Inc. and now its former parent (“**New Age Farm**”). The Company’s head office is located at 400-837 West Hastings Street, Vancouver, BC, V6C 3N6. Ultra and New Age Farm have completed a plan of arrangement as approved by the sole shareholder of NHS and by the New Age Farm shareholders at New Age Farm’s 2016 shareholder meeting (the “**Arrangement**”) and Ultra has been separated and spun out from New Age since then.

The Company completed its listing requirement and commenced trading of its common shares on the CSE on April 5, 2018 under the symbol “NHS”, subsequently as “FEEL” on July 28, 2021 and currently trades as “ULTA”. On October 20, 2021, the Company received DTC full-service eligibility and commenced trading in the US under the new symbol “FLLLF”. On October 21, 2021, the Company commenced trading on the Frankfurt Stock Exchange under the symbol “IZF”.

Trends

Other than as disclosed in this MD&A, the Company is not aware of any trends, uncertainties, demands, commitments, or events which are reasonably likely to have a material effect upon its revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

Overall Performance

The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct business operations. The Company’s ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to conduct business operation by issuance of share capital and achieve profitable operations.

MANAGEMENT CHANGES

On April 10, 2025, the Company appointed Mr. Jia Qian to the board of directors of the Company, effective immediately. Mr. Qian joins the board following the passing of David Bentil, a long-standing director whose dedication and contributions were instrumental in the Company's development.

DISCONTINUED OPERATION

During the year ended December 31, 2022, the Company had lost access of the assets of Black Sheep. As a result, management decided to cease its operations. As of the year ended December 31, 2024, the Company accounted for the operating results of the Black Sheep as a discontinued operation and presented the amounts separately in the consolidated statements of loss and comprehensive loss.

Net loss from discontinued operation for the years ended December 31, 2024 and 2023 is comprised of the following:

	2024	2023
	\$	\$
Expenses		
Bank charges	270	312
Recovery on rent fees	-	(8,043)
	270	(7,731)
Other item		
Income tax refund	-	4,758
Net income (loss) from discontinued operation	(270)	12,489

Net loss from discontinued operation for the three months ended March 31, 2025 and 2024 is comprised of the following:

	March 31, 2025	March 31, 2024
	\$	\$
Expenses		
Bank charges	68	68
Net loss from discontinued operation	(68)	(68)

The Company also accounted the assets and liabilities of the Black Sheep as a discontinued operation and presented the amounts separately in the consolidated statements of financial position. Net assets and liabilities attributable to discontinued operation for the three months ended March 31, 2025 and the year ended December 31, 2024 is as follows:

	March 31, 2025	December 31, 2024
	\$	\$
Cash	122	190
Current assets attributable to discontinued operation	122	190

	March 31, 2025	December 31, 2024
	\$	\$
Accounts payable	2,807	2,807
Accrued liability	34,360	34,360
Lease termination payable	27,720	27,720
Former directors' loans	27,721	27,721
Current liabilities attributable to discontinued operation	92,608	92,608

Net cash flows from discontinued operation for the three months ended March 31, 2025 and 2024 is as follows:

	March 31, 2025	March 31, 2024
	\$	\$
Cash used in operating activities	(68)	68
Cash used in investing activities	-	-
Cash used in financing activities	-	-
Cash used in discontinued operation	(68)	(68)

RESULT OF OPERATIONS

Three Months of Operations to March 31, 2025

During the three months ended March 31, 2025, the Company reported a net loss of \$60,678 (2024 - \$38,965). The significant increase is mainly attributable to the increase in professional fees and interest expenses as compared to the same period in the prior year. The Company's expenses included the following:

- Bank charges of \$68 (2024 - \$160).
- Interest expense of \$16,529 (2024 - \$11,835) consists of interest from the Company's existing short-term and long-term loans.
- Professional fees of \$12,369 (2024 - \$Nil) consist of expenses relating to legal and/or audit and accounting fees.
- Transfer agent and filing fees of \$2,835 (2024 - \$921) consist of expenses in connection with the regulatory periodic filing fees and other related fees for the issuance of shares. The increase was due to the increase in corporate activity during the current period as compared to the same period in the prior year.
- Rent expense of \$25,200 (2024 - \$24,000).
- Office and miscellaneous expenses of \$3,609 (2024 - \$1,981) consist of expenses incurred by the Company for its day-to-day activities. The increase was due to the higher fees incurred in the current period as compared to the same period in the prior year.

SELECTED ANNUAL INFORMATION

The following financial data, which has been prepared in accordance with IFRS, is derived from the Company's consolidated financial statements. These sums are being reported in Canadian dollars and did not change as a result of the adoption of policies concerning Financial Instruments.

	December 31, 2024	Years ended December 31, 2023	December 31, 2022
	\$	\$	\$
Total revenue	-	-	38,833
Total assets	152,632	214,016	529,937
Total long-term liabilities	42,005	40,000	73,991
Net loss from continued operations	(386,178)	(466,707)	(1,406,795)
Net loss from discontinued operations	(270)	12,489	(143,405)
Net loss	(386,448)	(454,218)	(1,550,200)
Basic and diluted per share:			
Net loss from continued operations	(0.02)	(0.03)	(0.14)
Net loss from discontinued operations	(0.00)	0.00	(0.01)
Net loss	(0.02)	(0.02)	(0.16)

SELECTED QUARTERLY INFORMATION

The following table summarizes the results of operations for the eight recent quarters.

	March 31, 2025	Three months ended December 31, 2024	September 30, 2024	June 30, 2024
	\$	\$	\$	\$
Total revenue	-	-	-	-
Total assets	166,911	152,632	99,256	215,865
Total long-term liabilities	42,498	42,005	41,501	40,997
Net loss	(60,678)	(140,946)	(161,210)	(45,327)
Net loss per share and diluted loss per share	(0.00)	(0.01)	(0.01)	(0.00)

	March 31, 2024	Three months ended December 31, 2023	September 30, 2023	June 30, 2023
	\$	\$	\$	\$
Total revenue	-	-	-	-
Total assets	215,578	214,016	315,657	335,753
Total long-term liabilities	40,499	40,000	40,000	47,147
Net loss	(38,965)	(164,952)	(54,438)	(87,857)
Net loss per share and diluted loss per share	(0.00)	(0.01)	(0.00)	(0.01)

LIQUIDITY

The Company is a startup agricultural-based company and currently has no regular source of income. As a result, its ability to conduct operations is based on its current cash and its ability to raise funds, primarily from equity sources, and there can be no assurance that the Company will be able to do so. The Company's continued existence is dependent upon its ability to raise additional capital, the continuing support of its creditors, and ultimately, the attainment of profitable operations and positive cash flows. The Company is in good standing as of the date of this MD&A.

As part of its financial planning, management intends to pursue further equity financing to meet its working capital requirements and is reasonably confident that it will be able to continue to fund the Company in this manner. The Company intends to work with a financial advisor to assist with raising funds to meet short-term and long-term goals as well as to develop an ongoing long-term plan to keep the company in operation until revenues are sufficient to support the operations. However, should the Company be unsuccessful in raising capital through equity financing, it may need to consider borrowing funds from one or more directors or shareholders.

During the year ended December 31, 2023, the Company received total loans of \$180,000 from third parties. The loans bear interest at 24% per annum to be accrued monthly and paid on maturity. The term of the loans are 60 days and may be repaid in advance, without penalty. As of March 31, 2025, the loan balance including accrued interest of \$307,279 (December 31, 2024 - \$296,627) remains outstanding.

During the year ended December 31, 2024, the Company received additional loans of \$130,000 from third parties. The loans bear interest at 15% per annum to be accrued monthly and paid on maturity. The term of the loans are twelve months and may be repaid in advance, without penalty. As of March 31, 2025, the loan balance including accrued interest of \$143,547 (December 31, 2024 - \$138,741) remains outstanding.

During the three months ended March 31, 2025, the Company received additional loan of \$67,000 from a third party. The loan bears interest at 15% per annum to be accrued monthly and paid on maturity. The term of the loan is twelve months and may be repaid in advance, without penalty. As of March 31, 2025, the loan balance including accrued interest of \$67,578 (December 31, 2024 - \$Nil) remains outstanding.

As of the date of this discussion, the Company currently has three subsidiaries, Plenty-full Food Services Corporation, Be Good Plant Based Food Inc., and Black Sheep Vegan Cheese Company Corp.

CAPITAL RESOURCES

There are no known trends or expected fluctuations in the Company's capital resources, including expected changes in the mix and relative cost of such resources.

OFF BALANCE SHEET ARRANGEMENTS

As at March 31, 2025, the Company had no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers and companies owned by these individuals.

There are no related party transactions incurred during the three months ended March 31, 2025 and 2024.

As at March 31, 2025, the amounts owing to related parties are as below:

	Accounts Payable	Accrued Liabilities	Due from Related Party	Due to Related Party
	\$	\$	\$	\$
Due to former CFO	455	-	-	-
Due to CFO	3,243	-	-	-
Due to a company controlled by the CEO	21,000	-	-	-
Due to a company controlled by the former CFO	10,500	-	-	-
Due to a company controlled by the former corporate secretary	3,726	-	-	-
Due to former directors	2,000	2,000	-	-
Due to related party	-	-	-	500
Due from related party	-	-	(13,970)	-
March 31, 2025	40,924	2,000	(13,970)	500
December 31, 2024	43,953	2,000	(13,970)	500

During the year ended December 31, 2024, former director's loan amounting to \$27,721 was reclassified to other current liabilities attributable to the discontinued operation of Black Sheep.

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

OUTSTANDING SHARE DATA

Authorized share capital:

Unlimited common shares without par value

Issued and Outstanding:

As of March 31, 2025 and the date of this MD&A, the Company has 18,487,896 common shares outstanding.

Stock Options:

As of March 31, 2025 and the date of this MD&A, the Company has Nil stock options issued and outstanding.

Warrants:

As of March 31, 2025 and the date of this MD&A, the Company has Nil warrants issued and outstanding.

Restricted share units (RSUs):

As of March 31, 2025 and the date of this MD&A, the Company has Nil RSUs issued and outstanding.

CONTINGENCIES

Except for the commitments mentioned in Liquidity subsection (a), there is no other contingency outstanding as of date of this discussion.

SUBSEQUENT EVENT

On April 10, 2025, the Company announced the appointment of Mr. Jia Qian to the board of directors, effective immediately. This change occurred after the reporting period and does not affect the financial results as at and for the three months ended March 31, 2025.

INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

These Consolidated Financial Statements are prepared in accordance and compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

The Consolidated Financial Statements are presented in Canadian dollars, which is the Company's functional and reporting currency. The Consolidated Financial Statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss, which are stated at their fair value.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND ESTIMATES

Please see the Company's condensed interim consolidated financial statements for the three months ended March 31, 2025 and 2024 for a summary of material accounting policies and estimates.

RISKS AND UNCERTAINTIES

Plant Growing, Warehousing and Processing Industry

The warehousing and food processing industry involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the development of such facilities may result in substantial rewards, marketing will also play a significant role in developing the Company and its level of success. Major expenses may be required to establish the facilities to be accepted in the marketplace. It is impossible to ensure that

the current facilities and market strategy planned by the Company will result in profitable commercial sales. Whether the Company will be commercially viable depends on a number of factors, some of which are the particular attributes of the industry the facilities is geared toward and the existing infrastructure, as well as competitors' strategies and market factors. Some of these factors are cyclical and government regulated, including regulations relating to agriculture and food processing procedures and protocols.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Agriculture and food processing operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the public health sectors inherited in the agriculture and food processing industry. Although adequate precautions to minimize risk will be taken, operations are subject to hazards that are unforeseeable or beyond the Company's control and their consequent liability.

Some of these risks include the following:

The Company is largely dependent on the success of constructing and marketing its warehousing and processing facilities and cannot be certain that its facilities will be successfully commercialized. The successful addition of food warehousing / processing facilities will provide additional. There is no guarantee that it will ever have marketable facilities. There are risks in design, development and manufacture of agriculture and food warehousing / processing facilities which may have adverse effect on public's health.

If a significant portion of these development efforts are not successfully completed, required regulatory approvals are not obtained, or any approved facilities are not commercially successful, the Company's business, financial condition, and results of operations may be materially harmed. The Company's facilities may never achieve market acceptance even if the Company obtains regulatory approvals.

The Company's activities are directed towards the warehousing and processing of food. There is no certainty that any expenditure to be made by the Company as described herein will result in market acceptance of the Company's facilities offerings. There is aggressive competition within the agriculture and food warehousing / processing marketplace. The Company will compete with other interests, many of which have greater financial resources than it will have for marketing towards target customers. Significant capital investment is required to achieve commercialization from the current start-up and development stage of the Company.

Uncertainty Regarding Penetration of the Target Market

The commercial success of the business of Ultra, as compared with its competitors, depends on the acceptance by their potential clients or customers in the respective industries or sectors. Market acceptance will largely depend on the reputation, marketing strategy, and services and performance of Ultra. The success of Ultra will depend on the ability to commercialize its products and services and to expand their network clients or market share. Ultra will need to expand its marketing and sales operations and establish business relations with other professional services providers and clients in a timely manner.

In order to meet their business objectives, Ultra will have to ensure that its services are professional, reliable and cost-effective, and bring the expected return. There can be no assurance that the business and services of Ultra will be accepted and recommended.

Competition

The agriculture and food warehousing / processing industries are competitive. Others in the field may have significantly more financial, technical, distribution and marketing resources. Technological progress and product development may cause the Company's services and facilities offerings to become obsolete or may reduce their market acceptance.

Licenses, Patents and Proprietary Rights

The Company's success could depend on its ability to protect its intellectual property, including trade secrets, and continue its operations without infringing the proprietary rights of third parties and without having its own rights infringed.

Growth Management

In executing the business plan of Ultra for the future, there will be significant pressure on management, operations, and technical resources. Ultra anticipates that its operating and personnel costs will increase in the future. In order to manage their growth, Ultra will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

Reliance on Key Personnel and Advisors

Ultra will rely heavily on its officers. The loss of their services may have a material adverse effect on the business of Ultra. There can be no assurance that one or all of the employees of, and contractors engaged by, Ultra will continue in the employ of, or in a consulting capacity to, Ultra or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, Ultra who have access to confidential information will not disclose the confidential information.

Reliance on Joint Ventures, License Assignors and Other Parties

The nature of the operations of Ultra requires them to enter into various agreements with partners, joint venture partners, other businesses partners, equipment suppliers in the business world, government agencies, licensors, licensees, and other parties for the successful operation of their businesses and the successful marketing of their services.

There is no guarantee that those with whom Ultra need to deal will not adopt other services providers or that they will not develop alternative business strategies, acting either alone or in conjunction with other parties, including the competitors of Ultra in preference to those of Ultra.

Government Regulation

Although the activities of Ultra are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development, marketing, or commercialization.

In addition to various trade organizations that the Company will be subject to, the consumer agriculture and food warehousing / processing industry is subject to various federal, and provincial

laws and regulations on, standards, claims, safety, efficacy and other matters from regulatory bodies such as Canadian Food Inspection Agency (CFIA), BC FoodSafe Program and the department of Health Protection in Fraser Health. Regulatory approvals by government agencies on the Company's facilities may be withheld or not granted at all and if granted may be subject to recalls which would materially affect the Company.

Although the Company's activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development, production, manufacture, product claims, marketing or commercialization. Amendments to current laws and regulations governing operations and activities of the consumer health industry or more stringent implementation thereof could have a substantial adverse impact on the Company.

Uninsured Risks

Ultra may carry insurance to protect against certain risks in such amounts as they consider adequate. Risks not insured against include key person insurance, as Ultra will heavily rely on its officers.

Conflicts of Interest

Certain directors of Ultra also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving Ultra will be made in accordance with their duties and obligations to deal fairly and in good faith with Ultra and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Negative Operating Cash Flows

As Ultra is at the early stage startup stage, it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from their businesses, Ultra may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

Operating History and Expected Losses

Ultra expects to make investments in order to develop their services, increase marketing efforts, and improve their operations. As a result, startup operating losses are expected and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of Ultra.

Risks Related as a Going Concern

The ability of Ultra to each continue as a going concern is uncertain and dependent upon their ability to achieve profitable operations, obtain additional capital, and receive continued support from their shareholders. Management of Ultra will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

Potential Liability

Ultra is subject to the risk of potential liability claims with respect to their businesses. Should such claims be successful, plaintiffs could be awarded significant amounts of damages, which could exceed the limits of any liability insurance policies that may be held by Ultra. There is no guarantee that Ultra will be able to obtain, maintain in effect or increase any such insurance coverage on acceptable terms or at reasonable costs, or that such insurance will provide Ultra with adequate protection against potential liability.

Coronavirus Global Pandemic Risk

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

With employees, partners and customers across multiple geographies, the Company's management continues to closely monitor developments surrounding the COVID-19 pandemic. The Company's focus is on the safety and well-being of its employees, customers, and partners, and is taking precautions to minimize the spread of COVID-19 in alignment with local government policies and national and international agency recommendations. In consideration of this, interim arrangements have been made to ensure the maintenance of the Company's core operations despite the temporary reassignment of certain sales and contracting personnel.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

During the three months ended March 31, 2025, there has been no significant change in the Company's internal control over financial reporting since last reporting period.

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. They are also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's unaudited condensed interim consolidated financial statements for the three months ended March 31, 2025.

The Chief Executive Officer and Chief Financial Officer of the Company have filed the Venture Issuer Basic Certificate with the Annual Filings on SEDAR at www.sedarplus.ca.

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 venture issuer basic certificate 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. Investors should be aware that inherent limitations on the

ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in 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.

CURRENT OFFICERS AND DIRECTORS

David Greenway	CEO & Director
Yuying Liang	CFO & Director
Jia Qian	Director