

SYNTHEIA CORP.

Management's Discussion and Analysis

For the three and six-month periods ended March 31, 2026 and 2025



This Management's Discussion and Analysis ("MD&A") of financial results is dated June 1, 2026 and reviews the business of Syntheia Corp., formerly Veta Resources Inc. (the "Company"), for the three and six-month periods ended March 31, 2026 and 2025, and should be read in conjunction with the accompanying interim condensed financial statements for the three and six-month periods ended March 31, 2026 and 2025 and the audited annual financial statements and related notes for the years ended September 30, 2025 and 2024.

Forward looking information

Some statements contained in this MD&A constitute forward-looking statements including, without limitation, anticipated developments in the Company's operations in future periods and other events or conditions that may occur in the future. These statements relate to future events or the Company's future performance and are inherently uncertain and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those mentioned herein under heading "RISKS AND UNCERTAINTIES". Management believes that the expectations reflected in those statements are reasonable, but no assurance can be given that these expectations will prove to be correct. It is recommended not to place undue reliance on forward looking statements as the plans, intentions or expectations upon which they are based might not occur.

Although management believes that the expectations represented by such forward-looking statements are reasonable, there is significant risk that the forward-looking statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Forward-looking statements in this MD&A include, but are not limited to:

1. Statements concerning the Company's primary business activities,
2. The Company's intention to seek and acquire products and assets to create shareholder value,
3. The Company's intention to raise additional financing to pursue its activities.

The Company does not undertake to update any forward-looking information provided in this MD&A, except as, and to the extent required by, applicable securities laws. The Company reviews its forward-looking statements on an ongoing basis and updates this information when circumstances require it.

DESCRIPTION OF THE COMPANY

Syntheia Corp. (the "Company" or "Syntheia"), formerly Veta Resources Inc. up to the completion of the Amalgamation, as defined below, was incorporated on August 18, 2006 under the Canada Business Corporations Act. The registered office of the Company is located at 217 Queen Street West, suite 401, Toronto, ON, M5V 0R2.

The Company is an early-stage AI business, dedicated to offering automated solutions across a range of industries through its use of AI technologies. Since October 1st, 2025, the Company also operates call centers located in Canada.

Private placement, Amalgamation and reverse takeover

On June 27, 2024, Metaworld Corporation entered into a letter of agreement with Veta Resources Inc., providing for the acquisition by Veta Resources Inc. of all of the issued and outstanding securities of Metaworld Corporation in exchange for securities of Veta Resources Inc. The Transaction was carried out by way of a three-corner amalgamation under the laws of the Province of Ontario pursuant to the terms of an amalgamation agreement dated September 24, 2024 among the Company, Metaworld Corporation and 1000994508 Ontario Inc. (“Subco”), a wholly owned subsidiary of the Company. Metaworld Corporation and Subco amalgamated pursuant to the provisions of the *Business Corporations Act* (Ontario) and the resulting entity from the amalgamation has become a wholly-owned subsidiary of the Company known as Syntheia Ltd. As a condition to the closing of the Transaction, on September 19, 2024 the Company changed its name from Veta Resources Inc. to Syntheia Corp. and consolidated its common shares on a 2.017753 to one basis. On November 18, 2024, Syntheia Corp. and Syntheia Ltd. completed a final amalgamation resulting in a single entity, Syntheia Corp.

On October 2, 2024, the Company began trading on the Canadian Securities Exchange under the symbol “SYAI”.

In connection with the Amalgamation, the following transactions occurred:

- On May 16, 2024 and on September 16, 2024, Metaworld Corporation completed two tranches of the Concurrent Financing through the issuance of a total of 11,180,533 Subscription Receipts at a price of \$0.35 per Subscription Receipt for aggregate gross proceeds of \$3,913,187. Each subscription receipt was exchangeable for one common share and one warrant of Metaworld Corporation and ultimately entitled the holder thereof to one common share and one warrant of Syntheia Corp., upon completion of the Amalgamation.
- The holders of Metaworld Corporation’s common shares (including those investors in the Subscription Receipts financing) received one common share of Syntheia Corp., in exchange for each outstanding common share of Metaworld Corporation. Following the share exchange, there were 77,933,632 issued and outstanding common shares of Syntheia Corp. of which the common shareholders of the former Metaworld Corporation controlled a majority.

For accounting purposes, it has been determined that Veta Resources Inc. was the accounting acquiree and Metaworld Corporation was the accounting acquirer as the shareholders of the former Metaworld Corporation now control Syntheia Corp., based upon the guidance in IFRS 3, *Business Combinations*, to identify the accounting acquirer. Since Metaworld Corporation is considered the accounting acquirer, these financial statements are prepared as a continuation of the financial statements of Metaworld Corporation.

Going Concern

In the preparation of these interim condensed financial statements, the Company's management is required to identify when events or conditions indicate that significant doubt may exist about the Company's ability to continue as a going concern. Significant doubt about the Company's ability to continue as a going concern would exist when relevant conditions and events indicate that the Company will not be able to meet its obligations as they become due for a period of at least, but not limited to, twelve months from the end of the reporting period. When the Company identifies conditions or events that raise potential for significant doubt about its ability to continue as a going concern, the Company considers whether its plans that are intended to mitigate those relevant conditions or events will alleviate the potential significant doubt.

As of March 31, 2026, the Company has not yet achieved profitable operations, has significant losses from operations over the years and an accumulated deficit of \$15,326,296 since inception and expects to incur further losses in the development of its business. Additionally, the Company incurred a net loss and comprehensive loss of \$1,886,374 for the period of six months ended March 31, 2026. The Company plans to raise additional capital; however, the Company may increase or decrease expenditures as necessary to adjust to a changing capital market environment.

The above factors indicate the existence of material uncertainties that may cast significant doubt on the ability of the Company to continue as a going concern.

These interim condensed financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. If management is unsuccessful in securing capital, the Company's assets may not be realized, or its liabilities may be discharged at their carrying amounts, and these differences could be material.

DESCRIPTION OF THE BUSINESS

Syntheia Corp. is a Canadian-based artificial intelligence technology company operating, developing and commercializing conversational AI technology. The Company has developed a Natural Language Processing (NLP) Algorithm which has life like personas.

The Company offers proprietary AI algorithm with humanlike voice and self learning capability, focusing on conversational AI.

The Company offers the following products :

- i) AgentNLP : AI-powered call center agent for enterprises call centers that enables immediate call handling;
- ii) OrderNLP: A drive-thru solution for restaurants that significantly reduces order wait times and minimizes human errors;
- iii) iVRNLP: AI-powered telephone receptionist for SMBs to enhance customer service by replacing receptionists, reducing costs and increasing efficiency;
- iv) Auto AdvisorNLP: 24/7 AI-powered sales and service advisor that improves customer service by replacing BDCs. The technology handles inbound calls, books appointments, provide updates and can be fully integrated with leading ERP systems.

As at March 31, 2026, \$519,006 was recorded as intangible assets constituted of the AgentNLP platform development costs.

Since October 1st, 2025 the Company also operates call centers in Canada and is working on implementing its AgentNLP platform into the call centre operations.

BASIS OF PRESENTATION

These interim condensed financial statements have been prepared in Canadian dollars on a historical cost basis. Historical cost is generally based upon the fair value of consideration given in exchange for assets. Fair value is the price that would have been received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether the price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in account the characteristics of the asset or liability that market participants would consider when pricing the asset or liability at the measurement date.

The Company's reporting and functional currency is Canadian dollars, which is the currency of the primary economic environment in which the Company operates.

RESULTS OF OPERATIONS

For the six-month periods ended March 31, 2026 and 2025:

1. The Company generated \$564,489 of sales in 2026 vs \$nil in 2025, the difference attributable to the call centre revenues which started on October 1st, 2025 following the closing of the asset purchase.
2. Selling, general and administrative expenses were \$2,212,597 in 2026 vs. \$1,368,413 in 2025, an increase of \$844,184 due to the expenses related to the operations of the call centre as well as a one-time consulting fee settled by shares.
3. Salaries and benefits expenses were \$397,864 in 2026 vs. \$76,653 in 2025, the increase due to the new employees since October 1st, 2025 related to the operations of the call centre. There was also subcontract expenses of \$136,129 in 2026 vs \$nil in 2025, due to the offshore agent related to the operations of the call centre.
4. Professional fees were \$121,583 in 2026 vs. \$49,482 in 2025, an increase due to legal fees incurred for the completion of the transaction with Call Center Guys Inc.
5. Sales and marketing fees were \$182,361 in 2026 vs. \$144,524 in 2025, an increase due to more marketing efforts done in 2026 vs 2025.
6. Investor relation fees were \$185,880 in 2026 vs. \$441,850 in 2025, the decrease due to larger investor relations services required in 2025 as the Company was just newly listed on the CSE.
7. Depreciation was \$157,145 in 2026 vs. \$17,490 in 2025, due to the depreciation of the intangible asset related to the acquisition completed on October 1st, 2025.
8. Depreciation of the right-of-use asset was \$39,424 in 2026 vs. \$39,424 in 2025.

9. Gain on debt settlement was \$201,917 in 2026 vs \$nil in 2025, due to the settlement of payables in shares between November 2025 and January 2026.
10. Accretion expense was \$443,341 in 2026 vs \$nil in 2025, due to the new promissory note issued in connection with the business combination.
11. A net loss and comprehensive loss of \$1,886,374 in 2026 vs. \$1,353,413 in 2025 was incurred.

BALANCE SHEET HIGHLIGHTS

For the six-month period ended March 31, 2026 and the year ended September 30, 2025:

1. Cash and cash held in trust was \$168,448 as at March 31, 2026 vs. \$1,698,759 as at September 30, 2025, the difference due to the net loss of the period offset by the closing of equity financing during the period.
2. Accounts receivable were \$133,836 as at March 31, 2026 vs. \$nil as at September 30, 2025, the increase due to the sales and operations of the call center since October 1st, 2025.
3. Sales tax recoverable was \$45,581 as at March 31, 2026 vs. \$517,214 as at September 30, 2025 as the amount of \$517,214 was recovered in January 2026.
4. Prepaid expenses were \$142,655 as at March 31, 2026 vs \$230,621 as at September 30, 2025, due to insurance, marketing and investor relation expenses paid before the end of each periods.
5. Current assets were \$520,520 as at March 31, 2026 vs. \$2,476,594 as at September 30, 2025, with the difference mainly attributable to the decrease of cash and cash held in trust.
6. Total assets were \$7,007,994 as at March 31, 2026 vs. \$3,117,004 as at September 30, 2025, the difference attributable to the intangible and goodwill recognized in relation with the business combination.
7. Current liabilities were \$5,617,124 as at March 31, 2026 vs. \$1,658,258 as at September 30, 2025, the difference due to the new promissory note issued in connection with the business combination.
8. Non-current liabilities were \$38,172 as at March 31, 2026 vs. \$83,981 as at September 30, 2025.
9. Share capital was \$12,903,289 as at March 31, 2026 vs. \$11,050,933 as at September 30, 2025, an increase of \$1,777,356 due to the issuance of shares in connection with a private placements, debt settlements and with an asset acquisition.
10. Reserves were \$3,775,704 as at March 31, 2026 vs. \$4,237,512 as at September 30, 2025, the variation attributable to warrants related to private placements closed during the period offset by warrants expired.
11. Deficit was \$15,326,296 as at March 31, 2026 vs. \$13,913,680 as at September 30, 2025, the variation attributable to the net loss for the period offset by warrants expired.

SUMMARY OF QUARTERLY RESULTS

	March 31, 2026	December 31, 2025	September 30, 2025	June 30, 2025
	\$	\$	\$	\$
Sales	276,401	288,088	1,030	10,200
Selling, general and administrative expenses	949,183	1,263,414	863,878	727,700
Operating loss	(672,781)	(975,327)	(862,848)	(717,500)
Net loss and comprehensive loss	(774,655)	(1,111,719)	(847,848)	(717,500)
Loss per share – basic and diluted	(0.007)	(0.009)	(0.010)	(0.009)
	March 31, 2025	December 31, 2024	September 30, 2024 <i>(restated – see below)</i>	June 30, 2024
	\$	\$	\$	\$
Sales	-	-	-	-
Selling, general and administrative expenses	666,027	-	892,906	569,907
Operating loss	(666,027)	702,386	(892,906)	(569,907)
Net loss and comprehensive loss	(666,027)	(702,386)	(6,753,027)	(569,907)
Loss per share – basic and diluted	(0.008)	(702,386)	(0.125)	(0.011)

RESTATEMENT OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS

During the year ended September 30, 2025, management determined that the financial statements for the year ended September 30, 2024 needed to be restated to correct for the accounting of the intellectual property. The Company reassessed the intellectual property balance and concluded that there were indicators of impairment as at September 30, 2024. The company prepared an impairment calculation in accordance with IAS 36 and determined that the value of the intellectual property should be reduced to \$nil. As such, an impairment expense of \$2,967,515 was recognized in the statement of loss and comprehensive loss during the year ended September 30, 2024.

The corrections made to the comparative figures are presented below:

Statement of financial position

	Year ended September 30, 2024 (Previously reported)	Adjustment	Year ended September 30, 2024 (As restated)
	\$	\$	\$
Intellectual Property	2,967,515	(2,967,515)	-
Deficit	(8,012,549)	(2,967,515)	(10,980,064)

Statement of loss and comprehensive loss

	Year ended September 30, 2024 (Previously reported)	Adjustment	Year ended September 30, 2024 (As restated)
	\$	\$	\$
Impairment	-	(2,967,515)	(2,967,515)
Net loss and comprehensive loss	(6,290,321)	(2,967,515)	(9,257,836)
Loss per share – basic and diluted	(0.12)	(0.05)	(0.17)

Statement of cash flows

	Year ended September 30, 2024 (Previously reported)	Adjustment	Year ended September 30, 2024 (As restated)
	\$	\$	\$
Net loss for the period	(6,290,321)	(2,967,515)	(9,257,836)
Impairment	-	(2,967,515)	2,967,515

ISSUED AND OUTSTANDING SHARE DATA

	March 31, 2026		September 30, 2025	
	Number	Amount	Number	Amount
		\$		\$
Balance, beginning of the period	100,162,610	11,050,933	77,933,632	9,823,163
Private placements	2,100,000	135,050	22,228,978	1,425,203
Shares issued – debt settlements	5,756,403	567,306	-	(197,433)
Shares issued – business combination	10,000,000	1,150,000	-	-
Balance, end of the period	118,019,013	12,903,289	100,162,610	11,050,933

As at June 1, 2026, the Company has the following outstanding shares, warrants and options:

	June 1, 2026		
	Number of shares	Warrants	Options
Balance, March 31, 2026	118,019,013	37,275,296	7,750,000
Warrants expired	-	(200,000)	-
Balance, June 1, 2026	118,019,013	37,075,296	7,750,000

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2026, the Company had \$520,520 in current assets, comprised of cash and cash held in trust, accounts receivable, sales tax recoverable, prepaid expenses and investments.

At March 31, 2026, the Company had negative a working capital of \$5,096,604 comprised of cash and cash held in trust (\$168,448), accounts receivable (\$133,836), sales tax recoverable (\$45,581), prepaid expenses (\$142,655) and investments (\$30,000) which is offset by accounts payable and other liabilities (\$921,313), current lease liability (\$108,837) and a promissory note (\$4,586,974).

The Company incurred a net loss and comprehensive loss for the period of six months ended March 31, 2026 of \$1,886,374 and had an accumulated a deficit of \$15,326,296.

As the Company is still in its development phase working on developing markets, the Company will likely operate at a loss until its business becomes established, and the Company will require additional financing in order to fund future operations and expansion plans. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

As at March 31, 2026, the contractual obligations of the Company are:

	Total	Less than a year	1-5 years	Greater than 5 years
	\$	\$	\$	\$
Contractual obligation				
Accounts payable and other liabilities	921,313	921,313	-	-
Lease liability	157,867	117,867	40,000	-
Promissory note	7,250,000	7,250,000	-	-
Total, contractual obligations	8,329,180	8,289,180	40,000	-

The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional shares from treasury, control may change, and shareholders may suffer dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its current business plan or cease operations.

The Company's ability to continue as a going concern is dependent upon the continued financial support of shareholders and lenders, its ability to attain profitable operations and generate funds therefrom and/or its ability to continue to obtain equity or debt capital to obtain the necessary financing sufficient to meet current and future obligations.

FINANCIAL INSTRUMENTS

Short-term financial instruments, comprising cash, are carried at amortized cost which, due to their short-term nature, approximates their fair value. The investments are carried at fair value through profit and loss. The Company does not acquire, hold or issue derivative financial instruments for trading purposes and the Company presently has no established credit facility.

SEGMENT REPORTING

The Company has one geographic segment, being Canada and now two reportable operating segment being the development of conversational AI platforms and call centers. Refer to note 15 of the interim condensed financial statement

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any special purpose entities, nor is it a party to any transactions or arrangements that would be excluded from the statement of financial position.

RELATED PARTY TRANSACTIONS

The Company defines key management as the Company's Directors and Officers of the Company.

Compensation awarded to key management includes the following:

	Three months ended March 31, 2026 \$	Three months ended March 31, 2025 \$	Six months ended March 31, 2026 \$	Six months ended March 31, 2025 \$
Consulting fees paid or accrued to directors and officers:				
Richard Buzbuzian, director	21,000	51,000	62,000	102,000
Imran Butt, President and director	51,000	-	102,000	-
Tony Di Benedetto, director and CEO	51,000	51,000	102,000	102,000
Paul Di Benedetto, CTO	51,000	51,000	102,000	102,000
Rob Montemarano, director	-	-	-	-
Veronique Laberge, CFO	22,500	22,500	45,000	45,000
Consulting fees settled by the issuance of shares to a director	-	-	269,575	-
Consulting fees paid or accrued to a family member of an officer	86,600	47,850	163,200	95,700
Total compensation to key management	283,100	223,350	845,775	446,700

On November 26, 2025, the Company settled \$590,768 of indebtedness to certain directors, officers and company controlled by a director through the issuance of 4,923,069 shares at a price of \$0.12 per share. This settlement resulted in a gain on debt settlement of \$98,461.

Balances owed to key management include the following:

As at March 31, 2026, included in accounts payable and accrued liabilities is \$303,638 (\$781,127 as at September 30, 2025) with respect to consulting fees and expenses reimbursement owed to directors and officers.

The company is party to a lease agreement with a company that is controlled by the CEO of the Company (refer to note 10 of the interim condensed financial statements).

CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting judgements and estimates are described in Note 2 of the audited financial statements for the years ended September 30, 2025 and 2024:

Going concern

The evaluation of the Company's ability to continue as a going concern, to raise additional financing in order to cover its operating expenses and its obligations for the upcoming year requires significant judgment-based assumptions including the probability that future events are considered reasonable according to the circumstances. Please refer to Note 1 of the annual audited financial statements for further information.

Intellectual Property

Significant estimates and judgements are made in testing the intellectual property for impairment. Management uses estimates or exercises judgment in assessing indicators of impairment, defining a cash generating unit ("CGU"), forecasting future revenue, and in determining other key assumptions such as revenue multipliers used for assessing the recoverable amount.

Intangible asset

In determining whether or not the criteria for capitalizing the development costs of its platform are met, the Company used its judgment to demonstrate that the requirements were met.

Calculation of share-based payments

The Company measures the cost of share-based payments by reference to the fair value of the equity instrument or underlying equity instrument at the date on which they are granted if the fair value of the good or service cannot be determined. Estimating fair value for share-based payments requires management to determine the most appropriate valuation model for a grant, which is dependent on the terms and conditions of each grant. The Black-Scholes option pricing model is used to determine the fair value for the stock options and warrants and utilizes assumptions such as stock price, volatility and expected life of the option or contractual life of the stock option and warrant. Details of the assumptions used are included in Note 12 of the annual audited financial statements.

CHANGES IN ACCOUNTING POLICIES

The Company's material accounting policies are described in Note 3 of the audited financial statements for the year ended September 30, 2025.

RISKS AND UNCERTAINTIES

The Company is subject to a number of risks and uncertainties that could significantly affect the Company's financial condition and performance. This list of risk factors may not be exhaustive as the Company operates in a rapidly changing business environment and new risk factors emerge from time to time. The Company cannot predict such risk factors, nor can the Company assess the impact, if any, of such risk factors or uncertainties on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, neither shareholders of the Company nor purchasers of securities of the Company should rely on forward-looking statements as a prediction of actual results. If any of these risks actually occur, the Company's business, results of operations, financial position and cash flows could be adversely affected. In any such case, the market value of the Company's common shares could decline, and investors may lose all or part of their investment.

Market Risk for Securities

There can be no assurance that an active trading market for the shares of the Company will be established and sustained and the market price for the shares could be subject to wide fluctuations. Factors such as government regulation, interest rates, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Company's securities. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Speculative Nature of Investment Risk

An investment in the shares of the Company carries a high degree of risk and should be considered as a speculative investment. The Company has no history of earnings, limited cash reserves, a limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future.

Liquidity and Future Financing Risk

The Company will likely operate at a loss until its business becomes established and the Company will require additional financing in order to fund future operations and expansion plans. The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional shares from treasury, control may change and shareholders may suffer dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its current business plan or cease operations.

Additional financing may not be available on acceptable terms, or at all. Domestic and international capital markets have been experiencing heightened volatility and turmoil, making it more difficult to raise capital through the issuance of equity securities. Furthermore, as a result of the recent volatility in the capital markets, the cost and availability of credit has been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. Concern about the stability of the markets generally and the strength of counterparties specifically has led many lenders and institutional investors to reduce, and in some cases cease to provide, funding to borrowers. To the extent the Company can raise additional capital through the sale of equity securities or issue securities in connection with another

transaction, the ownership position of existing stockholders could be substantially diluted. If additional funds are raised through the issuance of preferred stock or debt securities, these securities are likely to have rights, preferences and privileges senior to shares and may involve significant fees, interest expense, restrictive covenants and the granting of security interests in the Company's assets. Fluctuating interest rates could also increase the costs of any debt financing. Raising capital through a licensing or other transaction involving the Company's intellectual property, could require the Company to relinquish valuable intellectual property rights and thereby sacrifice long-term value for short-term liquidity.

The Company's failure to successfully address ongoing liquidity requirements would have a substantially negative impact on its business. If the Company is unable to obtain additional capital on acceptable terms when needed, it may need to take actions that adversely affect its business, stock price and ability to achieve cash flow in the future, including possibly surrendering its rights to some technologies or product opportunities, delaying clinical trials or curtailing or ceasing operations.

Going-Concern Risk

These annual audited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and discharge of liabilities at their carrying values in the ordinary course of operations for the foreseeable future. As the Company is still in its development phase working on developing markets, the Company will likely operate at a loss until its business becomes established, and the Company will require additional financing in order to fund future operations and expansion plans. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Dividend Risk

The Company has not paid dividends in the past and does not anticipate paying dividends in the near future. The Company expects to retain earnings to finance further growth and, where appropriate, retire debt.

Share Price Volatility Risk

The Company being listed on the Canadian Securities Exchange ("CSE"), external factors outside of the Company's control, such as announcements of quarterly variations in operating results, revenues and costs, and sentiments toward stocks, may have a significant impact on the market price of the shares. Global stock markets, including the CSE, have experienced extreme price and volume fluctuations from time to time. There can be no assurance that an active or liquid market will develop or be sustained for the shares.

General Business Risks

Tax Risk

The Company is subject to various taxes including, but not limited to the following: Canadian income tax; goods and services tax; provincial sales tax; land transfer tax; and payroll tax as well as taxes in jurisdictions in which it operates. The Company's tax filings will be subject to audit by various taxation authorities. While the Company intends to base its tax filings and compliance on the advice of its tax

advisors, there can be no assurance that its tax filing positions will never be challenged by a relevant taxation authority resulting in a greater than anticipated tax liability.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, and accounts receivable. Cash consists of cash on hand deposited with reputable financial institutions which is closely monitored by management. Management believes credit risk with respect to financial instruments included in cash and accounts receivable is minimal. The Company's maximum exposure to credit risk as at March 31, 2026 is the carrying value of its cash.

Interest rate risk

Interest rate risk consists of a) the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, and b) to the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities. The Company is not exposed to any significant interest rate price risk.

SUBSEQUENT EVENTS

On April 4, 2026, 200,000 warrants expired without being exercised.

OTHER MD&A REQUIREMENTS

Additional information related to the Company is filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.com.