

## **Form 51-102F1**

### **Management's Discussion & Analysis (MD&A)**

#### **Forward-Looking Information**

This MD&A contains “forward-looking information” that is based on management’s expectations, estimates and projections as of the date of this MD&A. Forward looking information in this MD&A can frequently be identified as incorporating such words as “plans”, “becomes”, “expects”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes”, “may”, “could”, “would”, “might” or “will”. This forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information in this MD&A. Actual results may vary materially from the forward-looking information contained in this MD&A. The forward-looking information contained in this MD&A is based on the information available as of the date of this MD&A and we have no intention of updating it except as required by applicable securities law. Numerous events and circumstances could occur subsequent to the date of this MD&A that could cause the actual results, performance or achievements that may be expressed or implied by the forward-looking information. Forward-looking statements are included in sections 1.2, 1.6, and 1.9. Examples of such forward looking information included in this MD&A include, but are not limited to, trends in the marketplace favoring both Quizam’s products; the demand for Corporate Computer training being fueled by the increased reliance on computers in the workplace; growing use of the internet helping to improve the awareness and consequent demand for the Quizam product; demand for Quizam’s products increasing; the large global increase in the use of cell phones and internet, together with an increased appreciation for education and training giving the company excellent strategic positioning; all future global License sales will be in Canadian dollars; there can be no assurance that the company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable; the company will continue to improve its cash positions by focusing on increasing sales, improving profitability and equity financings; broadening of On-Track TV; increasing our On-Track TV sales team; significant parental/family demand for study tools; inventory increasing in value; anticipating receiving deferred purchases; management anticipates more Country Licenses coming on board and increased website visits in the coming quarters. Moreover, cannabis is an entirely new industry in Canada, and the legalization of cannabis will be a signature development in Canadian retail market. This is a huge opportunity for Quantum 1 on the potential for first-mover advantage in the market. Legalization is expected to attract more new consumers and increase frequency of purchase. There is a high possibility of becoming a complement or a substitute for liquor favors to recreational cannabis industry. On-Track TV is launching new videos about provincial regulations and safety concerns, and other issues related to cannabis.

All the above forward-looking statements are subject to significant risks and uncertainties. Certain material risk factors, that could cause actual results to differ materially from the forward-looking information contained in this MD&A include, but is not limited to, changes in the actions of competitors; fluctuations of exchange rates; the trading level of the company’s stock; the continued availability of financing on appropriate terms for future projects; the continued increase of commercial run rates; a decline in market liquidity, and the volatility of global markets. Events

and circumstances that occurred during the year ended May 31, 2024, which are reasonably likely to cause actual results to differ materially are the volatility of the global economy and increased competition which could prevent the company from improving its cash position, improving profitability, increasing Country Licenses or completing necessary financings; decreased usage of the internet, cell phones, and PDA's which could decrease demand for Academic Quizzing software and Quizam's products; the inability to hire appropriate staff and the results of product development activities could prevent further revisions to the software and the development of new products. Changes in the Entertainment industry could also affect results. Currently the movie business is going through major changes as Internet and On-Demand usage increases. Changing in legislation, customer preferences and behaviors, competitors' actions and economic factors could affect the results from company predictions.

The current economy increases the uncertainty of forward-looking statements and information included in the MD&A.

## **1.1 Date of Information**

October 01, 2024

## **1.2 Overall Performance**

Quizam Media operates 3 divisions of business - Retail Cannabis, Corporate Learning/Training and Movie Production.

The Cannabis retail division is operated through Quantum 1 Cannabis Corp., a wholly owned subsidiary of Quizam Media. Quantum was among the first to aggressively go after Retail Licenses when it became legal in Canada late 2018. Quantum initially opened 6 stores in British Columbia as follows: Keremeos in November 2019, Grand Forks in January 2020, Vernon in April 2020, Creston in November 2020, North Vancouver in August 2020 and Vancouver in November 2021. We are pleased with the sales and gross profit growth over the period. During our initial year in Cannabis (year ending May 31, 2020) our Gross Sales (not including taxes) were approximately \$201,000 with Gross Profit of \$74,000. During the year ended May 31, 2021, we realized approximately \$3.8 million in sales with Gross Profit of \$1.4 million. During the year ended May 31, 2022, we realized approximately \$6.4 million in sales with Gross Profit of \$2.4 million. During the year ended May 31, 2023, we realized approximately \$6.9 million in sales. During the year ended May 31, 2024, we generated approximately \$6.7 million in sales.

With respect to our Vancouver location on Cambie street in the 2022 fiscal year the Company purchased a retail cannabis development permit in exchange for total consideration of \$971,000 that is payable in \$871,000 of cash and \$100,000 in common shares of the Company. As at May 31, 2022 the Company owes \$350,000 in future payments which are a commitment and are accrued for and include in accounts payable and accrued liabilities. The Company accounted for the \$971,000 purchase as pre-operating costs under IAS 38.69 that were incurred prior to opening its Cambie Street store location and these costs are expensed. The development permit is temporary in nature in that Vancouver requires you to renew it each year. The Development Permit was acquired prior to the Company signing a store lease and before the Company received provincial

and municipal licenses for the Cambie street store, and the lease and licenses are all necessary in order for the company operate a cannabis retail store. Currently the Cambie location has all permits and licenses in good standing.

After more than a year of operations, management decided to close Creston and Grand Forks because they were not profitable. Quantum currently operates three stores in British Columbia as the Vernon store was closed in June 2023.

The Corporate Learning division is called On-Track. Within On-Track there are 3 divisions. On-Track Corporate Training (face to face consulting), On-Track Online Live (face to face but online) and OnTrackTV (a large library of short vignettes).

On-Track Corporate Training faced some challenges during Covid19 as many classes had to be cancelled and many of the Company's regular clients did not want to send their employees for training. As Covid19 has passed, we are now seeing a resurgence of customers booking classes and coming to our offices for training. On-Track Corporate Training is well known in the marketplace, and we expect our business to grow this year. In September 2022 we launched our brand new On-Track.com website. Response has been positive.

One positive aspect of Covid19 is that it introduced many companies to On-Line Video Conferencing. Programs and Apps like "Go to Meeting" and "Zoom" have become well known and accepted by everyone. This has helped enhance the attractiveness of our On-Track Online Live division. We have seen a significant surge in the demand for on-line training. Management is very encouraged by this trend in the market. Firstly, On-Track On-Line Live (OTOLL) is perfectly equipped to handle this mode of delivery. Secondly, (and most importantly) this greatly increases our reach and our capacity. Students can now login into an OTOLL session from anywhere in the world and our class size is virtually unlimited.

OTOLL is marketing to several cities beyond Vancouver and attracting customers from a global marketplace. We expect to see this grow significantly. It's worth to note that the Company competes in the global marketplace and the continued devalued Canadian Dollar is helping to make our product more competitive globally.

OntrackTV is an online library of short learning vignettes. Over the last 16 months the Company has done an extensive rewrite of the application. The key goals were to a) make the application super simple and visually pleasing on a cell phone, a desktop or a tablet; and b) have a slick and speedy search algorithm that can find anything quickly. We have achieved these goals and are excited about launching the App in the coming months. Currently, our model is for anyone to browse the myriads of courses for free but if you want to login and use all the "Settings Tools" and "Tracking Tools" then you will have to pay a modest subscription fee. Additionally, we have a Corporate Login Ability where clients can "White Label" login with their logo and add their own content strictly for their team. Overall, we are very excited about this app, and we see positive growth potential. The current Beta Version is available for view at [www.beta.ontracktv.com](http://www.beta.ontracktv.com).

In June 2022 Quizam Entertainment, signed a deal with Award Winning Producers Everett Bumstead and Kenrick Block for a new Feature Film Documentary entitled “The Forest for The Fires”.

This documentary film is about the wildfire fighters shot across the northwest from Haida Gwaii to Revelstoke. The film will center on the human element. Specifically, the brave people that fight wildfires in British Columbia and the unique culture of artists, athletes and entrepreneurs that spend their summers protecting the line between the human and natural world.

Producers Everett Bumstead and Kenrick Block won two Leo awards in 2021 (best directing and best editing in a documentary) for their highly acclaimed film “One Million Trees”.

Quizam is the sole executive producer and owner of the project, and the project is now completed. We are in discussion with various distributors to get the movie distributed.

The Company plans to continue to focus on growth and profitability. The main strategies in the process include:

- a) Strict focus on increasing gross sales and running a tight ship in order to increase profitability.
- b) Increase of pricing in all areas.
- c) Expansion of course offerings beyond IT and computer training. Some of the new course offerings include customer service, conflict resolution, minute notetaking, and project management, cannabis education, cannabis safety, and medical applications of cannabis.
- d) Special marketing team devoted to gaining Fortune 500 companies and companies beyond the Vancouver boundary as clients for On-track online live and OntrackTV;
- e) Continue to develop OntrackTV markets in the UK, North America, and Southeast Asia and sell more regional OntrackTv licenses.
- f) Continue to develop components to OntrackTV.
- g) Distribution of Forest for the Fire documentary successfully.
- h) Develop and offer courses in common accounting software such as Simply Accounting, QuickBooks and CaseWare. This would be for both Face-to-Face and On-Track TV.
- i) Expand our Cannabis Strategy into retail sales in key cities throughout British Columbia. We would like to have 8 Cannabis Retail Platforms up and running within the next 18 months; and
- j) OntrackTV was launched early 2024 and we are continuing to build the library and market the product. Subscriptions are growing.

### 1.3 Selected Annual Information

	Year Ended May 31, 2024	Year Ended May 31, 2023	Year Ended May 31, 2022
	\$	\$	\$
a) Total revenue	6,981,391	7,409,508	6,877,545
b) Loss before other items	(927,659)	(896,337)	(2,367,470)
c) Net loss	(709,870)	(824,115)	(2,469,685)
c) Net loss (per share)	(0.01)	(0.02)	(0.12)
d) Total assets	2,348,645	2,498,794	2,821,988
e) Long-term liabilities	1,154,606	1,562,692	1,664,393
f) Cash dividends	0	0	0

### 1.4 Discussion of Operations

Revenue for the year ended May 31, 2024, decreased to \$6,981,391 compared to \$7,409,508 during the year ended May 31, 2023. This decrease was mostly due to a decrease in non-medical cannabis retail revenue due to shut down of some unprofitable stores and decreased revenue from the training services and software sales. Operating expenses decreased from \$8,305,845 as of May 31, 2023, to \$7,909,050 for the year ending May 31, 2024, reflecting a reduction of \$396,795. This decline was primarily driven by a considerable decrease in key expense categories, particularly subcontractors, investor and finance development costs and Ontrack TV development costs. Additionally, the company experienced a 14% reduction in depreciation expenses contributing to the overall cost savings. The net loss for the year ended May 31, 2024, decreased to \$709,870, compared to \$824,115 for the year ended May 31, 2023, representing a reduction of \$114,245. This improvement was largely attributed to the decrease in operating expenses during 2024.

The significant changes were as follows:

- Retail inventory costs decreased to \$4,393,828 for the year ended May 31, 2024 (2023 - \$4,478,206). This reduction was primarily due to a decline in the sale of non-medical cannabis.
- Subcontractor's costs decreased to \$151,522 for the year ended May 31, 2024 (2023 - \$287,747). This reduction was primarily driven by a decline in training services and software sales during 2024.
- Investor and Finance Development costs decreased to \$86,351 for the year ended May 31, 2024 (2023 - \$178,826). This reduction was primarily due to streamlined financial operations and a more focused investor outreach strategy.
- On-Track TV development costs decreased to \$17,333 for the year ended May 31, 2024 (2023 - \$127,140). This decline reflects the fact that most of the expenses were incurred in the previous year, as On-Track TV was launched early in 2024.
- Depreciation costs decreased to \$444,867 for the year ended May 31, 2024 (2023 - \$516,568) and the decrease is mainly due to lease termination of Vernon.
- Wages and benefits expenses decreased to \$829,920 for the year ended May 31, 2024 (2023 - \$830,676). One contributing factor to this reduction was the resignation of key management personnel during the financial year 2024.
- Research and development costs increased to \$334,065 for the year ended May 31, 2024 (2023 - \$256,320). Further, travel and business development costs increased to \$648,806 for the year ended May 31, 2024 (2023 - \$578,576). This rise was driven by efforts to attract more customers and expand the business operations.

Revenue information by segment is as follows:

- (a) Training Services and UK On-Track TV sales and expenses for the years ended May 31, 2024, and 2023, respectively:

	2024	2023
	\$	\$
Revenue	293,578	542,459
Expenses	(1,320,019)	(1,436,117)

- (b) Software and Licensing sales and expenses for the years ended May 31, 2024, and 2023, respectively:

	2024	2023
	\$	\$
Revenue	–	1,152
Expenses	(87,850)	(146,418)

(c) Quantum 1 Cannabis's retail sales and consulting services sales and expenses for the year ended May 31, 2024 and 2023, respectively:

	2024	2023
	\$	\$
Retail sales	6,687,813	6,865,897
Retail inventory	(4,393,828)	(4,478,206)
Other expenses	(1,115,591)	(1,495,815)

#### Fourth Quarter Results of operations

For the three months ended May 31, 2024, compared to the three months ended May 31, 2023:

During the three months ended May 31, 2024, the company generated revenue of \$1,735,306, compared to \$1,880,236 for the three months ended May 31, 2023. This represents a decrease of \$144,930. The decline in revenue is primarily attributed to reduced sales of non-medical cannabis and the closure of the Vernon store. For the three-month period ending May 31, 2024, the company recorded a net loss of \$206,855 (2023: loss of 264,729). The reduction of net loss is primarily driven by below factors:

- Research and development cost for the three months ended May 31, 2024, decreased by \$55,208 compared to the three months ended May 31, 2023. This decrease was primarily due to a reduction in expenses associated with Ontrack TV development, as many of these costs were incurred in 2023.
- Management fees reduced by \$78,187 in the final quarter of 2024 (Q4, 2024 - \$47,437) compared to the same period in 2023 (Q4, 2023 - \$125,624). In the final quarter of 2023, additional business meetings were conducted with various clients abroad and in other states, leading to a higher management fee compared to the final quarter of 2024.
- Investor and finance development cost reduced by \$23,846 in the final quarter of 2024 (Q4, 2024 - \$27,479) compared to the same period in 2023 (Q4, 2023 - \$51,324). In the final quarter of 2023, there were numerous negotiations with investors to secure financing. However, in this year's final quarter, these negotiations have significantly decreased.
- Depreciation expense reduced by \$39,804 in the final quarter of 2024 (Q4, 2024 - \$84,369) compared to the same period in 2023 (Q4, 2023 - \$124,173). This is mainly due to the lease termination of Vernon store.

#### Summary of Quarterly Results

The effect of applying the treasury stock method to the Company's loss per share calculation is antidilutive. Therefore, basic and diluted losses per share are equal for the periods presented.

The quarterly periods in the table below are presented under International Financial Reporting Standards (IFRS) in Canadian dollars.

	31-May-24	29-Feb-24	30-Nov-23	31-Aug-23	31-May-23	28-Feb-23	30-Nov-22	31-Aug-22
Total Revenue	\$1,735,306	\$1,690,154	\$1,737,922	\$1,818,009	\$1,880,236	\$1,858,670	\$1,764,400	\$1,906,203
Loss before other items	(\$241,074)	(\$162,571)	(\$339,674)	(\$184,340)	(\$332,950)	(\$138,025)	(\$338,838)	(\$86,524)
Net loss	(\$206,855)	(\$109,716)	(\$290,523)	(\$102,776)	(\$264,729)	(\$138,025)	(\$338,838)	(\$82,523)
Net loss per share	(\$0)	(\$0)	(\$0.01)	(\$0)	(\$0.01)	(\$0)	(\$0.01)	(\$0)

## 1.5 Liquidity

The Company's liquidity is as follows:

	May 31, 2024	May 31, 2023
Cash and cash equivalents	\$196,362	\$20,800
Accounts receivable	\$45,084	\$40,181
Due from related parties	\$204,137	-
Accounts payable and accrued liabilities	\$595,443	\$471,233
Due to related parties	-	\$28,527
Loans payable to related parties	\$737,947	\$169,006
Lease liabilities – current portion	\$455,453	\$432,363
Working capital surplus (deficiency)	\$(1,067,366)	\$(864,547)

As at May 31, 2024, the Company had cash and cash equivalents of \$196,362 and a working capital deficiency of \$1,067,366 compared to cash and cash equivalents of \$20,800 and a working capital deficiency of \$864,547 as at May 31, 2023.

During the year ended May 31, 2024, the Company used \$180,451 cash for operating activities compared to the cash used of \$766,350 in the comparative period. The Company has incurred losses as it is a start-up in the Cannabis industry. The Company continues to be dependent on its cash reserves and future financing.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. If adequate financing is not available when required, the Company may be required to delay or scale back its software development and marketing. Any equity offerings will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.



Currently the Company has insufficient funds to meet its requirements for the coming year. The Company will continue to improve its cash positions by focusing on increasing sales, improving profitability and equity financings.

## 1.6 Capital Resources

The Company's capital currently consists of common shares, options and warrants. The Company's principal source of funds is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to meet the Company's educational software development, internet training development and film production to ensure the growth of activities.

The Company currently has 58,906,845 common shares issued.

The Company has signed a rental agreement effective until August 31, 2027, for the lease of its head office in Vancouver. The Company has rental agreements for store-front retail outlets for its cannabis operations. The Company's current value of the future lease payments as at May 31, 2024 was \$1,610,059.

## 1.7 Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

## 1.8 Transactions Between Related Parties

The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them were recorded at their exchange amounts as agreed upon by transacting parties as follows:

	May 31, 2024	May 31, 2023
Management fees	\$ 266,385	\$ 216,712

For the year ended, 2024 and 2023, key management personnel were not paid any post-employment benefits, termination benefits or any other long-term benefits.

As at May 31, 2024, \$178,814 (May 31, 2023 – \$28,527) was owed to a significant shareholder and companies owned by a significant shareholder, who is also a director and officer, and to a company owned by his relative.

Accounting and legal, investor and finance development, management fees, office and miscellaneous, On-Track TV development, research and development, software development, subcontractors, business development, and wages and benefit expenses are provided by related parties and significant shareholders of the Company.

During the year ended May 31, 2024, an amount of \$938,062 (2023 - \$1,290,106) of these expenses were included in expenses to companies owned by a significant shareholder, who is also a director and officer, and immediate family of the significant shareholder.

## **1.9 Critical Accounting Estimates**

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities at the date of the financial statements and revenues and expenses for the period reported. Significant areas requiring the use of management estimates relate to estimation of an allowance for doubtful accounts, the measurement of share-based compensation, expected lives of long-lived assets, and the recognition of deferred income tax assets. Actual results could differ from those estimates. Significant judgements are applied by management to determine whether sales have met the Company's revenue recognition criteria, and to assess the probability of realizing deferring income tax assets based on the likelihood of generating taxable income in the future. Different judgement could yield different results.

## **1.10 Changes in Accounting Policies including Initial Adoption**

The Company adopted the following amendments to accounting standards, which are effective for the Company's annual periods beginning on or after June 1, 2023.

(i) Disclosure of accounting policies – amendments to IAS 1 and IFRS Practice Statement 2

The amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materially Judgements provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

(ii) Definition of accounting estimates – amendments to IAS 8

The amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. They clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments had no impact on the Company's financial statements.

The Company has not early adopted any other accounting standard, interpretation or amendment that has been issued but is not yet effective.

## 1.11 Financial Instruments and Other Instruments

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and, where allowed and appropriate, re-evaluates this designation at every reporting date. All financial instruments are recognized when the Company becomes a party to contractual provisions of these instruments. Financial instruments initially recorded at fair value. Financial assets classified into one of three categories: amortized cost, fair value through other comprehensive income (“FVTOCI) or fair value through profit or loss (“FVTPL”). Financial liabilities are subsequently measured at amortized cost using effective interest method, except for financial liabilities at FVTPL, financial guarantee contracts, loan commitments as below-market interest rate, and liabilities related to contingent consideration of an acquirer in a business combination.

Financial instruments comprise cash and cash equivalents, accounts receivable, accounts payable, due to related parties and loans payable. At initial recognition management has classified financial assets and liabilities as follows:

### a) Financial Assets

#### *Amortized cost*

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of these financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding, are subsequently measured at amortized cost using the effective interest method. Accounts receivables are measured at amortized cost.

#### *Fair value through other comprehensive income*

Financial assets that are held within a business model whose objective is to hold financial assets in order to both collect contractual cash flows and sell financial assets, and the contractual terms of these financial assets give rise on specified date to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Upon initial recognition of equity securities, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate its equity securities that would otherwise be measured at FVTPL to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in OCI. The cumulative gain or loss is not reclassified to profit or loss on disposal of the instrument; instead, it is transferred to retained earnings. The Company currently has no financial assets designated as FVTOCI.

*Fair value through profit or loss*

By default, all other financial assets are measured subsequently at FVTPL. The Company's cash and cash equivalents are measured at FVTPL.

b) Financial liabilities

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized in the statements of operations and comprehensive income (loss). The Company's financial liabilities of accounts payable, due to related parties, and loan payables are classified as measured at amortized cost.

The following table summarizes information regarding the carrying values of the Company's financial instruments:

	May 31, 2024	May 31, 2023
	\$	\$
FVTPL (i)	196,362	20,800
Financial assets at amortized cost (ii)	249,221	40,181
Financial liabilities at amortized cost (iii)	(1,196,986)	(668,766)

- (i) Cash and cash equivalents
- (ii) Accounts receivable and amounts due from related parties
- (iii) Accounts payable, amounts due to related parties and loans due to related parties

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 – Inputs that are not based on observable market data.

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy:

	Level	May 31, 2024	May 31, 2023
Cash and cash equivalents	1	\$196,362	\$20,800

The risk management function within the Company is carried out in respect of financial risks, operational risks, and legal risks. Financial risk comprises market risk (including currency risk,

interest rate risk and other price risk), credit risk and liquidity risk. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risks stays within these limits. The operational and legal risk management functions are intended to ensure proper functioning of internal policies and procedures, to minimize operational and legal risks.

#### *Credit Risk*

Financial instruments that potentially subject the Company to concentrations of credit risk consist of accounts receivable. Credit risk from accounts receivable encompasses the default risk of its customers. Since the Company manage its credit risk by only working with reputable companies, the Company has reasonable assurance of collectability of the considerations. The Company continuously manages its exposure to credit risk by only working with reputable companies and by performing on-going credit evaluations of its customers' financial conditions and requires letters of credit or other guarantees whenever deemed appropriate. The maximum exposure to loss arising from accounts receivable is equal to their carrying amounts.

The following table provides information regarding the aging of financial assets that are past due but which are not impaired as at May 31, 2024:

	Neither past due nor impaired	31-60 days	61-90 days	91 days and over	Carrying value
Trade accounts receivable	\$ 27,781	–	–	17,303	\$45,084

#### *Liquidity Risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at May 31, 2024, the Company had a cash balance of \$196,362 to settle current liabilities of \$1,827,448. The Company manages its ability to meet its short-term obligations through the capital management described in Note 14 to the consolidated financial statements. The Company has a working capital deficit and requires additional financing to fund operations. The Company intends to meet its current obligations through funds to be raised via the private placement of shares and through related party loans. There can be no assurance of continued access to adequate equity funding.

#### *Foreign Exchange Risk*

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company is exposed to exchange risk as some of its cash and related party loans are denominated in US dollars. These factors expose the Company to foreign currency exchange rate risk, which could have an adverse effect on the profitability of the Company. As at May 31, 2024, the Company had net monetary liabilities of approximately \$405,250 denominated in US dollars. A 10% increase in the US dollar to Canadian dollar exchange rate would impact the Company's net loss by approximately \$50,000 and a 10% decrease by \$61,000. At this time, the Company currently does not have plans to enter into foreign currency future contracts to mitigate this risk.

### *Price Risk*

In the management's opinion the Company is not exposed to significant price risk.

## **1.12 Additional Information**

Additional information about the Company is available on SEDAR (Website: [www.sedar.com](http://www.sedar.com))

## **1.13 Outstanding Share Data**

The following table summarizes the issued and outstanding share capital as of May 31, 2024 and the date of the MD&A:

	Number of shares issued or issuable as at May 31, 2024	Number of shares issued or issuable as at October 1, 2024
Common shares	58,906,845	58,906,845
Warrants	16,150,000	16,150,000