Introduction

This management's discussion and analysis ("MD&A"), which is current to May 30, 2025, is management's assessment of the operations and the financial results of Tripsitter Clinic Ltd. (the "Company"). This MD&A should be read in conjunction with the Company's consolidated financial statements and related notes for the year ended January 31, 2025 and 2024, prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are in Canadian dollars unless stated otherwise.

This discussion contains forward-looking statements that are historical in nature and involves risks and uncertainties. Forward-looking statements are not a guarantee as to the Company's future results as there are inherent difficulties in predicting future results. This MD&A includes but is not limited to, forward-looking statements. Management considers the assumptions on which these forward-looking statements are based to be reasonable at the time the statements were prepared. Accordingly, actual results could differ materially from those expressed or implied in the forward-looking statements.

Caution Note Regarding Forward-Looking Statements

Certain statements contained in this MD&A and in certain documents incorporated by reference in this MD&A contain "forward-looking information" for the purposes of applicable Canadian securities laws (the "forward-looking statements"). All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements, including those risk factors identified below in the section "Risk Factors. The forward-looking statements in this MD&A speak only as of the date of this MD&A unless an alternative date is specified in such statement. Certain forward-looking statements contained in this MD&A relate to the Company's ability to continue its business activities and to execute its business plan as currently anticipated. These forward look-statements as well as the other forward-looking statements contained herein are based upon certain material assumptions, including the Company's expectation that its costs will remain consistent with the costs currently anticipated and that financing through equity raises, debt financing, or a combination thereof will continue to be available to the Company and on terms anticipated and reasonably acceptable to the Company. The risk factors identified in the "Risk Factors" section below may cause such assumptions and/or the forward-looking statements to be untrue.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company's ability to predict or control. Please see the "Risk Factors" section included in this MD&A. Readers are cautioned that 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.

The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

Tripsitter Clinic Ltd. (the "Company"), formerly 1284684 B.C. LTD ("BCCO"), was incorporated under the Business Corporations Act (British Columbia) ("BCBCA") on January 19, 2021, its head and registered office is located at 2200 - 885 West Georgia Street Vancouver, BC V6C 3E8 CA.

Since incorporation until the closing of the Amalgamation (defined below), the Company did not carry on any active business. The principal business of the Company was to identify and evaluate businesses and assets with a view to completing a going public transaction and having identified and evaluated such opportunities, to negotiate an acquisition or participation subject to acceptance by the Canadian Securities Exchange (the "CSE").

The Company completed a three-cornered amalgamation pursuant to the provisions of the Ontario Business Corporations Act ("OBCA"), whereby 2821573 Ontario Inc. ("2821573"), a wholly-owned subsidiary of the Company, and Tripsitter Clinic Corp. ("Tripsitter") on November 4, 2021 (the "Closing"), with Tripsitter ("Amalco") surviving as a wholly-owned subsidiary of the Company (the "Amalgamation").

Prior to the Closing, the Company did not have any business operations or assets other than cash and other receivables and did not have written or oral agreements in principle for the acquisition of an asset or business other than the Amalgamation agreement.

Tripsitter was incorporated on October 14, 2020, pursuant to the OBCA. Tripsitter provides online medical services through its mobile-first web app that acts as a virtual clinic, helping people seeking mental health treatment that includes legal psychedelic medicine connect with licensed medical practitioners, to help guide them safely through their healing process. Substantially all of Tripsitter's efforts are devoted to building its web app, attracting licensed medical practitioners to its platform, and creating awareness about the Company's services to potential patients. The Tripsitter's head office is located at 2200 - 885 West Georgia Street Vancouver, BC V6C 3E8, Canada.

Tripsitter had one wholly owned subsidiary, Tripsitter Corp, a corporation formed under Chapter 78 of Nevada Revised Statutes on February 24, 2021, in the State of Nevada under the name "Tripsitter Corp." Tripsitter Corp.'s head office and registered office are located at 321 W. Winnie Lane #104, Carson City, Nevada 89703, USA. Tripsitter Corp was dissolved on September 27, 2023. Tripsitter is currently undertaking steps to re-establish its presence in Nevada to continue its operations.

Operations

On July 14, 2021, Tripsitter initiated a soft launch of its Services in the State of California and is currently providing services in 23 states which is almost half of the United States. These states include Arizona, California, Colorado, Florida, Georgia, Illinois, Iowa, Kentucky, Maine, Michigan, Minnesota, Mississippi, Montana, Nebraska, New Hampshire, North Dakota, Oklahoma, Tennessee, Vermont, Washington, West Virginia, Wisconsin, and Wyoming.

Key Developments during the Period

App Enhancements:

During the period, the Company prioritized improvements to its application to enhance user experience and functionality. These upgrades were designed to provide a more seamless, intuitive platform for both patients and healthcare providers.

Strategic Expansion:
The Company continues to pursue strategic partnerships aimed at expanding service availability into additional U.S. states. These efforts support the Company's broader growth objectives by increasing access to its mental health services across a wider geographic footprint.

Efficient Marketing Initiatives:
To support business growth, the Company is implementing cost-effective marketing strategies, including targeted digital campaigns, social media outreach, and strategic collaborations. These initiatives are focused on increasing brand visibility and patient acquisition while maintaining cost discipline.

Collectively, these actions demonstrate the Company's ongoing commitment to enhancing its platform, broadening market reach, and driving sustainable growth.

Promissory Notes:
On April 21, 2023, May 29, 2023, June 28, 2023, December 4, 2023, January 26, 2024, May 20, 2024, June 13, 2024 & June 14, 2024 & Jan 20, 2025, the Company issued promissory notes to Cabazon Capital Ltd which is controlled by individual who owns greater than 10% of the Company's Shares, in the amounts of $50,000, $50,400, $19,881, $10,000, $9,584, $19,775, $20,917, $10,000 and $4,174 respectively. Such notes are repayable within 30 days of the lender providing the Company with written notice of demand with interest payable on the unpaid principal at the rate of 12 percent per annum. As such, the promissory notes have been classified as a current liability in the consolidated statements of financial position.

Trends

Management actively monitors economic conditions and assesses their potential impact on the Company's operations. These insights inform both short-term planning and long-term strategic initiatives. While the Company did not experience growth during the Period, management is focused on developing and executing strategies aimed at positioning the business for future expansion, supported by favorable trends in the online medical services sector.

In parallel with growth initiatives, management continually evaluates risk factors that may affect the Company's performance. These risks are outlined in detail under the "Risk Factors" section. Management remains vigilant in monitoring for new developments, commitments, or uncertainties that could materially influence the Company's business, financial condition, or operating results. At present, other than the risks disclosed, no additional significant concerns have been identified.

This disciplined and forward-looking approach allows the Company to remain agile in a dynamic economic environment, enabling it to manage risks effectively while pursuing long-term opportunities. For further information, please refer to the "Risk Factors" section below.

Financial summary for the year ended January 31, 2025, and January 31, 2024

Selected audited annual information for the year ended January 31, 2025, and for the year ended January 31, 2024, all reported under IFRS, are as follows:

	January 31, 2025	January 31, 2024
Revenue	$ -	$ 13,975
Expenses	9,606	318,838
Net loss and comprehensive loss for the year	(19,629)	(294,842)
Basic and diluted loss per share	(0.00)	(0.05)
Total assets	1,196	2,825
Shareholders' deficit	$ (747,369)	$ (727,740)

Discussion of operations for the twelve months ended January 31, 2025 and 2024

The following table provides selected financial information that should be read in conjunction with the consolidated financial statements of the Company for the year ended January 31, 2025, and 2024:

	For the three months ended January 31, 2025	For the three months ended January 31, 2024	For the year ended January 31, 2025	For the year ended January 31, 2024
REVENUE				
Revenue	$ -	$ (8,196)	$ -	$ 13,975
EXPENSES				
Consultants	$ 9,000	$ 9,000	$ 36,000	$ 36,000
Professional fees	47,249	136,099	51,606	197,429
Office & general	14,321	29,591	54,053	65,981
Marketing & advertising	-	3	-	4,255
Heath care providers	-	(8,204)	-	2,022
Software development	-	2	-	3,101
Share based compensation	-	3,656	-	16,656
Shareholder communications	-	-	-	37,015
Salaries & wages	-	(324)	-	-
Foreign exchange gain	11,340	-	11,340	(181)
Loss on fair value adjustment	(7,869)	2,450	(7,869)	2,450
Gain on debt settlement	(135,524)	(31)	(135,524)	(45,890)
Total expenses	**(61,483)**	172,242	**9,606**	318,838
Net profit/ (loss)	**$ 61,483**	$ (180,438)	**$ (9,606)**	$ (304,863)

Comparison of the three months ended January 31, 2025 to the three months ended January 31, 2024.

During the three-month period ended January 31, 2025 (the "Period"), the Company made a profit of $61,483 compared to a loss of $180,438 for the three months ended January 31, 2024, a gain of $241,921. The major variances are summarized as follows:

- Professional fees totaled $47,249 for the Period, compared to $136,099 in 2024 for the same Period, representing a decrease of $88,850. The prior year's amount included higher legal costs, while the current period reflects the Company's disciplined cost management as it focuses on driving revenue growth.
- Office and general expenses totaled $14,321 for the Period, compared to $29,591 in 2024, representing a decrease of $15,270. The reduction reflects the Company's ongoing efforts to streamline operations and reduce discretionary spending.
- Marketing & advertising expenses of $3 in the Period (2023 - $174,227), a reduction of $174,224 as the Company is establishing the low cost marketing strategies.
- Gain on debt settlement was $135,521 for the Period, compared to $31 in 2024. The significant increase is primarily due to successful negotiations with creditors resulting in the forgiveness of a portion of historical debt.

Cash Flow

As at January 31, 2025, the Company had a cash balance of $1,196, compared to $2,825 as at January 31, 2024. The decrease in cash is primarily attributable to increased operating expenditures, as the Company invested in marketing initiatives and the continued development and enhancement of its mobile application and website to improve patient engagement and service delivery.

Liquidity & Capital Resources

Since inception, the Company has financed its operations primarily through the issuance of equity securities. To date, it has raised $895,546 through non-brokered private placements of common shares and $2,296,522 in connection with the Amalgamation. Additionally, the Company has secured $339,615 through the issuance of promissory notes.

The Company's principal capital requirements include expenditures for marketing, staffing, professional fees, and general operating costs. The Company has incurred cumulative operating losses and experienced negative cash flows since incorporation, and it will require ongoing financing to sustain operations until revenue growth supports positive cash flow from operations.

Given that the Company has not yet achieved profitability or commercial-scale revenues, material uncertainty exists regarding its ability to continue as a going concern. There is no assurance that additional financing will be available when required or that such financing will be on terms favourable to the Company, if at all.

As at January 31, 2025, the Company's total assets were $1,196, and total liabilities were $748,565. While current resources are limited, the Company continues to manage its obligations with a focus on maintaining liquidity and seeking additional funding as needed.

The table below sets out the Company's cash, restricted cash and working capital as at January 31, 2025 and January 31, 2024:

	January 31, 2025	**January 31, 2024**
Cash	$ 1,196	$ 2,825
Restricted cash	-	-
Current assets	1,196	2,825
Current liabilities	748,565	730,565
Working capital	**$ (747,369)**	**$ (727,740)**

The Company had $nil of restricted cash as at January 31, 2025 and January 31, 2024. The Company's cash consists of amounts held in trust and at Schedule I banks in Canada.

As at January 31, 2025, the Company had a working capital deficit of $747,369 compared to a working capital deficit of $727,740 as at January 31, 2024. Working capital includes current assets less current liabilities on the Company's consolidated statements of financial position. During the year ended January 31, 2025, the decline in working capital was due to the cash used in operating activities of $46,516. The Company's working capital position as at January 31, 2024 was primarily due to cash raised through financing and investing activities in prior years.

The table below sets forth the cash flows for the year ended January 31, 2025 and January 31, 2024:

	January 31, 2025	**January 31, 2024**
Cash (used in)		
Operating activities	$ (46,516)	$ (201,589)
Investing activities	-	-
Financing activities	54,910	139,545
Effect of foreign currency translation	(10,023)	10,021
Decrease in cash	**$ (1,629)**	**$ (52,023)**

As of the date of this report, the Company has no commitments for capital expenditures and does not face any liquidity risks related to its financial instruments. The Company is not in default or arrears on any of its financial obligations, and there is no material risk of default foreseeable at this time.

Nevertheless, the Company remains subject to potential adverse impacts from uncertain market conditions and unfavorable operational results. Risks may arise from the entrance of new competitors, changes in healthcare regulations, or delays in achieving expected revenue growth. Should these risks materialize, the Company may require additional financing through the issuance of equity or debt securities to maintain operations.

For further information, refer to the sections titled "Risk Factors" below and "Cautionary Note Regarding Forward-Looking Statements" above.

Disclosure of Outstanding Share Data

As at January 31, 2025, the Company had 6,658,174 common shares issued and outstanding (unlimited authorized), 273,600 options outstanding to acquire Shares all of which have vested, and 200,000 warrants or other dilutive instruments outstanding.

A summary of the Company's outstanding stock options at January 31, 2025 is presented below:

Expiry Date	Weighted Average Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested as at January 31, 2025	Number of Options Unvested
February 28, 2026	1.33	148,600	148,600	-
April 18, 2028	3.47	125,000	125,000	-
Balance, January 31, 2024	**2.31**	**273,600**	**273,600**	**-**

A summary of the Company's warrants at January 31, 2025 is presented below:

Expiration date	Number of Warrants	Exercise Price $	Remaining life (years)
February 28, 2026	100,000	3.34	1.08
February 28, 2026	100,000	1.34	1.08
Balance/weighted average	**400,000**	**2.34**	**1.08**

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that have had, or are reasonably likely to have, a current or future material effect on its financial condition, results of operations, liquidity, or capital resources.

Commitments and Contingencies

The Company is a party to legal proceedings and other claims in the ordinary course of its operations. Litigation and other claims are subject to many uncertainties and the outcome of individual matters is not predictable. Where management can estimate that there is a loss probable, a provision has been recorded in its consolidated financial statements, where proceedings are at a premature stage or the ultimate outcome is not determinable, then no provision is recorded.

On June 1, 2022, the Company was named in a legal claim by an alleged investor (the "Plaintiff"), who asserted that they subscribed to 30,000 common shares and 30,000 warrants (150,000 each on a pre-consolidation basis as of August 30, 2023) through a third-party broker, in exchange for $750. The Plaintiff claimed their share purchase agreement was subsequently cancelled without a refund of the subscription amount. The Company considered the claim to be without merit and defended the matter accordingly. The lawsuit has since been settled with no cost or financial impact to the Company.

On April 18, 2023, the Company was named in a legal claim by a former consultant, who alleged that the Company owed $38,280 for services purportedly rendered following the termination of their consulting agreement on January 31, 2023. The Company strongly disputed the claim, asserting it was without merit, and defended the matter accordingly. The lawsuit was subsequently dismissed. Although the consultant filed an appeal, the appeal was also dismissed by the court, with no cost or financial impact to the Company.

Given the early stages of the above litigations, it is impossible for the Company to estimate the probability that an outflow of economic resources will occur, and the amount of the outflow relating to this legal matter. As such, no provision has been made for the claim in the consolidated statement of financial position as at January 31, 2025.

Subsequent Events

The following events occurred subsequent to January 31, 2025:

Promissory Notes Payable
On February 24, 2025, and May 29, 2025 the Company entered in a promissory note with a related party for principal amounts totaling $26,402 and $16,380 respectively, repayable within 30 days of the lender providing the Company with written notice of demand with interest payable on the unpaid principal at the rate of 12 percent per annum. The promissory note are secured against all intellectual property of the Company.

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. In addition to the risks identified therein, additional risks not presently known to the Company may arise from to time and may cause a material adverse effect on the Company and any investment in the Company. Investors are cautioned not to rely upon any forward-looking statements in this MD&A as such statements are subject to known and unknown risks.

Demand
The ultimate profitability of any service depends upon its audience appeal in relation to the cost of providing the service. The audience appeal of a given product depends, among other things, on unpredictable critical reviews and changing public tastes and such appeal cannot be anticipated with certainty. If certain segments of the potential customer base do not like, are not willing to pay for, or otherwise disapprove of its Services, Tripsitter's business may fail.

The market for Tripsitter's Services is limited in scope and there is no assurance that its business will generate market acceptance and result in sales. Tripsitter has developed its Services with limited market research and there is no assurance that Tripsitter will be able to respond to the rapidly evolving markets in the online medical services industry. The inability to sell its Services would result in a material adverse effect on Tripsitter.

Sales Risk
Tripsitter's business success is completely dependent on its ability to develop products and secure direct and indirect distribution channels. Revenues derived therefrom represent vital funds for its continued operations. The loss or damage of any of its business relationships and or associated revenues would have a material adverse effect on Tripsitter.

U.S. Related Risk Factors
Tripsitter is involved in the online mental health sector that includes the provision of on-line medical services through its mobile-first webapp that acts as a virtual clinic, helping people seeking mental health treatment that includes legal psychedelic medicine connect with licensed medical practitioners. Management believes that, at present, there are no laws, federal or state, preventing the provision of its Services. However, federal and/or state laws could change at any time and such change(s) could render Tripsitter's Services unsaleable in the U.S. Tripsitter expects the majority of its near-term sales revenue to be derived from the U.S. market.

Limited Operating History and Uncertainty of Future Revenues
Tripsitter has a limited operating history and, accordingly, potential investors will have a limited basis on which to evaluate its ability to achieve its business objectives. The future success of Tripsitter is dependent on management's ability to implement its strategy. Whilst management is optimistic about Tripsitter's prospects, there is no certainty that anticipated outcomes and sustainable revenue streams will be achieved and there is no certainty that Tripsitter will successfully market its Services. Tripsitter faces risks frequently encountered by early-stage companies. In particular, its future growth and prospects will depend on its ability to expand its operation and gain additional revenue streams while at the same time maintaining effective cost controls. Any failure to expand is likely to have a material adverse effect on Tripsitter's business, financial condition, and results.

Competition
Tripsitter will be competing with the with other service providers and other services and competition in the mental health sector. Tripsitter may not be able to compete successfully against its existing and future competitors and competition could have a material adverse effect on its business, results of operations and financial condition. Potential competitors may develop superior services that achieve greater market acceptance than that of Tripsitter. Accordingly, failure of Tripsitter's marketing efforts may have a material adverse effect on Tripsitter.

Dependence on Key Executives
The performance of Tripsitter will depend heavily on its ability to retain the services of management and to recruit, motivate and retain further suitably skilled personnel. The loss of the services of key individuals may have an adverse effect on the business, operations, customer relationships and results of Tripsitter.

History of Net Losses
Tripsitter is a newly incorporated company and has incurred losses since incorporation. Tripsitter may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, Tripsitter expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If Tripsitter's revenues do not increase to offset these expected increases in costs and operating expenses, Tripsitter will not be profitable.

Further Funding Requirements
In order to execute the anticipated growth strategy, Tripsitter may require some additional equity and/or debt financing to support ongoing operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to Tripsitter when needed or on terms which are acceptable. Tripsitter's inability to raise financing to support ongoing operations or to fund capital expenditures or acquisitions could limit Tripsitter's growth and may have a material adverse effect upon future profitability. Tripsitter may require additional financing to fund its operations to the point where it is generating positive cash flows.

If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences, and privileges superior to those of holders of Tripsitter Shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for Tripsitter to obtain additional capital and to pursue business opportunities, including potential acquisitions.

Liability Insurance
Tripsitter faces the risk of claims, regulatory action, and litigation if its Services are alleged to have caused loss or injury. A claim or regulatory action against Tripsitter could result in increased costs, could adversely affect Tripsitter's reputation with its clients and consumers generally, and could have a material adverse effect on the results of operations and financial condition of Tripsitter. There can be no assurances that Tripsitter will be able to obtain or maintain liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential liability claims could result in a material adverse effect to Tripsitter.

Other Insurance and Uninsured Risks
Although Tripsitter intends to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance may not cover all the potential risks associated with its operations. Tripsitter may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards encountered in the operations of Tripsitter is not generally available on acceptable terms. Tripsitter might also become subject to liability for pollution or other hazards which may not be insured against or which Tripsitter may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Tripsitter to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Management of Growth
Tripsitter may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of Tripsitter 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 Tripsitter to deal with this growth may have a material adverse effect on Tripsitter's business, financial condition, results of operations and prospects.

Conflicts of Interest
Certain of the directors and officers of Tripsitter are also directors and officers of other companies or are engaged and will continue to be engaged in activities that may put them in conflict with the business strategy of Tripsitter. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. All decisions to be made by such directors and officers involving Tripsitter are required to be made in accordance with their duties and obligations to act honestly and in good faith with a view to the best interests of Tripsitter. In addition, such directors and officers are required to declare their interests in, and such directors are required to refrain from voting on, any matter in which they may have a material conflict of interest.

Unfavourable Publicity or Consumer Perception
Tripsitter believes the online mental health services industry, that includes the prescription legal psychedelic medicine by licensed medical practitioners (the "Industry"), is highly dependent upon consumer perception regarding the safety, efficacy and quality of legal psychedelic medicine prescribed to such consumers. Consumer perception of Tripsitter's Services can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the Services. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the industry or any particular service, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for Tripsitter's Services and the business, results of operations, financial condition, and cash flows of Tripsitter. Tripsitter's dependence upon consumer perceptions means that

adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on Tripsitter, the demand for Tripsitter's Services, and the business, results of operations, financial condition, and cash flows of Tripsitter. Further, adverse publicity reports or other media attention regarding the safety, efficacy, and quality of legal psychedelic medicine prescribed to treat mental health issues in general, or Tripsitter's Services specifically, or associating the use of legally prescribed psychedelic medicine to treat mental health issues with illness or other negative effects or events, could have a material adverse effect on the Company. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such services resulted from consumers' failure to utilize such products or services appropriately or as directed.

Difficulty to Forecast
Tripsitter must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industry. A failure in the demand for its Services to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of Tripsitter.

Need to Attract and Retain Qualified Personnel
Tripsitter's success depends to a significant extent on its ability to identify, attract, hire, train and retain qualified personnel including licensed medical practitioners and tripsitters. Competition for such personnel may be intense and there can be no assurance that Tripsitter will be successful in identifying, attracting, hiring, and retaining such personnel in the future. If Tripsitter is unable to identify, attract, hire, and retain qualified personnel in the future, such inability could have a material adverse effect on its business, operating results, and financial condition.

Litigation
Tripsitter may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which Tripsitter becomes involved be determined against Tripsitter such a decision could adversely affect Tripsitter's ability to continue operating and could use significant resources. Even if Tripsitter is involved in litigation and wins, litigation can redirect significant resources that could have a material adverse impact on day-to-day operations of the business.

Currency Risk
Currency fluctuations may affect the cash flow which Tripsitter may realize from its operations, since the majority of its early sales are expected to occur in foreign currencies whereas Tripsitter's costs are in both United States and Canadian dollars.

Dividends
Tripsitter has no profit or dividend record and does not anticipate paying any dividends on Tripsitter Shares in the foreseeable future. Dividends paid by Tripsitter would be subject to tax and, potentially, withholdings.

Limited Market for Securities
As at the date hereof Tripsitter is not listed on a recognized exchange and there is no market for the Company's securities. If Tripsitter is listed on a recognized exchange in the future, there can be no assurance that an active and liquid market for Tripsitter Shares will develop or be maintained, and an investor may find it difficult to resell any securities of Tripsitter.