Wellfield Technologies Inc.

Management's Discussion & Analysis
Three months ended June 30, 2025
(Expressed in Canadian dollars)

Introduction

The following Management’s Discussion and Analysis (“MD&A”) comments on the financial condition and results of operations of Wellfield Technologies Inc. (“Wellfield” or the "Company”) for the three months ended June 30, 2025. The information contained herein should be read in conjunction with Wellfield's unaudited condensed interim consolidated financial statements for the three months ended June 30, 2025 and 2024 (the “Financial Statements”). All financial data in this MD&A has been derived from the Financial Statements, which are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee.

Unless the context otherwise requires, all references to “Wellfield”, “Company”, “our”, “us”, and “we” refer to Wellfield Technologies Inc. and its direct and indirect subsidiaries.

This MD&A is dated January 28, 2026. All amounts are presented in Canadian dollars, unless otherwise noted. The functional currency for Wellfield Technologies Inc. is the Canadian dollar.

Advisory Regarding Forward-Looking Statements

Certain statements contained in this MD&A constitute forward-looking information or forward-looking statements under applicable securities laws (collectively, "forward-looking statements"). In particular, this MD&A contains forward-looking statements with respect to, among other things, our objectives, goals, strategies, intentions, plans, estimates, outlook, expected growth, business opportunities and completion of proposed transactions. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties and undue reliance should not be placed on such statements. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, or future events or performance (often, but not always, using words or phrases such as "may”, “would”, “could”, “will”, “plan”, “anticipate”, “believe”, “seek”, “propose”, “estimate”, “expect”, "continue", "project", "forecast", "potential", "targeting", "intend", "might", "should", and similar expressions, as they relate to the Company), are not statements of historical fact and may be "forward-looking statements". Further information regarding forward-looking information and statements can be found at the end of this MD&A.

Overview and Nature of Business

Wellfield builds blockchain powered technology that meets the everyday finance and digital asset investing needs of consumers and institutions through its wholly owned subsidiaries Coinmama.com, and Tradewind Markets. The Company leverages academic and development expertise with a focus on architecting decentralized solutions built on and for public blockchains like Bitcoin and Ethereum.

Wellfield's business operations comprise a worldwide, branded platform that has already generated revenue from over 4 million users who have undergone regulatory verification and conducted transactions through the platform. The Company's main offering provides non-custodial services for individuals to purchase and sell digital currencies, such as Bitcoin and Ether. It leverages its brand and technology to integrate with partners for onboarding and carrying the regulated tasks. The management team is actively implementing a multi-quarter strategy to integrate its innovative blockchain technology into its consumer business, with the aim of capitalizing on the trend of capital and transactions moving away from centralized solutions towards decentralized on-chain assets, smart contracts and protocols. This includes a strategic focus on establishing on- blockchain financial markets for precious metals as a proof of concept for a wider tokenized real-world asset opportunity.

Discussion of Operations

Coinmama

When Wellfield acquired Coinmama, a trusted global retail brand since 2013, the acquisition brought consistent revenue, a significant customer base, and strong organic user growth. In the 2024 fiscal period, management completed an operational reorganization of Coinmama, improving efficiency and reducing costs through strategic partnerships and outsourcing. This resulted in a material reduction in the workforce and meaningful improvements to the Company's cost structure and gross margins. Management is now focusing on increasing user growth and revenues through product expansion and broadening its brand identity.

The Company’s product expansion strategy is divided into two parts: mobile and DeFi. Leveraging its previously announced strategic collaboration with Fireblocks, Coinmama is preparing to launch its new self-custody blockchain mobile application, positioned as the easiest and safest way to own cryptocurrencies and access the DeFi and web3 universe. Given Coinmama’s strong organic user acquisition, the Company anticipates robust adoption of this product from both existing and new users. This product is expected to increase mobile user metrics and improve user retention, enhancing the Company’s core offering of buying and selling cryptocurrency with fiat through its licensed partners. The Company believes that the shift to mobile will significantly improve the adoption of DeFi products, which will be a new revenue-generating offering when launched.

Decentralized finance today is broadly fragmented and lacks user-friendliness. More importantly, it is difficult for consumers to distinguish between trustworthy and risky products. The Company aims to capitalize on this opportunity through the launch of third-party and internally developed DeFi products on Coinmama’s web and mobile platforms, positioned to users as a consolidation of the best solutions across the DeFi ecosystem in one effortless platform. Management aims to leverage this and broaden Coinmama’s brand identity from “the world’s friendliest cryptocurrency exchange” that makes cryptocurrency “simple, secure, and accessible” to a trusted brand that makes decentralized finance simple, secure, and accessible. In doing so, Coinmama would benefit from increased user retention, new user acquisition channels, and new revenue streams, including staking and yield.

Tradewind Markets

Tradewind Markets operates the Tradewind Ledger, a permissioned blockchain platform that allows institutions to issue digitized assets, which are physically backed by real-world assets. This system benefits both the mutual customers of Tradewind and the digital asset issuers by providing a secure and transparent platform to digitize and financialize commodities. VaultChain™ Gold, issued by the Royal Canadian Mint for its customers (Custodial Participants), is the Tradewind Ledger’s flagship product. There are currently hundreds of millions of dollars worth of physical silver and gold digitized on the Tradewind Ledger.

Since the Company’s acquisition of Tradewind Markets in 2023, management has undertaken efforts to replace the existing business model and blockchain infrastructure with a strategy built around combining gold as an investment asset with the potential of decentralized finance.

This infrastructure upgrade effort includes a strategic decision to incorporate tokenization infrastructure to improve the security and processes of tokenizing real-world assets, upgrading the existing blockchain with current industry leading solutions, an Automated Market Making exchange based on Uniswap, secure trading solutions, and a some of the Company’s proprietary DeFi services that enable providing yield products for precious metals in custody. Leveraging these modern infrastructure solutions, the Company aims to shift Tradewind Markets' revenue model from a low-margin, custody-based fee structure to one that monetizes gold financial transactions on the Tradewind Ledger for institutional and permitted customers. This new platform is planned for public launch, timing dependent on the progress of strategic opportunities.

The Company is considering various strategic opportunities to fund the Tradewind business that would allow Wellfield to retain a significant controlling interest in Tradewind and strengthen Wellfield's balance sheet. Such strategic alternatives may include, but are not limited to, a spin-out public listing of Tradewind, strategic partnerships with third parties, or other transactions or reorganizations.

Brane Trust

During December 2023, the Company closed its acquisition of Brane Trust Company Ltd. (“Brane Trust”) and certain technology and assets owned by Brane Inc. ("Brane") and its subsidiaries in a transaction valued at $7.9 million.

These combined assets were acquired by the Company to operate Brane Trust as a wholly owned subsidiary and Canadian digital asset custodian and public trust, pending license approval by the province of Alberta.

Post-acquisition, management began efforts to commercialize this business line, including pursuing license approval, making platform improvements, and finalizing the go-to-market strategy. These efforts have subsequently been paused while management focuses on execution of, and opportunities related to, its Coinmama and Tradewind Markets business lines. Consequently, Brane Trust is not currently in good standing with all digital asset custody requirements, including disclosure and capital requirements. When the Company returns its focus to executing on its strategy related to Brane Trust, management anticipates the need to dedicate significant time, capital, and personnel to reestablish the special purpose trust company and receive registration as a digital asset trust.

Subsequent events

Commercialization of IP through JV

Subsequent to the period end, the Company, through its wholly owned subsidiary Wellfield Technology IR Limited, entered into a strategic agreement with an Ontario-based company for the acquisition and commercialization of innovative crypto software. Wellfield Technology IR Limited, an Ireland-incorporated technology company, signed an agreement with an Ontario-incorporated entity (“Purchaser”), regarding the sale and commercialization of proprietary software related to a cryptocurrency non-custody solution. Under the agreement, Wellfield Technology IR Limited will sell to the Partner its fully owned software platform that includes the non-custodian wallet for crypto holders, along with the related intellectual property. The aggregate acquisition price is $30 million and is payable as $2,400,000 in cash installments and $27,600,000 through the issuance of 27,600 special shares of the Purchaser at an issue price and stated value of $1,000 per share.

The special shares are non-voting and carry no entitlement to dividends. During the first nine years following their issuance, the Purchaser is required to redeem the special shares at their stated value to the extent of 75% of funds received by the Purchaser as distributions from the joint venture between the Purchaser and the Company. At the end of the nine-year period, the Purchaser is required to redeem the remaining stated value of the special shares in twelve equal monthly instalments.

Concurrent with the asset sale, the Company entered into a joint venture agreement with the Purchaser through its wholly owned subsidiary, Wellfield Technology IR Limited. The joint venture is established to commercialize the cryptocurrency wallet assets acquired by the Purchaser. The Company holds a 40% interest in the joint venture proceeds, with the Purchaser holding the remaining 60% interest.

Results of Operations

	3 months ended June 30, 2025 ($)	3 months ended June 30, 2024 ($)
Revenue	659,036	826,388
Cost of revenue	66,447	128,799
Gross profit	592,589	697,589
Operating expenses		
Research and development	343,581	234,864
Growth and marketing	80,079	73,109
Operations	-	33,090
General and administrative	972,465	1,519,565
Amortization and depreciation	1,643	223,879
Total operating expenses	1,397,768	2,084,507
Operating loss	(805,179)	(1,386,918)
Other income (loss)	(1,627,980)	(77,217)
Loss before income taxes	(2,433,159)	(1,464,135)
Income tax expense (recovery)	-	(250,699)
Net loss	(2,433,159)	(1,213,436)
Foreign currency translation adjustment	752,506	114,041
Comprehensive loss	(1,680,653)	(1,099,395)
Basic and diluted loss per share	(0.01)	(0.01)

Revenue breakdown

	3 months ended June 30, 2025 ($)	3 months ended June 30, 2024 ($)
Referrals	555,824	736,082
Tradewind		
Transaction revenue	58,698	46,332
Storage revenue	44,514	43,974
	659,036	826,388

Cost of revenue

	3 months ended June 30, 2025 ($)	3 months ended June 30, 2024 ($)
Cost of revenue	66,447	128,799
Percentage of revenue	10.08%	15.59%

The Company generates the majority of its revenues through its Coinmama platform via the Company's partner-driven referral revenue model. While overall revenues are down from the three months ended June 30, 2024, it was the first quarter since the reorganization of the Coinmama business line that revenues did not decline. Revenue for the past four quarters have stabilized into a consistent range between $650,000 and $700,000.

Tradewind Markets contributes about 10-15% of Wellfield's total revenue, consisting primarily of storage and transaction fee revenue derived from a single customer. While Tradewind revenue increased compared to the same quarter in the prior year, it has not historically been material to the Company's consolidated results. Management continues to evaluate strategic and product initiatives intended to expand Tradewind's revenue contribution over the longer term; however, no material impact was realized during the three months ended June 30, 2025.

Following the successful completion of the reorganization efforts, the Company has significantly reduced costs by optimizing back-office and support functions. The tangible results of this transition became evident during the prior year and have continued during the three months ended June 30, 2025.

Research and development

	3 months ended June 30, 2025 ($)	3 months ended June 30, 2024 ($)
Dues and subscriptions	134,628	8,940
Salaries and benefits	114,319	192,117
Consulting	94,634	50,378
Other	-	(16,571)
	343,581	234,864

Research and development ("R&D") expenses primarily consist of salaries and benefits for the Company's development and product personnel, consulting fees for outsourced development services, and software-related dues and subscriptions.

For the three months ended June 30, 2025, R&D expenses totaled $343,581, compared to $234,864 for the three months ended June 30, 2024. The increase quarter over quarter was primarily driven by higher consulting costs and increased dues and subscriptions, partially offset by lower salaries and benefits.

Salaries and benefits declined to $114,319 for the three months ended June 30, 2025, from $192,117 in the comparable prior-year quarter, reflecting a reduced internal development headcount. A portion of this decrease resulted from the transition of one development employee to a contractor arrangement since the prior year.

Consulting expenses increased to $94,633 from $50,378 in the prior-year quarter, primarily due to the reclassification of development costs associated with the employee-to-contractor transition. Dues and subscriptions increased to $134,628, compared to $8,940 in the prior-year quarter, reflecting changes in software tools and licensing requirements supporting the Company's current development environment.

R&D spending during the quarter remained focused on maintaining core platform functionality and supporting selective development initiatives aligned with the Company's current strategic priorities. Management continues to closely manage R&D expenditures and does not expect spending levels to materially increase in the near term absent additional financing or strategic initiatives.

Growth and marketing

	3 months ended June 30, 2025 ($)	3 months ended June 30, 2024 ($)
Consulting, advertising, other	74,344	72,817
Salaries and benefits	5,735	292
	80,079	73,109

Growth and marketing expenses primarily consist of salaries and benefits, consulting fees, and advertising expenses incurred in the promotion of the Company's brand and products.

Following the operational reorganization, the Company made a concerted effort to reduce discretionary marketing spend, including marketing-related layoffs. As a result, growth and marketing expenditures remained intentionally constrained throughout fiscal 2025 and into fiscal 2026. Any increase in marketing spend is expected to be contingent on the availability of additional financing and the timing of future product and feature launches.

General and administrative

	3 months ended June 30, 2025 ($)	3 months ended June 30, 2024 ($)
Legal and professional fees	416,576	489,621
Salaries and benefits	358,555	759,165
Consulting	79,401	20,659
General	58,755	88,098
Meals and entertainment	16,717	17,309
Directors fees	12,505	28,000
Insurance	10,492	57,699
Bank charges and interest	10,354	14,154
Filing fees	6,990	2,251
Dues and subscriptions	2,024	6,360
Investor relations	96	82,800
Government assistance	-	(46,551)
	972,465	1,519,565

General and administrative ("G&A") expenses primarily consist of salaries and benefits, legal and professional fees, consulting costs, directors' fees, investor relations costs, insurance, and other corporate overhead required to support the Company's operations as a public entity. Salaries and benefits primarily relate to personnel in finance and executive functions.

For the three months ended June 30, 2025, G&A expenses totaled $972,465, compared to $1,519,565 for the three months ended June 30, 2024. The decrease of $547,100 was primarily attributable to lower salaries and benefits, a reduction in insurance costs, and decreased investor relations expenditures

Salaries and benefits declined to $358,555 for the three months ended June 30, 2025, from $759,165 in the comparable prior-year quarter, reflecting a reduced administrative and executive headcount. Where staff have resigned or been terminated, their roles have not been replaced or are being outsourced through contractor agreements. Directors' fees decreased to $12,505 from $28,000 with the departure of one paid Director, while insurance costs declined to $10,492 from $57,699, reflecting ongoing cost containment measures.

Investor relations expenses decreased significantly to a minimal amount in the current quarter, compared to $82,800 in the prior-year quarter, reflecting reduced external investor relations activity. The Company is not in a position to spend on investor relations given it liquidity constraints.

Legal and professional fees decreased modestly to $416,576 for the three months ended June 30, 2025, compared to $489,621 in the prior-year quarter, reflecting reduced transactional and advisory activity during the period. This remains the one area where costs have not been cut significantly due to the ongoing listing requirements and other initiatives that require legal counsel.

Consulting expenses increased to $79,401 from $20,659, primarily due to the use of specialized external service providers to support corporate, financial, and compliance-related activities during the quarter. These consultants replace certain roles that were previously filled by employees.

Management expects G&A expenses to remain below historical levels, subject to variability associated with regulatory compliance requirements, financing activities, and potential strategic transactions.

Other income (loss) breakdown

	3 months ended June 30, 2025 ($)	**3 months ended June 30, 2024 ($)**
Fair value adjustments on financial instruments	(291,832)	-
Other income (loss)	206,743	(467,056)
Finance expense	(70,336)	(110,108)
Exchange gain (loss)	(1,472,555)	499,947
	(1,627,980)	(77,217)

The Company measures certain financial instruments at fair value through profit or loss, including investments in private entities and convertible debentures that are convertible at the option of the Company. For the three months ended June 30, 2025, the Company recognized a fair value loss of $291,832, attributable entirely to changes in the fair value of convertible debentures convertible at the option of the Company.

The exchange loss for the three months ended June 30, 2025 includes unrealized losses of approximately $850,000 on loans denominated in cryptocurrency, primarily resulting from the increase in the price of Bitcoin during the period. As the Company no longer holds cryptocurrency for operating purposes, it remains exposed to cryptocurrency price fluctuations until such loans are settled in their respective cryptocurrencies.

Other income for the period includes a gain of approximately $168,000 arising from the settlement of certain liabilities owed to a former employee through the issuance of common shares, as well as a $100,000 gain on the sale of shares of Bosonic Inc., which had previously been written down to a carrying value of $nil.

Finance expense for the period consists primarily of interest incurred on the Company's non-convertible debenture.

Summary of Quarterly Results

	June 30, 2025 ($)	March 31, 2025 ($)	December 31, 2024 ($)	September 30, 2024 ($)
Revenue	659,036	651,454	689,769	696,510
Cost of revenue	66,447	227,424	83,137	117,831
Gross profit	592,589	424,030	606,632	578,679
Operating expenses	1,397,768	1,174,348	1,903,960	2,038,631
Operating loss	(805,179)	(750,318)	(1,297,328)	(1,459,952)
Other income (loss), including taxes	(1,627,980)	(14,737,682)	(2,050,029)	(236,416)
Net loss	(2,433,159)	(15,488,000)	(3,347,357)	(1,696,368)
Net loss per share, basic and diluted	(0.01)	(0.08)	(0.02)	(0.01)

	June 30, 2024 ($)	March 31, 2024 ($)	December 31, 2023 ($)	September 30, 2023 ($)
Revenue	826,388	861,378	1,435,490	11,403,372
Cost of revenue	128,799	290,167	515,771	10,335,771
Gross profit	697,589	571,211	919,719	1,067,601
Operating expenses	2,084,507	2,975,565	3,624,945	3,689,866
Operating loss	(1,386,918)	(2,404,354)	(2,705,226)	(2,622,265)
Other income (loss), including taxes	172,482	(17,617,015)	(186,559)	(323,845)
Net loss	(1,214,436)	(20,021,369)	(2,891,785)	(2,946,110)
Net loss per share, basic and diluted	(0.01)	(0.12)	(0.02)	(0.02)

Quarterly trends

Post-operational reorganization

The Company completed its operational reorganization in the quarter ended September 30, 2023, which included a shift to a partner-driven referral revenue model for Coinmama and a significant reduction in operating expenses. As a result, the quarterly results from December 31, 2023 onward reflect a more stable cost structure and a consistent revenue recognition approach.

During fiscal 2025, the Company operated under this revised business model for the entire year, allowing for improved quarter-to-quarter comparability. Revenue during fiscal 2025 remained relatively stable, ranging from $826,388 in the quarter ended June 30, 2024 to $651,454 in the quarter ended March 31, 2025, before increasing modestly to $659,036 in the quarter ended June 30, 2025. Variations in revenue primarily reflect fluctuations in consumer transaction activity and reduced marketing and customer acquisition spending as the Company prioritized liquidity preservation.

Gross profit followed a similar pattern, decreasing from $697,587 in the quarter ended June 30, 2024 to $424,030 in the quarter ended March 31, 2025. Gross margins remained generally consistent, with quarter-to-quarter fluctuations reflecting changes in revenue mix and transaction volumes rather than structural changes to the business model.

Operating expenses declined materially following the reorganization and continued to trend lower during fiscal 2025, decreasing from $2.08 million in the quarter ended June 30, 2024 to $1.17 million in the quarter ended March 31, 2025, before increasing modestly to $1.4 million in the quarter ended June 30, 2025. The overall reduction reflects sustained cost-containment measures, including lower research and development, marketing, and general and administrative expenditures..

As a result of the reduced operating cost base, the Company's operating loss improved significantly compared to prior periods, narrowing from $1.39 million in the quarter ended June 30, 2024 to $0.75 million in the quarter ended March 31, 2025, and $0.81 million in the quarter ended June 30, 2025. This marks a significant improvement from the period prior to and during the operational reorganization.

Results in fiscal 2025 and continuing into fiscal 2026 demonstrate improved cost discipline and a more stable operating base relative to fiscal 2024, notwithstanding continued liquidity constraints. However the Company is still running a material deficit and has accumulated significant debt which hinder its ability to execute on certain growth strategies.

Pre-operational reorganization

Prior to the operational reorganization, the Company's quarterly results reflected higher reported revenue levels driven by gross transaction volume recognition and institutional cryptocurrency sales. However, these revenue levels were accompanied by significantly higher cost of revenue and operating expenses, resulting in larger operating losses and greater earnings volatility.

Following the transition to the referral revenue model and the completion of restructuring activities, the Company's quarterly financial results reflect lower revenue volatility, improved gross margin characteristics, and a substantially reduced operating expense base, albeit with continued net losses driven by non-cash items and strategic impairments.

Liquidity and Capital Resources

The Company's capital structure consists of all components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the current operations and the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the prior period.

Initially financed through private equity placements in 2021, the Company has started generating revenue but has not yet achieved an operational surplus, continuing to rely on additional financings. Between March 31, 2025, and June 30, 2025, the Company experienced a $1.6 million decrease in working capital due to operational deficits. Despite aggressive cost-cutting measures from the reorganization, there is a need to increase revenue or secure additional financing for planned long-term growth and development.

As at June 30, 2025, the Company has negative working capital of $27 million which includes cash and cash equivalents of $107,425. The Company was not in compliance with certain covenants on its non-convertible debentures. Management is actively working with the holder of the non-convertible debenture to restructure the debt and alleviate short-term payment requirements. The non-convertible debenture has contractual cash flows of $2.7 million ($2 million USD) with the debenture maturing in August 2025. Management is committed to addressing all remaining debt and is actively working towards further initiatives, including non-dilutive transactions, to enhance the company's financial health.

The Company has a current loan denominated in Bitcoin through a credit line with an individual, which matures in 2026. The fair value of the loan at June 30, 2025 was $3.3 million (22.75 BTC). The Company entered into short-term loans with employees of the Company to fund short-term working capital requirements. The employee loans are denominated in Bitcoin and ETH and had a combined fair value of $357,000 at June 30, 2025.

Subsequent to the period end, the Company sold assets related to its cryptocurrency wallet. Cash proceeds from the sale helped to alleviate certain immediate cash flow issues. While these proceeds alleviated certain immediate liquidity constraints, they are not sufficient on their own to fund the Company's operations or meet its obligations over the next twelve months.

The Company continues to operate with negative working capital, necessitating the generation of positive cash flow from its operations in the near-term future. Management is actively exploring and assessing various financing options to support ongoing working capital requirements and support the launch and marketing of its latest offerings.

Cash flow summary

	3 months ended June 30, 2025 ($)	3 months ended June 30, 2024 ($)
Cash flow from (used in):		
Operating activities	(842,452)	(290,282)
Investing activities	100,000	-
Financing activities	556,000	100,000
Effect of foreign exchange rate changes on cash	222,503	228,930
Net decrease in cash and cash equivalents	36,051	38,648
Cash and cash equivalents - Beginning	71,374	27,095
Cash and cash equivalents - Ending	107,425	65,743

Cash flows from operating activities

Given the Company's significant liquidity constraints, cash flows from operating activities are highly sensitive to the timing and availability of financing proceeds. For the three months ended June 30, 2025, the Company generated a higher cash outflow from operating activities compared to the prior-year period, primarily because financing proceeds raised during the quarter enabled the Company to settle certain outstanding liabilities. In contrast, during the three months ended June 30, 2024, the Company raised limited financing of $100,000, which constrained its ability to settle payables and resulted in a lower operating cash outflow for the period.

The Company continues to operate at a cash flow deficit and manages liquidity through the strategic timing of payments to suppliers and other creditors, consistent with available cash resource

Cash flows from operating activities

During the three months ended June 30, 2025, the Company sold its share in Bosonic Inc. for proceeds of $100,000. The shares were previously valued at $nil and were fully written down.

Cash flows from financing activities

Financing activities during the three months ended June 30, 2025 resulted in net cash inflows of $556,000, all of which related to financing completed through the issuance of promissory notes payable. Subsequent to the period end, the Company raised additional financing of $140,000 in connection with further promissory notes.

Financing activities during the three months ended June 30, 2024 resulted in net cash inflows of $100,000, attributable to the completion of a private placement during the period.

Related Party Transactions

The Company's related parties include entities where the executive officers and directors of the Company are principals. Their position in these entities results in their having control or significant influence over the financial or operating policies of these entities.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel are the Company's executive management team and members of the Board of Directors.

During the three months ended June 30, 2025 and 2024, key management personnel compensation consisted of the following:

	3 months ended June 30, 2025 ($)	3 months ended June 30, 2024 ($)
Wages, salaries, fees and short-term benefits	67,400	124,900

The above related party transactions were in the normal course of operations and have been valued in the Financial Statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Off-Balance Sheet Arrangements

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 Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Critical Accounting Estimates

The preparation of the Company's Financial Statements requires management to make judgments and estimates that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from these estimates. Estimates are reviewed on an ongoing basis.

Information about critical judgments and estimates in applying accounting policies that have the most significant effect on the amounts recognized in the Financial Statements are as follows:

Going concern

The assessment of the Company's ability to continue as a going concern requires significant judgment and is based on assumptions regarding its ability to raise future capital, successfully develop and market financial services offerings, and achieve profitable operations in the future. The Financial Statements do not include any adjustments or disclosures that would be required if assets are not realized, and liabilities are not settled in the normal course of operations. If the Company is unable to continue as a going concern, then the carrying value of certain assets and liabilities would require revaluation to a liquidation basis, which could differ materially from the values presented in the Financial Statements.

Functional currency

The functional currency of the Company has been assessed by management based on consideration of the currency and economic factors that mainly influence the Company's operating costs, financing and related transactions. Specifically, the Company considers the currencies in which expenses are settled as well as the currency in which it receives or raises financing. Changes to these factors may have an impact on the judgment applied in the determination of the Company's functional currency.

Income taxes

Deferred tax assets are recognized for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent probable that future taxable profit will be available against which the deductible temporary differences and carry-forward of unused tax assets and unused tax losses can be utilized. In addition, the valuation of tax credits receivable requires management to make judgments on the amount and timing of recovery. The determination of the Company's tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgment by management. In determining these amounts, management interprets tax legislation in a variety of jurisdictions and makes estimates of the expected timing of the reversal of deferred tax assets and liabilities and the deferral and deductibility of certain items. Management also makes estimates of future earnings, which affect the extent to which potential future tax benefits may be used. The Company is subject to assessments by various taxation authorities, which may interpret legislation differently. These differences may affect the final amount or the timing of the payment of taxes. The Company provides for such differences where known based on management's best estimate of the probable outcome of these matters.

Useful life of intangible assets

The Company's definite life intangible assets are amortized on a straight-line basis and calculated using the estimated useful life and residual values of the assets. Changes to these estimates may affect the carrying value of intangible assets, net loss and comprehensive loss.

Investments in private entities

The Company's long-term investments in private entities are carried at fair value through profit or loss and have been classified as level 3 within the fair value hierarchy. There is no observable market data available to determine the fair value therefore management is required to make judgments and estimates to determine the fair value of the financial instruments. Management uses various techniques to estimate the fair value of the assets including implied valuations on subsequent equity raises or sales, if available, changes in the financial results of the operations of the entities, and other market approaches, where applicable. In the prior year, the Company wrote down the value of its investments in private entities to $nil.

Impairment of non-financial assets

The Company evaluates each asset or cash generating unit every reporting period to determine whether there are any indications of impairment. If any such indication exists, which is often judgmental, a formal estimate of the recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. In the case of goodwill, an impairment test is performed on an annual basis regardless of whether there are any indicators of impairment. The recoverable amount of an asset or cash generating group of assets is measured at the higher of fair value less costs to sell and value in use. The evaluation of asset carrying values for indications of impairment includes consideration of both external and internal sources of information.

The fair value of the cash-generating units has been determined using a discounted cash flow valuation approach based on internal estimates of the cash-generating unit's future cash flows. Key assumptions made in the forecasts include Coinmama's ability to achieve growth, the Company's ability to obtain approval to operate as a qualified custodian, the Company's ability to successfully launch its upgraded Tradewind ledger, the number of users/customers acquired, the timing of revenue-generating activities, expected revenue per customer, and total expenditures required to carry out business plans. Changes in the key assumptions could have a material effect on the recoverable amount of goodwill and other non-financial assets. The determination of the fair value less cost of disposal of the cash-generating units are sensitive to various factors, including revenue growth rates, EBITDA margin percentage and discount rates.

During the year, the Company recognized write-offs for the remaining balances of its intangible assets and goodwill in all three cash generating units (Coinmama, Tradewind, Brane Trust).

Revenue recognition

In determining the amount of revenue from contracts with customers, the Company exercises judgment in determining whether it is a principal or an agent in the arrangement. For revenue derived from the sale of cryptocurrencies, this includes the evaluation of whether the Company is subject to the risks and benefits during the period the cryptocurrencies are under the control of the Company.

Share-based payments

Share-based payments with employees and directors are measured at the fair value of the equity instruments at the date at which they are granted. Share-based payments with non-employees/directors require measurement of the fair value of the services or goods received. Estimating the fair value of share-based payments requires the determination of the most appropriate valuation model taking into account the terms and conditions upon which those equity instruments were granted. Share options are valued using the Black-Scholes valuation model, which requires estimates of the share price volatility rate, risk-free rate, dividend yield, and expected life of the option.

Convertible debentures, at option of the Company

The convertible debentures, with conversion options exercisable at the discretion of the Company, are measured at fair value through profit or loss. The fair value is determined using a Monte Carlo simulation, modelling the potential price movements of the Company's stock over the term of the debentures. Key inputs used in the fair value calculation include share-price volatility, which reflects expected fluctuations in the Company's share price, the risk-free interest rate based on government bond yields with similar maturity terms, and the cost of similar debt, representing the interest rate for comparable non-convertible debt instruments. The value at maturity was discounted using a relevant discount rate to arrive at the fair value of the debentures.

Financial Instruments and Other Instruments

The Company is exposed, in varying degrees, to a variety of financial instruments related risks. The fair value of the Company's financial instruments, including cash and cash equivalents, receivables, and accounts payable and accrued liabilities approximates their carrying value due to their short-term nature. Convertible debentures, convertible at the option of the Company have been classified as level 3 within the fair value hierarchy. The loans in cryptocurrency are classified as level 2 within the fair value hierarchy and are measured using the market price of the relevant cryptocurrencies. There have been no changes in levels during the period.

In determining fair value, the Company classifies the fair value of these transactions according to the following hierarchy:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

Level 3 - Unobservable inputs for the asset or liability (unobservable inputs reflect management’s assumptions on how market participants would price the asset or liability based on the information available).

The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company’s primary exposure to credit risk is on its receivables. The Company works with only a select few reputable providers and customers to mitigate the risk of potential defaults.

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 this risk mainly with respect to its accounts payable and accrued liabilities, loans in cryptocurrency, convertible debentures, and non-convertible debenture. The Company manages this risk by managing its working capital and monitoring its ongoing operating requirements. The Company's continuation as a going concern is dependent upon its ability to raise capital from new equity or debt, the successful development and marketing of its financial services offerings, and attaining profitable operations in the future. The Company's contractual undiscounted obligations are as follows:

	Carrying amount	Contractual cash flows	Less than 1 year	1-2 years
Accounts payable and accrued liabilities	11,406,459	11,406,459	11,406,459	-
Loans in cryptocurrency	3,686,252	3,686,252	3,686,252	-
Convertible debentures	9,131,782	9,750,000	9,750,000	-
Non-convertible debentures	2,353,497	2,708,398	2,708,398	-

The loans in cryptocurrency are expected to be settled in their native cryptocurrency. Convertible debentures include non-discounted liabilities totalling $9,750,000, which the Company holds the discretion to settle through the issuance of common shares.

Foreign currency risk

Currency risk relates to the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign exchange rates.

Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities. The Company maintains bank accounts in various currencies in order to effect transactions in these foreign currencies. The Company operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US dollars, Euros and Israeli new shekels. Substantially all of the Company's revenue is earned in currencies other than the Canadian dollar.

The fluctuation of these currencies in relation to the Canadian dollar will consequently impact the profitability of the Company and may also affect the value of the Company's assets and liabilities and the amount of shareholders' equity. The Company's significant currency exposure as stated in Canadian dollars is as follows:

June 30, 2025	**USD**	**EUR**	**ILS**	**Other**	**Total**
Cash and cash equivalents	74,672	3,742	14,729	-	93,143
Receivables	92,153	593	17,395	-	110,141
Accounts payable and accrued liabilities	(2,752,084)	(285,752)	(2,366,746)	(20,863)	(5,425,445)
Non-convertible debenture	(2,353,497)	-	-	-	(2,353,497)
Net financial position exposure	(4,938,756)	(281,417)	(2,334,622)	(20,863)	(7,575,658)

A 10% strengthening of the above currencies against the Canadian dollar would have affected the measurement of financial instruments as denominated in a foreign currency and affected equity and profit and loss by the following amounts:

	USD	**EUR**	**ILS**	**Other**	**Total**
Increase (decrease) on equity and profit or loss	(493,876)	(28,142)	(233,462)	(2,086)	(757,566)

A 10% weakening of the above foreign currencies against the Canadian dollar would have an equal but opposite effect.

Interest rate risk

Interest rate risk is the risk that a financial instrument's fair value or future cash flows will fluctuate because of changes in market rates. The Company is exposed to interest rate risk on its convertible debentures and non-convertible debentures. The Company's interest-bearing debt instruments have fixed interest rates, therefore the Company is not exposed to fluctuations in its future cash flows related to these instruments.

Price risk

Price risk is the risk that 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 issuer or by factors affecting all similar financial instruments traded in the market. The Company is exposed to price risk on its investments in Bosonic and Verif-y and the loans in cryptocurrency. The Company manages the price risk of its investments by making strategic business investments in accordance with the Company's investment guidelines. The Company's significant exposure on its assets and liabilities denominated in cryptocurrencies as stated in Canadian dollars is as follows:

June 30, 2025	BTC	ETH	Total
Cryptocurrency held for operating activities	24,851	-	24,851
Accounts payable and accrued liabilities	(592,601)	-	(592,601)
Loan in cryptocurrency	(3,649,249)	(37,003)	(3,686,252)
Net financial position exposure	(4,216,999)	(37,003)	(4,254,002)

A 10% strengthening of the above cryptocurrencies against the Canadian dollar would have affected the measurement of assets and liabilities denominated in a cryptocurrency and affected equity and profit and loss by the following amounts:

	BTC	ETH	Total
Increase (decrease) on equity and profit or loss	(421,700)	(3,700)	(425,400)

A 10% weakening of the above cryptocurrencies against the Canadian dollar would have an equal but opposite effect.

Outstanding Share Data

As of the date of this MD&A, the Company's authorized share capital consists of an unlimited number of common and preferred shares. The Company had the following securities outstanding as at January 28, 2026:

Type	Outstanding
Common shares	207,431,270
Warrants	33,849,206
Restricted share units	5,035,809
	246,316,285

Additional Information

Additional information relating to the Company, including the Financial Statements, is available on SEDAR at www.sedarplus.ca.

Forward-Looking Statements

Examples of forward-looking statements in this MD&A include, but are not limited to, statements in respect of: the Company's business objectives; the Company's revenues, operating costs and tariffs, taxes and fees; the Company's long-term growth and development plans; the decentralized finance and blockchain sectors in general; the Company's ability to develop various financially-viable decentralized finance software applications; the sufficiency of the Company's cash and cash generated from operations to meet its working capital and capital expenditure requirements; the ability of the Company to raise funds in the future; the impact of fluctuation of currencies in relation to the Canadian dollar on the profitability of the Company and the value of the Company's assets, liabilities, and the amount of shareholders' equity; the effect of a 10% fluctuation in foreign currencies and cryptocurrencies against the Canadian dollar on the Company; the Company's continued efforts to reduce its cost structure and improve operating cash flow; the reorganization resulting in improved efficiency in the Coinmama business; the Company's ability to integrate its proprietary decentralized financial services to support real-world-asset use cases; the Company's ability to create a robust environment to secure digitized gold; the creation of new revenue streams from the sale of tokenized gold and fees collected on smart contracts; the existence of the market for yield on gold; the launch of the Company's financial decentralized suite of solutions in the future; the expected timing of the reversal of deferred tax assets and liabilities and the deferral and deductibility of certain items; future earnings; the cash generating units' future cash flows; the share price volatility rate, risk-free rate, dividend yield, and expected life of the option; the fair value of the identifiable assets acquired and liabilities assumed; the number of users acquired, the timing of revenue generating activities; the expected revenue per user; total expenditures required to carry out business plans; and the effect that each risk factor will have on the company.

The Company cautions readers that the foregoing list may not contain all of the forward-looking statements made in this document. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to differ materially from those expressed in, or implied by, these forward- looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what benefits the Company will derive therefrom. These forward-looking statements involve risks and uncertainties relating to, among others: market price and demand of cryptocurrency; continued availability of capital financing and general economic, market or business conditions; the Company's ability to execute its business plans; changes in laws, regulations and guidelines including taxes and fees; changes in government and government policy; increased competition in the cryptocurrency market; the limited operating history of the Company; the Company's reliance on key persons; the failure of counterparties to perform contractual obligations; the difficulty in securing additional financing; results of litigation; performance of the Company's products; changes in the Company's over-all business strategy; and the Company's assumptions stated herein being correct. Readers are cautioned that the foregoing list of factors is not exhaustive. When relying upon our forward-looking statements to make decisions with respect to the Company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. All subsequent forward-looking statements, whether written or oral, attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. Furthermore, the forward-looking statements contained in this document are made as at the date of this document and Wellfield does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.