

# **BETTERMOO(D) FOOD CORPORATION**

**MANAGEMENT'S DISCUSSION & ANALYSIS  
FOR THE YEAR ENDED JULY 31, 2024  
(EXPRESSED IN CANADIAN DOLLARS)  
(PREPARED BY MANAGEMENT)**

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**Bettermoo(d) Food Corporation**  
**Management's Discussion & Analysis**  
**FOR THE YEAR ENDED JULY 31, 2024**  
**(Expressed in Canadian Dollars)**  
**(Prepared by Management)**

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This Management's Discussion and Analysis ("MD&A") of Bettermoo(d) Food Corporation (the "Company") should be read in conjunction with the audited consolidated financial statements for the year ended July 31, 2024 and notes thereto. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), interpretations of the IFRS Interpretations Committee ("IFRIC"), and in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting*.

Information contained herein is presented as of December 20, 2024, unless otherwise indicated. Additional information related to the Company is available on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.bettermoo.com](http://www.bettermoo.com).

This management's discussion and analysis were authorized for issue by the Audit Committee and approved and authorized for issue by the Board of Directors on December 20, 2024.

**FORWARD LOOKING INFORMATION**

Certain statements and information contained herein may constitute "forward-looking statements" and "forward-looking information," respectively, under Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as, "expect", "anticipate", "continue", "estimate", "may", "will", "should", "believe", "intends", "forecast", "plans", "guidance" and similar expressions are intended to identify forward-looking statements or information. The forward-looking statements are not historical facts, but reflect the current expectations of management of the Company regarding future results or events and are based on information currently available to them. Certain material factors and assumptions were applied in providing these forward-looking statements.

Forward-looking statements regarding the Company are based on the Company's estimates and are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, levels of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information, including capital expenditures and other costs. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The Company will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws.

Forward-looking statements used in this MD&A are subject to various risks, uncertainties and other factors, most of which are difficult to predict and are generally beyond the control of the Company. These risks, uncertainties and other factors may include, but are not limited to, those set forth under "Risks and Uncertainties" section below.

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**CORPORATE OVERVIEW**

Bettermoo(d) Food Corporation (the "Company") was incorporated under the laws of the Province of Ontario, and on August 6, 2019, was continued into British Columbia. The Company's head office and registered and records office is located at 1199 West Hastings Street, Suite 800, Vancouver, British Columbia, Canada, V6E 3T5. The Company's shares trade on the Canadian securities Exchange under the trading symbol "MOOO," on the OTCQB under the trading symbol "MOOOF," and on the Borse Frankfurt Exchange under the symbol "015."

The Company is an innovative food and beverage company focused on developing and delivering high quality products through online and in-store retail platforms and uses social media to deliver educational experiences for their customer base while demonstrating and pioneering plant-based technologies. The Company's principal products are Moodrink, a vegan oat-based beverage.

**DESCRIPTION OF BUSINESS**

Bettermoo(d) Products

Bettermoo(d) utilizes cutting edge food technology to develop the highest quality dairy replacement products on the market. Driven by the motto "What A Cow Eats and A Human Needs" Bettermoo(d) is committed to providing consumers with quality, organic, and sustainably sourced plant-based dairy alternatives, and being a leader in the environmentally conscious and vegan food revolution. In October 2021, Bettermoo(d) officially announced endorsement of its concept with the presentation of Canadian rock legend, and 30-year vegan veteran, Bryan Adams as a founding shareholder of the Company. Adams has been championing the values of a plant-based diet for over three decades and through his collaboration with Bettermoo(d), hopes to increase awareness on how conscious product choices can effectively better individual health and the world in which we live.

Bettermoo(d) is in the process of finalizing the formulation for their inaugural plant-based dairy-alternative product, 'Moodrink'. The Moodrink formulation incorporates gluten-free organic oats and an undisclosed blend of herbs, and in essence replicates what free-range pasture raised cows eat and emulates the great taste of milk from the Alps' regions of Europe. Moodrink, is gluten, lactose and dairy free, and suitable for those who cannot or choose not to consume dairy products. Bettermoo(d) expects to launch original flavour Moodrink in Q1 of calendar 2024, with additional flavours, such as vanilla, matcha, and chai to be launched soon after.

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**SIGNIFICANT TRANSACTIONS AND FINANCINGS**

Financing

On April 9, 2024, the Company cancelled 159,500 number of options that were granted on July 9, 2021 with total fair value of \$1,313,413 and 155,000 number of options that were granted on Jan 25, 2022 with total fair value of \$1,563,280.

On March 1, 2024, the company issued 320,000 units at a price of \$1.57 per unit for gross proceeds of \$502,400. Each unit consists of one common share and one transferable share purchase warrant. Each Warrant entitles the holder thereof to purchase one additional share of the Company for a period of five years from issuance at a price of \$1.96 per Warrant Share. The warrants have a fair value of \$Nil based on the residual value method. In connection with the private placement, the Company issued 6,400 common shares as administrative fees to a third party who assisted with facilitating the transaction, valued at \$17,088.

On February 1, 2024, the Company issued 127,694 units at a price of \$1.57 per unit for gross proceeds of \$200,480. Each unit is comprised of one common share and one common share purchase warrant with each warrant entitling the holder to purchase an additional common share at a price of \$1.96 for a period of five years after the date of issue. The warrants have a fair value of \$Nil based on the residual value method. In connection with the private placement, the Company issued 2,554 common shares as administrative fees to a third party who assisted with facilitating the transaction, valued at \$5,363.

On January 31, 2024, the Company issued 100,000 shares with a fair value of \$160,000 to consultants in accordance with their consulting agreement.

On January 31, 2024, the Company issued 895,000 options with the total fair value of \$1,355,000.

On December 15, 2023, the Company announced the closing of the first tranche of the non-brokered private placement announced on December 11, 2023 for the issuance of 265,958 units at a price of \$1.88 per unit for gross proceeds of \$500,000. Each unit is comprised of one common share and one warrant, with each warrant exercisable at a price of \$2.21 and an expiry date of December 15, 2028.

On October 18, 2023, the Company extended the expiry date of 1,000,000 warrants initially granted on November 12, 2021 from November 12, 2023 to November 12, 2026.

On September 3, 2023, 412,750 warrants with an exercise price of \$25 expired unexercised.

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**SELECTED ANNUAL INFORMATION**

The table below sets out certain selected financial information regarding the operations of the Company for the period indicated. The selected financial information has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements and related notes.

	<b>July 31, 2024</b>	<b>July 31, 2023</b>	<b>July 31, 2022*</b>	<b>December 31, 2021</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Revenue	44,232	46,300	4,891	13,989
Net loss	(5,104,161)	(3,616,003)	(4,448,553)	(28,842,121)
Total assets	369,511	1,279,340	718,914	3,142,736
Non-current financial liabilities	Nil	Nil	Nil	Nil
Distributions	Nil	Nil	Nil	Nil

\*Seven-month period ended

During the seven months ended July 31, 2022, the Company completed the acquisition of Bella's and accounted for the transaction as a business combination, as described above and in the accompanying consolidated financial statements of the Company. The Company recognized a significant decrease in total assets due to cash used in the acquisition and related funding for the expansion of production capacity for its operating subsidiary.

During the year ended December 31, 2021, the Company completed the acquisition of Bettermoo(d) and accounted for the transaction as an asset acquisition, as described above and in the accompanying consolidated financial statements of the Company. The Company has recognized a significant net loss due to the transaction expense recognized for the difference between the fair value of consideration paid over the fair value of the assets and liabilities assumed, which are non-cash transaction costs.

As at July 31, 2024, Happy Tea Supplements LLC has been officially dissolved. The Company has recognized a gain on discontinued operations of \$102,332.

As at July 31, 2024, management conducted a control re-assessment over Bettermoo(d) GmbH and concluded that the Company lost control of Bettermoo(d) GmbH at the starting date of fiscal year 2024. Accordingly, the Company has derecognized the assets from Bettermoo(d) GmbH at the level of consolidated financial statements. The Company has recognized the impairment of investment in Bettermoo(d) GmbH. Regarding the liabilities, the Company has assessed the likelihood of payment related to the expenses and reimbursement of Schöne Isabella, the managing director of GmbH. Given the high likelihood of payment, the Company has recognized the obligation.

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**SELECTED QUARTERLY INFORMATION**

Results for the eight most recently completed quarters are summarized below.

<b>For the Quarter Periods Ending</b>	<b>July 31, 2024 \$</b>	<b>April 30, 2024 \$</b>	<b>January 31, 2024 \$</b>	<b>October 31, 2023 \$</b>
Total revenue	44,232	-	-	-
Loss for the period	(5,104,044)	(3,163,921)	(1,916,494)	(545,680)
Total assets	369,511	1,051,104	953,142	1,080,832
Total non-current liabilities	23,000	23,000	23,000	23,000

<b>For the Quarter Periods Ending</b>	<b>July 31, 2023 \$</b>	<b>April 30, 2023 \$</b>	<b>January 31, 2023 \$</b>	<b>October 31, 2022 \$</b>
Total revenue	19,483	9,070	8,165	9,582
Loss for the period	(897,357)	(1,393,731)	(813,759)	(511,156)
Total assets	1,279,340	1,549,239	1,094,624	442,047
Total non-current liabilities	23,000	Nil	Nil	Nil

**RESULTS OF OPERATIONS**

For the year ended July 31, 2024, and year ended July 31, 2023:

During the year ended July 31, 2024, the Company recorded a net loss of \$5,104,161 as compared to a net loss of \$3,616,003 for the year ended July 31, 2023.

Total expenses for the year ended July 31, 2024 amounted to \$3,707,972 as compared to \$3,651,666 for the comparable year ended July 31, 2023, an increase of \$56,306. The increase in overall expenditures can be attributed to the following:

- Advertising and marketing costs have increased to \$844,983 from \$784,216 as last year the Company increased its engagement of third-party consultants to develop and refine investor relations and digital marketing services.
- Consulting fees have increased to \$354,053 from \$353,555 as last year the Company increased its engagement of consultants for professional services, research and advisory services, communications, and corporate development.
- Impairment in inventory has increased to \$610,094 from \$Nil due to the impairment of inventory in the current period.
- Share based compensation increased to \$1,515,000 from \$Nil as compared to July 31, 2023 due to the grant of stock options in the current period.

For the three months ended July 31, 2024 and July 31, 2023:

During the three months ended July 31, 2024, the Company recorded a net loss of \$2,054,212 as compared to a net loss of \$897,357 for the three months ended July 31, 2023.

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Total expenses for the three months ended July 31, 2024 amounted to \$544,051 as compared to \$917,129 for the comparable three months ended July 31, 2023, an decrease of \$373,078. The increase in overall expenditures can be attributed to the following:

- Advertising and marketing costs have decreased to \$54,286 from \$95,166 as last year the Company increased its engagement of third-party consultants to develop and refine investor relations and digital marketing services.
- Selling costs has increased to \$44,004 from \$Nil as last year the Company recognized the selling costs in the current period.

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**LIQUIDITY AND CAPITAL RESOURCES**

The Company's cash position as at July 31, 2024, was \$153,560 with a working capital deficiency of \$502,040 compared to a cash balance of \$107,160 with a working capital deficiency of \$14,790 as at July 31, 2023. The increase in working capital for the company can be attributed to a substantial rise in inventory recognition to \$43,686 from \$8,072 at the year ended July 31, 2023, driven by two production runs in the current period to meet the increasing demanding from the current market.

The Company's budget is its working capital and believes that the current capital resources is not sufficient to pay overhead expenses and to accomplish the business objectives and milestones of the Company for the next twelve months and continues to raise additional funding to fund its marketing and general working capital and future business objectives and milestones. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company may not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options and warrants to fund ongoing operations and investment. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

The Company manages its capital structure in order to ensure sufficient resources are available to meet operational requirements and safeguard its ability to continue as a going concern. There are no externally imposed capital requirements on the Company. Management considers the items included in shareholders' equity (deficit) and working capital as capital. The Company manages the capital structure and makes adjustments in response to changes in economic conditions, including the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company. To secure additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing.

The Company will need to raise additional financing in order to meet general working capital requirements for the 2024 fiscal year and to continue marketing and developing Bettermoo(d).

This MD&A has been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. As at July 31, 2024, the Company has accumulated losses of \$47,128,988 since inception and expects to incur further losses in the development of its business, all of which are material uncertainties that cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations.

Although the Company has been successful in the past in raising funds to continue operations and management is intending to secure additional financing as may be required, there is no assurance it will be able to do so in the future.



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**CAPITAL MANAGEMENT**

The Company's objective when managing capital is to safeguard its ability to continue as a going concern. In order to facilitate the management of its capital requirements, the Company prepares periodic budgets that are updated as necessary. The Company manages its capital structure and makes adjustments to it to effectively support the Company's objectives. In order to pay for general administrative costs, the Company will raise additional amounts as needed.

The Company reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company considers shareholders' equity and working capital as components of its capital base. The Company may access capital through the issuance of shares or the disposition of assets. Management historically funds the Company's expenditures by issuing share capital rather than using capital sources that require fixed repayments of principal and/or interest.

The Company is not subject to externally imposed capital requirements and does not have exposure to asset-backed commercial paper or similar products. The Company believes it will be able to raise additional equity capital as required, but recognizes the uncertainty attached thereto. There were no changes to the Company's approach to capital management During the year ended July 31, 2024.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company has not entered into any off-balance sheet arrangements.

**PROPOSED TRANSACTIONS**

None to report.

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**TRANSACTIONS WITH RELATED PARTIES**

*Key management compensation*

Related party transactions not otherwise described in these financial statements are shown below. The remuneration of the Company's directors and other members of key management, individuals who have the authority and responsibility for planning, directing, and controlling the activities of the Company are as follows:

	For the year ended July 31, 2024	For the year ended July 31, 2023
Key Management Compensation		
<u>Consulting fees</u>		
Steve Pear, Director & Executive Chairman	\$ 69,601	\$ 111,995
<u>Professional fees</u>		
Amalfi Corporate Services Ltd., 50% owned by Geoff Balderson	132,000	-
<u>Wages and benefits</u>		
Nima Bahrami, CEO of Bettermoo(d)	120,000	120,000
<u>Share-based compensation</u>		
Steve Pear, Director & Executive Chairman	30,279	-
Geoff Balderson, CFO	30,279	-
Nima Bahrami, CEO of Bettermoo(d)	52,989	-
Joel Shacker, Director	30,279	-
Patrick Morris, Director	15,140	-
	\$ 480,567	\$ 231,995

Included in the accounts payable and accrued liabilities as at July 31, 2024 is \$24,416 (July 31, 2023 – \$31,509) related to the above compensation incurred and expense reimbursements due to management and directors.

**SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are disclosed in Note 4 of the consolidated financial statements.

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## FINANCIAL INSTRUMENTS

The carrying values of cash, amounts receivable, accounts payable and accrued liabilities and loan payable approximate their fair values due to their short-term nature.

### a) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The maximum credit risk the Company is exposed to is 100% of cash and its receivables. The Company's cash is held at a large Canadian financial institution. At July 31, 2024, amounts receivable of \$76,676 included \$73,515 of receivables related to refundable government goods and services tax and trade receivables of \$3,160.

### b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they fall due. The Company's objective to managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due. The accounts payable and accrued liabilities are typically due in 30 days, which are settled using cash. As of July 31, 2024, the Company has a working capital deficiency of \$502,040.

Management is considering different alternatives to secure adequate debt or equity financing to meet the Company's short-term and long-term cash requirement.

At present, the Company's operations do not generate positive cash flow. The Company's primary source of funding has been the issuance of equity securities. Despite previous success in acquiring financing, there is no guarantee of obtaining future financings.

### b) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's operations, income, or the value of the financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the returns. The Company is exposed to market risk as follows:

#### i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is not exposed to significant interest rate risk due to the short-term to maturity of its financial instruments. The Company had no interest rate swap or financial contracts in place as of July 31, 2024. Interest rate risk is minimal as promissory notes have a fixed interest rate.

#### ii) Price risk

The Company has limited exposure to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's profit or loss due to movements in individual equity prices or general movements in the level of the stock market.

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**SUBSEQUENT EVENTS**

On August 15, 2024, the Company announced that the Board of Directors has approved a grant of 170,000 incentive stock options to a consultant of the Company, pursuant to the Company's equity incentive plan, and a grant of 507,500 Restricted Share Units to certain directors, officers and consultants of the Company which became fully vested on December 15, 2024.

On August 30, 2024, the Company announced that it has closed its non-brokered private placement previously announced on July 26, 2024 and May 3, 2024, through the issuance of 2,114,428 units at a price of \$0.70 per unit for gross proceeds of \$1,480,100. Each unit consists of 1 common share of the Company and 1 transferable share purchase warrant. Each warrant entitles the holder to purchase 1 share for a period of 5 years from issuance at a price of \$0.88 per share. The Company also announced that it has issued 21,144 common shares at a price of \$0.70 per share as administrative shares of the Company to Amalfi Corporate Services Ltd, in consideration for administrative services rendered.

**OUTSTANDING SHARE DATA**

The Company had the following securities issued and outstanding:

	<b>July 31, 2024</b>	<b>December 20, 2024</b>
Common shares	8,554,066	10,689,638
Warrants	2,828,060	4,978,039
Broker Warrants	35,551	35,551
Stock options	1,023,900	1,193,900
Fully diluted shares	12,441,577	16,897,128

**BOARD APPROVAL**

The Board of Directors of the Company approved this MD&A on December 20, 2024.

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**RISKS AND UNCERTAINTIES**

***Limited Operating History***

The Company began carrying on business in 2018 and has only recently begun to generate revenue. The Company is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues.

***Reliance on Management***

One risk associated with the Company's business is the loss of important staff members. The Company is currently in good standing with all high-level employees and believes that with well managed practices it will remain in good standing. The success of the Company will be dependent upon the ability, expertise, judgment, discretion and good faith of its senior management and key personnel. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results, or financial condition.

***Management of Growth***

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

***Insurance and Uninsured Risk***

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, environmental damage, delays in operations, monetary losses and possible legal liability. Although the Company maintains and intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Company 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. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

***Governmental Regulations and Risks***

Government approvals and permits may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from conducting its business. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, or remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Changes to current laws and regulations may be unfavorable and have an adverse effect on the Company's operations.

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***Price of Raw Materials***

Costs of the ingredients and packaging for food products are volatile and can fluctuate due to conditions that are difficult to predict, including global competition for resources, weather conditions, consumer demand, changes in governmental trade and agricultural programs, epidemics/pandemics and other public health crises. Volatility in the prices of raw materials and other supplies food could increase the cost of the Company's cost of sales and reduce its profitability. Moreover, the Company may not be able to implement product price increases to cover any increased costs, or any price increases implemented may result in lower sales volumes. If the Company is not successful in managing its ingredient and packaging costs, and unable to increase its prices to cover increased costs or if such price increases reduce sales volumes, then such increases could have a material adverse effect on the Company's business, results of operations and result of its operations.

***Product Recalls***

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. Such recalls cause unexpected expenses of the recall and any legal proceedings that might arise in connection with the recall. This can cause loss of a significant number of sales. In addition, a product recall may require significant management attention. Although the Company will have detailed procedures in place for testing its products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Company's products were subject to recall, the image of that product, the Company could be harmed. Additionally, product recalls can lead to increased scrutiny of operations by applicable regulatory agencies, requiring further management attention and potential legal fees and other expenses.

***Product Exchanges, Returns and Warranty Claims***

If the Company is unable to maintain an acceptable degree of quality control of its products, the Company will incur costs associated with the exchange and return of the products as well as servicing its customers for warranty claims. Any of the foregoing on a significant scale may have a material adverse effect on the Company's business, results of operations and financial condition.

***Difficulty in Developing Products***

If the Company cannot successfully develop, manufacture and distribute its products, or if the Company experiences difficulties in the development process, such as capacity constraints, quality control problems or other disruptions, the Company may not be able to develop market-ready commercial products at acceptable costs, which would adversely affect the Company's ability to effectively enter the market. A failure by the Company to achieve a low-cost structure through economies of scale would have a material adverse effect on the Company's commercialization plans and the Company's business, prospects, results of operations and financial condition.

***Success of New and Existing Products and Services***

The Company has committed, and expects to continue to commit, significant resources and capital to develop and market new products and services. These products and services are relatively untested, and the Company cannot guarantee that it will achieve market acceptance for any new products and services that the Company may offer in the future. In addition, new products, services and enhancements may pose a variety of technical challenges and require the Company to attract additional qualified employees. The failure to successfully develop and market these new products, services or enhancements or to hire qualified employees could seriously harm the Company's business, financial condition and results of operations.

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***Promoting and Maintaining Brands***

The Company believes that establishing and maintaining the brand identities of products is a critical aspect of attracting and expanding a large customer base. Promotion and enhancement of brands will depend largely on success in providing high quality products. If customers and end users do not perceive the Company's products to be of high quality, or if the Company introduces new products or enters into new business ventures that are not favorably received by customers and end users, the Company will risk diluting brand identities and decreasing their attractiveness to existing and potential customers. Moreover, in order to attract and retain customers and to promote and maintain brand equity in response to competitive pressures, the Company may have to increase substantially financial commitment to creating and maintaining a distinct brand loyalty among customers. If the Company incurs significant expenses in an attempt to promote and maintain brands, the business, results of operations and financial condition could be adversely affected.

***Competition***

It is likely that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition, results of operations or prospects of the Company.

Because of the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants. To become and remain competitive, the Company will require research and development, marketing, sales and support. The Company may not have sufficient resources to maintain research and development, marketing, sales and support efforts on a competitive basis which could materially and adversely affect the business, financial condition, results of operations or prospects of the Company.

***Dependence on Suppliers and Skilled Labour***

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. It is also possible that the final costs of the major equipment contemplated by the Company's capital expenditure plans may be significantly greater than anticipated by the Company's management, and may be greater than funds available to the Company, in which circumstance the Company may curtail, or extend the timeframes for completing, its capital expenditure plans. This could have an adverse effect on the Company's business, financial condition, results of operations or prospects.

***Difficulty to Forecast***

The Company 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 products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations, financial condition or prospects of the Company.

***Internal Controls***

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and materially adversely affect the trading price of the Company Shares.

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***Conflicts of Interest***

Certain of the directors and officers of the Company are, or may become directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies.

***Litigation***

The Company 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 the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the market price for the Company Shares. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

***Liability for Actions of Employees, Contractors and Consultants***

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. It may not always be possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on the Company's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of the Company's operations, any of which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

***Intellectual Property Risks***

The Company will have certain proprietary intellectual property, including but not limited to brands, trademarks, trade names, patents and proprietary processes. The Company will rely on this intellectual property, know-how and other proprietary information, and may require employees, consultants and suppliers to sign confidentiality agreements. However, any confidentiality agreement may be breached, and the Company may not have adequate remedies for such breaches. Third parties may independently develop substantially equivalent proprietary information without infringing upon any proprietary technology. Third parties may otherwise gain access to the Company's proprietary information and adopt it in a competitive manner. Any loss of intellectual property protection may have a material adverse effect on the Company's business, results of operations or prospects.

***Information Technology Systems and Cyber-Attacks***

The Company's operations depend, in part, on how well it and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.



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***Information Technology Systems and Cyber-Attacks (continued)***

The Company has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

***Security Breaches***

Given the nature of the Company's product and its lack of legal availability outside of channels approved by federal or state governments (as applicable), as well as the concentration of inventory in its facilities, there remains a risk of shrinkage as well as theft. A security breach at one of the Company's facilities could expose the Company to additional liability and to potentially costly litigation, increase expenses relating to the resolution and future prevention of these breaches and may deter potential patients from choosing the Company's products.

***Future Acquisitions or Dispositions***

Material acquisitions, dispositions and other strategic transactions involve a number of risks, including: (i) potential disruption of the Company's ongoing business; (ii) distraction of management; (iii) the Company may become more financially leveraged; (iv) the anticipated benefits and cost savings of those transactions may not be realized fully or at all or may take longer to realize than expected; (v) increasing the scope and complexity of the Company's operations; and (vi) loss or reduction of control over certain of the Company's assets.

The presence of one or more material liabilities of an acquired company that are unknown to the Company at the time of acquisition could have a material adverse effect on the business, results of operations, prospects and financial condition of the Company. A strategic transaction may result in a significant change in the nature of the Company's business, operations and strategy. In addition, the Company may encounter unforeseen obstacles or costs in implementing a strategic transaction or integrating any acquired business into the Company's operations.

***Development of the Business of the Company***

The development of the business of the Company and its ability to execute on its expansion opportunities described herein will depend, in part, upon the amount of additional financing available. Failure to obtain sufficient financing may result in delaying, scaling back, eliminating or indefinitely postponing expansion opportunities and the business of the Company's current or future operations. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be acceptable to the Company. In addition, there can be no assurance that future financing can be obtained without substantial dilution to existing shareholders.