

THE ATTACHED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FORM AN INTEGRAL PART OF THIS MANAGEMENT DISCUSSION AND ANALYSIS AND ARE HEREBY INCLUDED BY REFERENCE

Management Discussion and Analysis as of February 1, 2024

Introduction

This Management Discussion and Analysis (“MD&A”) should be read in conjunction with the condensed interim consolidated financial statements for the period ended December 31, 2023, and with the audited financial statements for the year ended June 30, 2023 and 2022, together with the corresponding notes of Chemistree Technology Inc. (the “Company” or “Chemistree”). This MD&A covers the period ended December 31, 2023, and the subsequent period up to the date of filing.

The condensed interim consolidated financial statements of the Company have been prepared in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting as issued by the International Accounting Standards Board (“IASB”). The unaudited condensed interim consolidated financial statements follow the same accounting policies and methods of application as our most recent annual financial statements and do not include all the information required for full annual financial statements. Accordingly, they should be read in conjunction with our IFRS financial statements for the fiscal year ended June 30, 2022. The accounting policies applied in the unaudited condensed interim consolidated financial statements are based on International Financial Reporting Standards (“IFRS”) issued and outstanding as of February 1, 2024, the date the Board of Directors approved these unaudited condensed interim consolidated financial statements, and they are consistent with those disclosed in the annual financial statements.

All amounts are expressed in Canadian dollars unless otherwise noted. Readers are encouraged to read the Company’s public information filings on SEDAR+ at www.sedarplus.ca

This MD&A contains forward-looking information, such as statements regarding the Company’s future plans and objectives that are subject to various risks and uncertainties, including those set forth in this document under the headings “Note Regarding Forward-Looking Statements” and “Risk Factors”. The Company cannot assure investors that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. The results for the periods presented are not necessarily indicative of the results that may be expected for any future periods. Investors are cautioned not to place undue reliance on this forward-looking information.

Having completed the disposition of the Washington Assets (as defined herein), the Company has ceased to indirectly derive, through investments in ancillary operations, revenue from the adult-use cannabis industry in the United States in jurisdictions where local law permits such activities. Effective December 30, 2022, the Company no longer indirectly derives revenue from the medical cannabis industry in the United States and the medical and/or adult-use cannabis industries in Canada and has no intention of doing so in the future.

Accordingly, the Company should no longer be subjected to heightened scrutiny by applicable regulatory authorities, the CSE, clearing agencies or other governmental bodies. See the sections entitled “Corporate Overview” and “Risk associated with the Company”, below, for further details.

Outlook

Chemistree Technology Inc. is a venture capital investment company whose strategy is to focus on opportunistic investments across a broad range of industries, and is seeking to invest in early stage, promising companies where it may be the lead investor and can additionally provide investees with advisory services, mentoring and access to the Company's management expertise. The Company operates as an investment company, rather than an investment fund. The Company seeks to invest wherever practicable for the purpose of being actively involved in the management of any target company in which it invests, including seeking board representation or board observation rights. Existing holdings are in a consumer-targeted biotechnology venture, a renewable energy developer in the wind and solar sector (“REVV”), a plant-based wellness company (“FUEL”) and an Ontario limited partnership (“ONLP”) to take advantage of opportunistic long/short equity opportunities in both potential upside and downside expected price moves.

Effective December 30, 2022, the Company completed the sale of its Washington Assets pursuant to a Share Purchase Agreement dated May 12, 2022, with an arms-length party. The disposition was completed via selling 100% of the shares of the wholly owned subsidiary Chemistree Washington Ltd. for consideration of \$US 500,000 (\$677,035). The assets owned by Chemistree Washington included assets used in cannabis cultivation, production, distribution and branding. The asset acquisition includes certain of the assets used in the business of operating the “Sugarleaf” brand, including, but not limited to, all brands, trademarks, websites, URLs, packaging, goods in process, social media accounts, inventory, vehicles, leases, software, furniture, systems, equipment, lighting, assignments, client lists and marketing materials. The sale of the Washington Assets marked the Company’s exit from cannabis-related activities and/or investments.

Over the last 21 months, the Company’s debt burden combined with a poor capital markets environment for cannabis-related entities, has hampered efforts to access capital to expand our footprint. With the restructuring of convertible debentures in 2022 and the divestiture of the last cannabis-related assets, we are now seeing some investment opportunities that give rise to optimism. To further reduce Chemistree’s burn-rate, the Company continues to try to trim discretionary expenses where possible.

Further to the meeting of debenture holders concluded on December 20, 2021, the amendments approved by the debenture holders at the meeting took effect on January 17, 2022. On the effective date the Company entered into a Supplemental Indenture with the Debenture Trustee, Odyssey Trust Company. Under the Supplemental Indenture the terms of the convertible debenture were changed to provide for the Company, in its sole discretion, to pay the interest due on the Debentures in cash or through the issuance of its common shares at the market price of the common shares in effect on the date of the common share interest payment election notice; and to extend the term of the convertible debentures by twenty-four (24) months to March 29, 2024. All other terms of the Debentures under the Indenture remain unchanged.

The Company does not have sufficient working capital to repay the convertible debentures if they are not converted prior to maturity in 2024 (see Note 8). These conditions indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern.

The extension of the Debenture maturity had the effect of changing the Company’s working capital. The convertible debentures accrue interest daily, with such accrued interest paid immediately upon conversion of the debentures. The principal amount of the debentures is currently \$6,837,000 and is convertible into common shares of the Company at a price of \$0.50 per share.

The Company continues to monitor its investment holdings and seek new investment opportunities.

Under the Company’s Investment Policy, as amended October 2020, the Company is a publicly traded venture capital investment company whose primary objective is to invest its funds for the purpose of generating returns from capital appreciation and investment income. It intends to accomplish these goals through the identification of and investment in securities of private and publicly listed entities that are involved in a variety of industries, including, but not limited to, opportunities in the technology, health care, biotechnology, medical technology or related consumer products fields.

The Company operates as an investment company, rather than an investment fund. The Company seeks to invest wherever practicable for the purpose of being actively involved in the management of any target company in which it invests, including seeking board representation or board observation rights. The Company will aim to structure its investments in such a way that the Company is not deemed to be either an investment fund or mutual fund, as defined by applicable securities laws, thereby avoiding the requirement to register as an investment fund manager or investment advisor. Investments will be acquired and held for short-term gains, income generation, or long-term capital appreciation, dependent upon the specific investment. The paramount goal of the Company will be to generate maximum returns from its investments.

The composition of the Company’s investment portfolio will vary over time depending on its assessment of a number of factors, including the performance of its investments, developments in existing and potential markets, and risk assessment. The Company’s investment objectives, investment strategy and investment restrictions may be amended from time to time on the recommendation of the investment committee or senior management and approval by the Board. The Company’s board of directors reserves the right and authority to change the general or specific focus of the Company’s investments over time; and reserves the right to diversify the Company’s portfolio of investments by industry, geography, and investment type without

prior announcement or notice being given.

The Company anticipates re-investing the profits realized from its investments to further the growth and development of the Company's investment portfolio. The declaration and payment of dividends to shareholders will become a priority once Company has achieved steady or continuous cash flow from its investments.

Business objectives 12 months forward

During calendar 2020, 2021 and early 2022, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which included the implementation of travel bans, self-imposed quarantine periods and social distancing, caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets experienced significant volatility and weakness. Governments and central banks reacted with significant monetary and fiscal interventions designed to stabilize economic conditions.

The Company anticipates re-investing the profits realized from its investments to further the growth and development of the Company's investment portfolio. The declaration and payment of dividends to shareholders will become a priority once Company has achieved steady or continuous cash flow from its investments.

In terms of composition, the nature and timing of the Company's investments will depend, in part, on available capital at any particular time and the investment opportunities identified and available to the Company. Subject to the availability of capital, the Company intends to create a diversified portfolio of investments. The composition of its investment portfolio will vary over time, and may include equity investments, secured or unsecured loans, asset acquisitions, bare land acquisitions, majority ownership, joint ventures and licensing arrangements, among others. All investments shall be made in compliance with applicable laws in relevant jurisdictions and shall be made in accordance with and governed by the rules and policies of applicable regulatory authorities.

Recent developments

On January 7, 2024, the Company accepted the resignation of Sheldon Aberman as a director and officer, effective December 31, 2023.

Pursuant to the Supplemental Indenture, Convertible Debentures representing \$704,000 in debt were converted into 1,308,000 common shares at \$0.50 per share. The Company issued 6,967,787 common shares in lieu of cash pursuant to the convertible debt interest obligation of the Company representing \$348,389.

The Company received notice from OTC Markets Group that the common shares bid price had closed below one cent for more than 30 consecutive calendar days and no longer met the standards for continued eligibility for OTCQB as per the OTCQB standards, Section 2.3(2), which states that the Company must "maintain proprietary priced quotations published by a market-maker in OTC link with a minimum closing bid price of one cent per share on at least one of the prior 30 consecutive calendar days." As per Section 4.1 of the OTCQB standards, the Company was granted a cure period of 90 calendar days during which the closing bid price for the Company's common stock must be one cent or greater for 10 consecutive trading days to continue trading on the OTCQB marketplace. This requirement was not met by July 9, 2023, and thus the Company's common shares were removed from the OTCQB marketplace.

The June 30, 2023, semi-annual payment of interest on the convertible debentures was paid via the issuance of common shares in lieu of cash. To satisfy the interest due of \$374,550, the Company issued 7,491,000 common shares at \$0.05 per share.

On March 9, 2023, the company's subsidiary, American CHM Investments Inc., filed an answer, counterclaim and cross-claim in case No. 23-2-01552-31 in the Superior Court of the State of Washington for Snohomish County related to the overdue promissory note (in default) due to American CHM from the former operator of the Washington assets. Effective May 13, 2023, the company entered into a settlement agreement and mutual release for a recovery to the company of \$270,000 (\$200,000 (U.S.)). The remainder of the settlement amount \$158,986 (US\$120,000) was collected in the period. The recovery has been booked against an impairment recorded in a prior period.

The December 31, 2022, semi-annual payment of interest on the convertible debentures was paid via the issuance of common shares in lieu of cash. To satisfy the interest due of \$378,550, the Company issued 7,571,000 common shares at \$0.05 per share.

Effective December 30, 2022, the Company completed the sale of its Washington Assets pursuant to a Share Purchase Agreement with an arms-length party. The disposition was completed via selling 100% of the shares of the wholly owned subsidiary Chemistree Washington Ltd. for consideration of \$US 500,000 (\$677,035).

The Company made two strategic investments in the quarter ended December 31, 2022. Chemistree invested \$200,000 into an Ontario limited partnership (the ONLP) to take advantage of opportunistic long/short equity opportunities in both potential upside and downside expected price moves. The ONLP seeks to generate attractive risk-adjusted returns through an experienced investment process to purchase long positions in companies with durable competitive advantages. ONLP's management team are seasoned investment professionals known to Chemistree's management.

In addition, Chemistree invested \$99,130 in Plantfuel Life Inc. (Canadian Securities Exchange: FUEL). FUEL is a scientifically focused, plant-based wellness company managed by successful entrepreneurs with extensive experience in the areas of consumer-packaged goods, manufacturing, logistics and distribution.

The June 30, 2022, semi-annual payment of interest on the convertible debentures was paid via the issuance of common shares in lieu of cash. To satisfy the interest due of \$389,450, the Company issued 7,789,000 common shares at \$0.05 per share.

On March 29, 2022, warrants to acquire 23,113,760 common shares of the Company - expired unexercised. The warrants had been issued in conjunction with the convertible debenture offering concluded by the Company on March 29, 2019.

On December 20, 2021, the Company reconvened and completed an Extraordinary Meeting of Debenture holders (the "Meeting") in connection with the proposed amendments to the trust indenture between the Company and Odyssey Trust Company dated as of March 29, 2019. The Company's debenture holders approved all proposed amendments. By way of an Extraordinary Resolution, Chemistree's debenture holders approved amendments to the Indenture which may amend the Debentures in the following two key areas: Subsequent to payment of the December 31, 2021 interest amount; authorize the Company, in its sole discretion, to pay the interest due on the Debentures in cash or through the issuance of its common shares at the market price of the common shares in effect on the date of the common share interest payment election notice, and extend the term of the convertible debentures by twenty-four (24) months to March 29, 2024

Further to the Company's press release of December 2, 2021, Chemistree completed its Subscription Agreement with Philippine Metals Inc. ("PHI"), a TSX Venture Exchange listed issuer. The Company invested \$174,000 in the recently completed first tranche of PHI's private placement of Subscription Receipts at \$0.50 per Subscription Receipt. PHI's private Placement is being conducted pursuant to PHI's previously announced reverse takeover transaction with ReVolve Renewable Power Ltd ("ReVolve"). ReVolve and PHI completed the reverse takeover in March of 2022, and at that time the common shares of ReVolve were listed on the TSX Venture Exchange under the symbol "REVV". In March of 2022 each Subscription Receipt was converted into one ReVolve unit, with each unit comprising one common share of REVV and one common share purchase warrant of REVV. Each warrant shall entitle the holder thereof to purchase one additional common share of REVV at a price of \$0.75 per warrant share for a period of 18 months following the automatic conversion of the Subscription Receipts.

ReVolve's business model is based on identifying greenfield project development opportunities, focusing on strong renewable-resource areas, proximity/availability of capacity on the local transmission network as well as environmental considerations. These projects are then brought through the development cycle with the company obtaining the necessary federal, state and other permits/authorizations required for the projects as well as securing the necessary interconnection capacity in order for the project to commence construction.

In late July 2021, Chemistree completed the sale of its 9.55-acre land package located in the city of Desert Hot Springs, Riverside County, California. Gross consideration for the sale was \$1,957,000 (U.S.). The DHS property was acquired in 2019 as raw land, and over the course of the intervening two years the Company's development team advanced the land to a shovel-ready state. Advanced planning, permitting and engineering work was completed together with the required anthropological

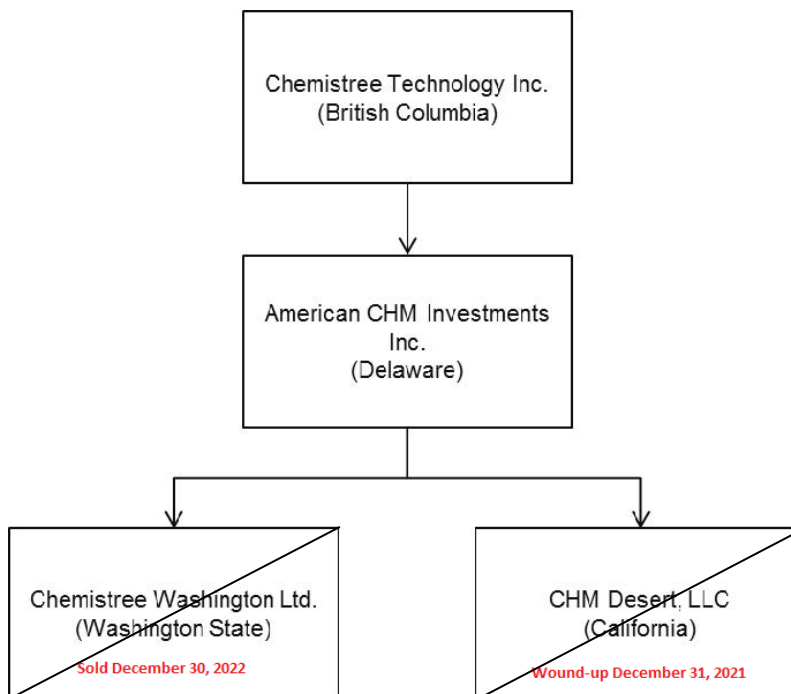
and environmental studies. In conjunction with the sale, the Company has negotiated a back-in option agreement with the purchaser, such that as the purchaser advances the construction of the project, renamed AMP Industrial Park, the Company has the unilateral option to acquire a new 16,460-square-foot cannabis production and processing building at a predetermined price.

On July 13, 2021, Chemistree reported that investee company ImmunoFlex Therapeutics Inc. (“ImmunoFlex”), has completed and analyzed its clinical trial of 21 patients 60 to 70 years of age. The exploratory trial was the latest of several small trials where ImmunoFlex has focused on analyzing immune system modulation at a genomic level resulting from treatment with compounds including CBD (cannabidiol), THC (tetrahydrocannabinol), NAC (N-acetylcysteine) and several other widely available compounds. In this latest study, traditional blood chemistry markers were not informative; however, genomic analysis of the immune system's T-cell receptor recognition regions (called CDR3s) extracted from patient RNA showed immune system changes resulting from treatment. In one particular group, all patients showed consistent results across multiple genomic analyses. The Company believes that Immunoflex has long-term investment potential, however, during the year-ended June 30, 2022 – Chemistree impaired its Immunoflex investment to \$nil as a reflection of its uncertain near-term prospects and the weakening nature of its balance sheet.

Corporate Overview

Chemistree Technology Inc. (the “Company”) was incorporated in the Province of British Columbia on March 14, 2008, under the Business Corporations Act of British Columbia. The Company’s head office and registered and records office is located at Suite 208 – 828 Harbourside Drive, North Vancouver, British Columbia. On July 20, 2018, the Company requalified its common shares for a listing following a change of business to an “investment company” on the Canadian Securities Exchange.

With the December 30, 2022, sale of Chemistree Washington, the Company has one wholly-owned subsidiary. Effective October 17, 2017, the Company incorporated a wholly-owned subsidiary, Chemistree Washington Ltd. (“**Chemistree Washington**”), incorporated under the laws of Washington State. Effective July 17, 2018, the Company incorporated American CHM Investments Inc., under the laws of the State of Delaware. Effective July 18, 2018, the Company incorporated CHM Desert LLC (“**CHM Desert**”) under the laws of the State of California. The following diagram presents the organizational chart of the Company:



Overall Performance

The ability of the Company to continue to operate as a going concern is dependent on its ability to generate profitable operations and positive cash flows. To date, the Company has generated limited revenues from operations and will require additional funds to meet ongoing obligations and investment objectives. As a result, further losses are anticipated. As at December 31, 2023, the Company had a working capital deficit of \$6,448,893 (June 30, 2023 year-end: deficit of \$6,761,598) and an accumulated deficit of \$30,603,622 (June 30, 2023 year-end: \$30,261,135).

As at December 31, 2023, the Company had insufficient working capital to discharge its current financial obligations. The Company's future capital requirements will depend on many factors, including the operating and capital costs of locating, researching, developing, and acquiring investments that comply with its investment strategy. The Company's anticipated operating losses and increasing working capital requirements will require that it obtain additional capital to continue operations. The ability of the Company to continue to operate as a going concern is dependent on its ability to generate profitable operations and positive cash flows. To date, the Company has generated limited revenues from operations and will require additional funds to meet ongoing obligations and investment objectives. Most significant are the convertible debentures, which come due on March 29, 2024. The Company does not have sufficient working capital to repay these debentures if they are not converted.

Selected Financial Data [Annual]

The following tables show selected summary financial information which have been derived from the annual financial statements of the Company.

		Year ended	
	June 30, 2023	June 30, 2022	June 30, 2021
Operating Revenue	\$ -	-	-
Net income (loss)	\$ (1,346,681)	(2,680,830)	(4,533,978)
Income (Loss) per share	\$ (0.02)	(0.06)	(0.12)
Share capital	\$ 19,706,694	19,282,490	17,603,443
Common shares issued	65,495,310	49,666,846	39,034,430
Weighted average shares outstanding	53,891,193	41,632,319	38,440,868
Total Assets	\$ 957,629	2,076,656	3,743,435
Net Assets (liabilities)	\$ (6,907,405)	(5,963,907)	(5,409,165)

Results of Operations

Six-months ended December 31, 2023

The Company further reduced all discretionary expenses where possible; total expenses in the 2023 period were 17% lower than 2022 at \$827,367 compared to \$997,166. The largest expense reductions were recorded in general and administrative costs and management fees, reflecting the management effort to reduce burn rate; down 86% and 40%, respectively. Comprehensive loss for the 2023 period was significantly offset by recovery amounts recorded for note receivable, the gain recorded on interest settlement and gain on investments. After recognition of other items, total comprehensive loss for the 2023 period was reduced by 40% to \$342,487 compared to \$573,634 in 2022. All the Company's expenditures are related to management and pursuit of its investments, ongoing business development and general corporate operations.

Year ended June 30, 2023

The Company continued to reduce all discretionary expenses where possible; total expenses in 2023 were 12.9% lower than 2022 at \$2,049,294 compared to \$2,350,940. The largest expense reductions were recorded in accretion and finance, depreciation and general and administrative; reflecting the reduction in convertible debentures outstanding, reduction in fixed assets held, and the management effort to reduce burn rate – respectively. A notable increase in professional fees reflects timing issues as to when legal and audit work was incurred during the period. The comparative 2023 expenses were offset by gains on assets held for sale, gain on interest paid by share issuance, sale of investments and other income; the 2022 expenses were offset by a significant gain on land held for sale. After adjustments for non-cash considerations, total comprehensive loss for the 2023 period was reduced by 50% to \$1,346,681 compared to \$2,680,830 in 2022. Cash used in operations was also

significantly reduced in 2023, lower by 37% to \$839,964 in 2023 versus \$1,348,521 in 2022. All the Company's expenditures are related to management and pursuit of its investments, ongoing business development and general corporate operations.

Fluctuations in Results

As stated above, operating results fluctuated due to the pursuit of investment and expansion opportunities under the Company's Investment Policy.

Selected Financial Data [Quarterly - unaudited]

(Expressed in Canadian Dollars)

	Quarter Ended							
	12/31/2023	9/30/2023	6/30/2023	3/31/2023	12/31/2022	9/30/2022	6/30/2022	3/31/2022
Operating revenue	-	-	-	-	-	-	-	-
Comprehensive (loss) Earnings (loss) per share	\$ (114,229)	(228,258)	(301,497)	(471,550)	(160,499)	(413,135)	(1,275,352)	(651,815)
Share capital	\$ 20,420,966	20,386,781	19,706,694	19,664,739	19,583,757	19,282,490	19,282,490	19,008,004
Common shares issued	73,771,097	66,934,097	65,495,310	58,004,310	57,838,144	49,666,846	49,666,846	41,870,430
Weighted average shares outstanding	67,082,727	66,345,579	58,004,310	57,973,749	49,860,085	49,668,846	49,668,846	41,840,763
Total Assets	\$ 783,739	988,238	957,629	1,308,862	1,444,333	1,938,767	2,076,656	2,912,600
Net Assets (liabilities)	\$ (6,581,753)	(6,501,709)	(6,907,405)	(6,647,863)	(6,251,652)	(6,377,042)	(5,963,907)	(4,963,041)

Liquidity and Capital Resources

As at December 31, 2023, the Company had cash on hand of \$463,658 (June 30, 2023 year-end: \$623,789). As at December 31, 2023, the Company had a working capital deficit of \$ 6,448,893 (June 30, 2023 year-end: deficit of \$6,761,598).

Effective December 31, 2023, 6,837 debentures remained outstanding - representing a debt of the Company in the amount of \$6,837,000. The debt bears interest at 10% per annum payable at the end of June and December; maturity is March 29, 2024. The Company does not have sufficient working capital to repay these debentures, if they are not converted.

Other than repayment of the convertible debentures, given the various projects the Company is handling in the short and medium terms, management considers the current cash balance and forecast net cash flows from operating activities for the next 12 months to be adequate for its planned business development activities.

Additional Disclosure for Issuers Without Significant Revenue

The business of the Company entails significant risks, and the following is a general description of all material risks, which can adversely affect the business and in turn the financial results, ultimately affecting the value of an investment the Company. The Company does not have significant revenues. The Company has limited funds. There is no assurance that the Company can access additional capital. The future requirements for additional capital will require issuance of common shares resulting in a dilution of the share capital issued previously.

General and administrative expense breakdown	6-months ended December 31,	
	2023	2022
	\$	\$
Communications	1,750	47,255
Bank service charges	64	2,781
Miscellaneous	-	8,235
Office	1,610	2,279
Postage and delivery	-	272
Rent	15,000	15,000
	18,424	75,822

Risk Factors

Investing in our securities involves a high degree of risk. Readers should carefully consider the following risks in addition to the other information included in this MD&A and our financial statements, including related notes, before deciding to purchase our common shares. If any of the following risks actually occur, our business, financial condition and results of operations could materially suffer. As a result, the trading price of our securities, including common shares, could decline and you could lose part or all of your investment. The risks set out below are not the only risks we face; risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition and results of operations. You should also refer to information set out in our condensed interim consolidated financial statements for the period ended December 31, 2023, and with the audited consolidated financial statements for the year ended June 30, 2023 and 2022, together with the corresponding notes.

Risks Associated with our Business and Industry

Loss of business and/or opportunities due to perceived risk

Third parties with whom the Company and its investee companies do business, including banks and other financial intermediaries, may perceive that they are exposed to legal and reputational risk because of the Company's prior cannabis-related business activities. Because cannabis remains illegal under U.S. federal law, a third-party service provider could reach the conclusion that their activities as a service provider are aiding and abetting the violation of the U.S. federal law. Any provision of services or sale of goods to a cannabis business could be construed as aiding and abetting violations of the U.S. Controlled Substances Act of 1970, in addition to other possible violations. Financial institutions may also be concerned that they would be at risk of prosecution for violation of U.S. money laundering laws and the Bank Secrecy Act, in addition to other potential violations. Any third-party service provider could suspend or withdraw its services to the Company or its investee companies if it perceives that the potential risks exceed the potential benefits to such services. If the Company's investments operating in the U.S. are unable to utilize financial institutions or third-party services providers, or bank accounts are subject to special restrictions preventing the processing of wire transfers, they may be unable to meet payment obligations to the Company or pay dividends or other amounts to the Company.

Cash flows insufficient to meet capital expenditures

Lack of cash flow may affect the Company's ability to continue as a going concern. Presently, the Company's operating cash flows are not sufficient to meet operating and capital expenses. The Company's business plan calls for continued research and development of the Company's services and products and expansion of market share. The Company will require additional financing to fund working capital and pay for operating expenses and capital requirements until it can achieve a positive cash flow.

In particular, additional capital may be required in the event that: The occurrence of any of the aforementioned events could adversely affect the Company's ability to carry out proposed business plans. The Company depends on a mix of revenues and outside capital to pay for the continued development of its business offering and the marketing of its products. Such outside capital may include the sale of additional stock and/or commercial borrowing. There can be no assurance that capital will continue to be available if necessary to meet these continuing development costs or, if the capital is available, that it will be on terms acceptable to the Company. Disruptions in financial markets and challenging economic conditions have and may continue

to affect the Company's ability to raise capital. The issuance of additional equity securities by the Company would result in a dilution, possibly a significant dilution, in the equity interests of current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase the Company's liabilities and future cash commitments.

The Company's future revenue, operating results and gross margin may fluctuate significantly and unpredictably from quarter-to-quarter and from year-to-year, which could have a material adverse effect on its operating results.

However, there is no assurance that actual cash requirements will not exceed the Company's estimates. In particular, additional capital may be required in the event that:

- the Company incurs delays and additional expenses as a result of technology failure;
- the Company is unable to create a substantial market for its products and services; or
- the Company incurs any significant unanticipated expenses. The rate at which the Company's customers order its products, and the size of these orders, are highly variable and difficult to predict. Because any substantial adjustment to expenses to account for lower levels of revenue is difficult and takes time, if the Company's revenue declines, its operating expenses and general overhead would likely be high relative to revenue, which could have a material adverse effect on the Company's operating margin and operating results.

If the Company is not able to manage operating expenses, then the Company's financial condition may be adversely affected. The Company's ability to reach and maintain profitability is conditional upon its ability to manage operating expenses. There is a risk that the Company will have to increase operating expenses in the future. Factors that could cause the Company's operating expenses to increase include the Company's determination to spend more on sales and marketing in order to increase product sales or the Company's determination that more research and development expenditures are required in order to keep current software products competitive or in order to develop new products for the market. To the extent that the Company's operating expenses increase without a corresponding increase in revenue, the Company's financial condition would be adversely impacted.

Cannabis is highly regulated

The Company's prior cannabis-related business and activities were heavily regulated in all jurisdictions where it carried on those activities. The Company's operations were subject to various laws, regulations and guidelines by governmental authorities relating to the manufacture, marketing, management, transportation, storage, sale, pricing and disposal of cannabis, and also including laws and regulations relating to health and safety, insurance coverage, the conduct of operations and the protection of the environment. Laws and regulations, applied generally, grant government agencies and self-regulatory bodies broad administrative discretion over our activities, including the power to limit or restrict business activities as well as impose additional disclosure requirements on our products and services.

Achievement of the Company's business objectives is contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities.

Competition

The Company faces larger and better-financed competitors, which may affect its ability to achieve or maintain profitability and complete investments. Competition exists for social media, branding and marketing companies in the jurisdictions in which the Company conducts operations and competition is significant in investment sector, with a number of non-traditional sources of financing emerging and growing acceptance of cannabis-related activities among more traditional sources of financing. As a result of this competition, much of which is with large, established companies with substantially greater financial and technical resources than the Company, the Company may be unable to acquire additional clientele or identify additional investments on terms it considers acceptable or at all. The Company also competes with other investment, cannabis, social media, technology, design and branding companies in the recruitment and retention of qualified employees.

Intellectual property litigation

The Company may in the future be subject to damaging and disruptive intellectual property litigation that could materially and adversely affect business, results of operations and financial condition, as well as the continued viability of the Company. The Company may be unaware of filed patent applications and issued patents that could relate to its products and services. Intellectual property litigation, if determined against the Company, could:

- result in substantial employee layoffs or risk the permanent loss of highly-valued employees;
- materially and adversely affect the Company's brand in the marketplace and cause a substantial loss of goodwill;
- affect the Company's ability to raise additional capital;
- cause the Company's stock price to decline significantly; and
- lead to the bankruptcy or liquidation of the Company.

Parties making claims of infringement may be able to obtain injunctive or other equitable relief that could effectively block the Company's ability to provide its products or services and could cause the Company to pay substantial royalties, licensing fees or damages. The defense of any lawsuit could result in time-consuming and expensive litigation, regardless of the merits of such claims.

The Company could lose its competitive advantages if it is not able to protect any proprietary technology and intellectual property rights against infringement, and any related litigation could be time-consuming and costly. The measures the Company takes to protect the proprietary technology software, and other intellectual property rights, which presently are based upon a combination of patents, patents pending, copyright, trade secret and trademark laws, may not be adequate to prevent their unauthorized use. Further, the laws of foreign countries may provide inadequate protection of such intellectual property rights. The Company may need to bring legal claims to enforce or protect such intellectual property rights. Any litigation, whether successful or unsuccessful, could result in substantial costs and divert resources from intended uses. In addition, notwithstanding any rights we have secured in the Company's intellectual property, other persons may bring claims against us that we have infringed on their intellectual property rights, including claims based upon the content we license from third parties or claims that the Company's intellectual property right interests are not valid. Any claims against the Company, with or without merit, could be time consuming and costly to defend or litigate, divert our attention and resources, result in the loss of goodwill associated with the Company's service marks or require the Company to make changes to its website or its other technologies.

Fast changing technology and consumer demands

The Company's industry is characterized by rapid changes in technology and customer demands. As a result, the Company's products may quickly become obsolete and unmarketable. The Company's future success will depend on its ability to adapt to technological advances, anticipate customer demands, develop new products and enhance current products on a timely and cost-effective basis. Further, the Company's products must remain competitive with those of other companies with substantially greater resources. The Company's may experience technical or other difficulties that could delay or prevent the development, introduction or marketing of new products or enhanced versions of existing products. Also, the Company may not be able to adapt new or enhanced services to emerging industry standards, and the Company's new products may not be favorably received.

Uncertain market acceptance for the Company's products and services

The Company expects that a substantial portion of its future revenue will be derived from the sale of its services. The Company expects that these product offerings and their extensions and derivatives will account for a majority of the Company's revenue for the foreseeable future. Broad market acceptance of the Company's services is, therefore, critical to its future success and its ability to continue to generate revenues. Failure to achieve broad market acceptance of the Company's services as a result of competition, technological change, or otherwise, would significantly harm the Company's business. The Company's future financial performance will depend primarily on the continued market acceptance of the Company's current service offerings and on the development, introduction and market acceptance of any future enhancements. There can be no assurance that the Company will be successful in marketing its current product offerings or any new product offerings, applications or enhancements, and any failure to do so would significantly harm the Company's business.

Risks associated with developing and promoting products and brands

The Company expects that new products and/or brands it develops may expose the Company to risks that may be difficult to identify until such products and/or brands are commercially available. Any negative events or results that may arise as the Company develops new products or brands may adversely affect the business, financial condition and results of operations.

Dependence upon, and need for, key personnel

The Company is, and will be for the foreseeable future, dependent upon the performance of a limited number of key personnel. The loss of a key individual or a reduction in the time devoted by such persons to the Company's business could have a materially adverse effect on the Company's business. The Company's future success will depend on part on its ability to attract and retain highly qualified personnel. The Company faces competition for such personnel from other companies, governmental/academic institutions and other organizations, many of which have significantly greater resources than the Company. There is no assurance that the Company will be able to attract and retain the necessary personnel on acceptable terms, or at all.

Dependence on management

The Company will be dependent upon the personal efforts and commitment of its management, which is responsible for the development of future business. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Potential conflicts of interest

Certain of the Company's directors and officers may serve as directors and/or officers of other public and private companies and devote a portion of their time to manage other business interests. This may result in certain conflicts of interest, to the extent that such other companies may participate in ventures in which the Company is also participating. The laws of British Columbia require the directors and officers to act honestly, in good faith, and in the best interests of the Company. In addition, each director must declare his or her interest and abstain from voting on any contract or transaction in which the director may have a conflict of interest.

Risks relating to statutory and regulatory compliance

Failure to comply with applicable laws, regulations and permits may result in enforcement actions there under, including the forfeiture of claims, orders issued by regulatory or judicial authorities requiring operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or costly remedial actions. The Company is not currently covered by any form of environmental liability insurance. See "Insurance Risk", below.

Existing and possible future laws, regulations and permits governing operations and activities of exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or require abandonment or delays in exploration.

Insurance risk

No assurance can be given that insurance to cover the risks to which the Company's activities are subject will be available at all or at commercially reasonable premiums. The Company seeks to maintain insurance within ranges of coverage which it believes to be consistent with industry practice for companies of a similar stage of development. The Company carries liability insurance with respect to its corporate operations, but does not currently intend to carry any form of political risk insurance or any form of environmental liability insurance, since insurance against political risks and environmental risks (including liability for pollution) or other hazards resulting from exploration and development activities is prohibitively expensive. In addition, the Company may not be able to obtain insurance with respect to cannabis related operations or investments at any cost. The payment of any such liabilities would reduce the funds available to the Company. If the Company is unable to fully fund the cost of remedying an environmental problem, it might be required to suspend operations or enter into costly interim compliance measures pending completion of a permanent remedy.

Operating losses; dividends unlikely

The Company has a history of operating losses and may have operating losses and a negative cash flow in the future. The Company has not paid any dividends since the date of its incorporation, and it is not anticipated that dividends will be declared in the short or medium term.

Investment risks:

The Company acquires securities of public and private companies from time to time, which are primarily junior or small-cap companies. The market values of these securities can experience significant fluctuations in the short and long term due to factors beyond the Company's control. Market value can be reflective of the actual or anticipated operating results of the

companies and/or the general market conditions that affect a specific sector as a whole, such as fluctuations in commodity prices and global political and economical conditions. The Company's investments are carried at fair value, and unrealized gains/losses on the securities and realized losses on the securities sold could have a material adverse impact on the Company's operating results. In recent years equity markets have experienced extreme price and volume fluctuations. These fluctuations have had a substantial effect on market prices, often unrelated to the operating performance of the specific companies.

Investments may be pre-revenue

The Company may make investments in entities that have no significant sources of operating cash flow and no revenue from operations. As such, the Company's investments are subject to risks and uncertainties that new companies with no operating history may face. In particular, there is a risk that the Company's investments will not be able to: (i) implement or execute their current business plan, or create a business plan that is sound; (ii) maintain their anticipated management team; and/or (iii) raise sufficient funds in the capital markets or otherwise to effectuate their business plan. If the Company's investments cannot execute any one of the foregoing, their businesses may fail, which could have a materially adverse impact on the business, financial condition and operating results of the Company.

Lack of control over operations of investments

The Company will depend upon its investments or strategic relations to execute on their business plans and holds contractual rights and minority equity interest relating to the operation of the Company's investments. The operators of the Company's investments have significant influence over the results of operations of the Company's investments. Further, the interests of the Company and the operators of the Company's investments may not always be aligned. As a result, the cash flows of the Company are dependent upon the activities of third parties which creates the risk that at any time those third parties may: (i) have business interests or targets that are inconsistent with those of the Company; (ii) take action contrary to the Company's policies or objectives; (iii) be unable or unwilling to fulfill their obligations under their agreements with the Company, to regulators or under applicable laws, which may result in the loss of necessary governmental approvals or licenses; or (iv) experience financial, operational or other difficulties, including insolvency, which could limit or suspend a third party's ability to perform its obligations. In addition, payments may flow through the Company's investments, and there is a risk of delay and additional expense in receiving such revenues. In addition, the Company must rely, in part, on the accuracy and timeliness of the information it receives from the Company's investments, and uses such information in its analysis, forecasts and assessments relating to its own business. If the information provided by investment entities to the Company contains material inaccuracies or omissions, the Company's ability to accurately forecast or achieve its stated objectives, or satisfy its reporting obligations, may be materially impaired.

Investments in private companies and illiquid assets

The Company invests in securities of private issuers. Investments in private issuers cannot be resold without a prospectus, an available exemption, or an appropriate ruling under relevant securities legislation and there may not be any market for such securities. These limitations may impair the Company's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private issuers may offer relatively high potential returns, but will also be subject to a relatively high degree of risk. There can be no assurance that a public market will develop for any of the Company's private company investments or that the Company will otherwise be able to realize a return on such investments. The Company also invests in illiquid securities of public issuers. A considerable period of time may elapse between the time a decision is made to sell such securities and the time the Company is able to do so, and the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that the Company will be unable to realize the Company's investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy. In some cases, the Company may be prohibited by contract or by law from selling such securities for a period of time or otherwise be restricted from disposing of such securities. Furthermore, the types of investments made may require a substantial length of time to liquidate.

Risks associated with investments

As part of the Company's investment strategy, the Company intends to pursue strategic investment or acquisitions, which could provide additional product offerings, vertical integrations, additional industry expertise, and a stronger industry presence in both existing and new jurisdictions. The success of any such investments or acquisitions will depend, in part, on the ability of the Company to realize the anticipated benefits and synergies from integrating those companies into the businesses of the Company. Future investments may expose it to potential risks, including risks associated with: (a) the integration of new

operations, services and personnel; (b) unforeseen or hidden liabilities; (c) the diversion of resources from the Company's existing business and technology; (d) potential inability to generate sufficient revenue to offset new costs; (e) the expenses of acquisitions; (f) the potential loss of or harm to relationships with both employees and existing users resulting from its integration of new businesses; and (g) exposure to additional regulatory or legal regimes or risks. In addition, any proposed acquisitions may be subject to regulatory approval.

While Chemistree seeks to conduct due diligence that its management believes is reasonable given the scale and scope of its investments, there are both foreseen and unforeseen risks inherent in any investment. Specifically, there could be unknown or undisclosed risks or liabilities of such companies or liabilities that transfer by operation of law with respect to asset acquisitions for which the Company may not be indemnified sufficiently or at all. Any such unknown or undisclosed risks or liabilities could materially and adversely affect the Company's financial performance and results of operations and lead to write downs or write offs of the value of its investments. The Company may incur additional transactional and integration related costs or experience other factors such as the failure to realize all of the benefits from the acquisition.

The Company will operate as an investment company, rather than an investment fund. The Company seeks to invest wherever practicable for the purpose of being actively involved in the management of any target company in which it invests, including seeking board representation or board observation rights. Regulators may deem that the Company is an "investment fund", requiring that the Company would incur significant costs, additional liabilities, and risks under the registration requirements required as an investment fund.

Operating licenses

The Company's investments may not be able to obtain or maintain the necessary licenses, permits, authorizations or accreditations, or may only be able to do so at great cost, to operate their respective businesses. In addition, the Company's investments may not be able to comply fully with the wide variety of laws and regulations applicable to the cannabis industry. Failure to comply with or to obtain the necessary licenses, permits, authorizations or accreditations could result in restrictions on, or a loss of, an investment's ability to operate in the cannabis industry, which could have a material adverse effect on the value of the Company's investments.

Litigation risks

Chemistree's investments may lead to litigation, formal or informal complaints, enforcement actions, and inquiries by various federal, state, or local governmental authorities against the Company or its investments. Litigation, complaints, and enforcement actions involving either of the Company or its investments could consume considerable amounts of financial and other corporate resources, which could have an adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

Regulatory or agency proceedings, investigations and audits

The Company's business requires compliance with many laws and regulations. Failure to comply with these laws and regulations could subject the Company to regulatory or agency proceedings or investigations and could also lead to damage awards, fines and penalties. The Company may become involved in a number of government or agency proceedings, investigations and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm the Company's reputation, require the Company to take, or refrain from taking, actions that could harm its operations or require payment of substantial amounts of money, harming the Company's financial condition. There can be no assurance that any pending or future regulatory or agency proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse impact on the Company's business, financial condition and results of operations.

Product Liability

Certain of the Company's investments or strategic partners may manufacture, process and/or distribute products for consumption by humans and, as a result, face an inherent risk of exposure to product liability claims, regulatory action and litigation if products are alleged to have caused significant loss or injury or adverse health effects. In addition, previously unknown adverse reactions resulting from human consumption of cannabis alone or in combination with other medications or substances could occur. A product liability claim or regulatory action against Chemistree's investments or strategic partners

may result in increased costs, adversely affect the Company's reputation, and have a material adverse effect on the results of operations and financial condition of the Company or its investments.

Fraudulent or Illegal activity by its 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. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Company that violates: (i) government regulations; (ii) manufacturing standards; (iii) federal and provincial healthcare fraud and abuse laws and regulations; or (iv) laws that require the true, complete and accurate reporting of financial information or data. It is not always 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 Chemistree, 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 and results of operations.

Currency fluctuations

The Company's revenues and expenses are expected to be primarily denominated in U.S. dollars, and therefore may be exposed to significant currency exchange fluctuations. Recent events in the global financial markets have been coupled with increased volatility in the currency markets. Fluctuations in the exchange rate between the U.S. dollar and the Canadian dollar may have a material adverse effect on the Company's business, financial condition and operating results.

Risks associated with managing growth

The Company is currently in an early development stage and may be subject to growth-related risks, including capacity constraints and pressure on the Company's internal systems and controls, which may place significant strain on operational and managerial resources. The Company's ability to manage growth effectively will require it to continue to implement and improve operational and financial systems and to expand, train and manage its employee base. There can be no assurances that the Company will be able to manage growth successfully. Any inability to manage growth successfully could have a material adverse effect on the Company's business, financial condition and results of operations.

Perception of reputational risk from third-parties

The parties the Company does business with may perceive that they are exposed to reputational risk as a result of the Company's cannabis business activities. Failure to establish or maintain business relationships could have a material adverse effect on the Company's business, financial condition and results of operations. Any third-party service provider could suspend or withdraw its services to the Company if it perceives that the potential risks exceed the potential benefits to such services.

An exchange on which our common shares are listed may initiate a delisting review

The listing of the Company's common shares on a particular stock exchange is dependent on complying with the listing requirements of the applicable exchange. As the Company previously operated in the cannabis industry, it may from time to time be subject to additional listing requirements that are not applicable to companies in other industries.

Risks Related to Ownership of Chemistree's Common Shares

Stock price volatility

A decline in the price of the Company's common shares could affect its ability to raise further working capital and adversely impact our operations. A prolonged decline in the price of the Company's common shares could result in a reduction in the liquidity of the Company's common shares and a reduction in its ability to raise capital, or a delisting from a stock exchange on which the Company's common shares trades. Because the Company's operations have been partially financed through the sale of equity securities, a decline in the price of its common shares could be especially detrimental to the Company's liquidity and continued operations. Any reduction in the Company's ability to raise equity capital in the future would force the Company to reallocate funds from other planned uses and would have a significant negative effect on business plans and operations,

including the Company's ability to develop new products and continue current operations. If the Company's shares price declines, there can be no assurance that the Company can raise additional capital or generate funds from operations sufficient to meet its obligations.

Sales by shareholders of a substantial number of Common Shares

A substantial portion of total outstanding Common Shares may be sold into the market. Such sales could cause the market price of Common Shares to drop, even if the business is doing well. Such sales may include sales by officers and directors of the Company. Furthermore, the market price of Common Shares could decline as a result of the perception that such sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for the Company to sell equity securities in the future at a time and price that the Company deems appropriate.

Dilution

Issuances of additional securities at or near the current share price of the Company would result in significant dilution of the equity interests of any persons who are holders of common shares.

No Requirement to make representations relating to disclosure controls and procedures and internal control over financial reporting.

In contrast to the certificate required for non-venture issues under NI 52-109, the certifying officers of Chemistree, as a venture issuer, are not required to make representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers of Chemistree are not required to make any representations that they have:

- designed, or caused to be designed, DC&P to provide reasonable assurance that information required to be disclosed by Chemistree in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- designed, or caused to be designed, ICFR to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Chemistree's GAAP.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Unfavorable or lack of research and reports from research analysts

The trading market for Chemistree's common shares will rely in part on the research and reports that equity research analysts publish about Chemistree and Chemistree's business. Chemistree does not control these analysts. The price of Chemistree's common shares could decline if one or more equity analysts downgrade Chemistree's common shares or if analysts issue other unfavorable commentary or cease publishing reports about Chemistree or Chemistree's business.

Related Party Transactions

Related party transactions occurred in the normal course of business and have been recorded at the exchange amount; which is the fair value agreed to between the parties. Amounts due to related parties are unsecured, non-interest bearing and without specific terms of repayment.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and Officers.

During the periods ended December 31, 2023 and 2022, the Company entered into transactions with key management personnel and related parties as follows:

Related party	Nature of transactions
Pacific Equity Management Corp. (“PEMC”)	Rent and shared office expenses commenced under an agreement on July 1, 2017.
Contact Financial Corp. (“CFC”)	Investor relations and communication services commenced under separate agreement on July 10, 2018.
Sheldon Aberman (“Aberman”), director	Fees for services provided by a former Director. Investment in ACS, a company of which he is an officer
Nicholas Zitelli (“Zitelli”), director	Investment in ACS, a company of which he is an officer

The aggregate value of transactions involving key management personnel were as follows:

	2023	2022
Management fees ⁽¹⁾	\$ 180,000	\$ 180,000

⁽¹⁾ Effective March 1, 2021 agreements were executed with the CEO and President provides services at \$10,000 per month; the CFO/Secretary at \$10,000 per month; and the VP Corporate Development at \$10,000 per month. All of the March 1, 2021 agreements can be terminated by either party with six months’ notice.

The aggregate value of transactions with other related parties were as follows:

	2023	2022
Rent (general and administrative) ⁽²⁾	\$ 15,000	\$ 15,000

⁽²⁾ The Company is required to pay \$2,500 per month to PEMC (2020: \$2,500 per month). The agreement with PEMC can be terminated by either party with six months’ notice.

The aggregate value of transactions with other related parties were as follows:

	2023	2022
Marketing (general and administrative) ⁽³⁾	\$ -	\$ 21,600

⁽³⁾ Company is required to pay \$3,600 per month to CFC effective March 1, 2021.

The aggregate value of transactions with other related parties were as follows:

	2023	2022
Management fees ⁽⁴⁾	\$ -	\$ 142,671

⁽⁴⁾ The Company was required to pay \$US 24,000 per month to Aberman until February 28 2021. Effective March 1, 2021, the monthly amount was reduced to US\$18,000 per month for third party consulting services. Effective December 31, 2023, the Company negotiated the termination of this agreement as of June 30, 2023..

Table of Contractual Obligations

Contractual Obligations:	Payments Due by Period
Rent & Office Services Contract with	PEMC
Pursuant to a Services Agreement dated as of July 1, 2017, the Company has agreed to pay to PEMC \$2,500 per month, plus taxes for the provision of office space, office equipment and associated administrative services. The Agreement may be terminated by either party on six months’ notice.	\$2,500 per month

Services Agreement with Pursuant to a Service Agreement dated as of July 10, 2018, and amended February 16, 2021, the Company has agreed to pay to Contact \$3,600 per month, plus taxes to provide Investor Relations, Digital Marketing, Shareholder Relations, Database Development and Corporate Consultation. Services. The Agreement is a month-to-month engagement.	CFC \$3,600 per month
Services Agreement with Pursuant to a Service Agreement dated as of March 1, 2021, the Company has agreed to pay \$10,000 per month, plus taxes to provide the services of Karl Kottmeier as CEO and President. The Agreement is terminable by either party upon the provision of six months written notice.	CEO and President \$10,000 per month
Services Agreement with Pursuant to a Service Agreement dated as of March 1, 2021, the Company has agreed to pay \$10,000 per month, plus taxes to provide the services of Douglas Ford as CFO and Secretary. The Agreement is terminable by either party upon the provision of six months written notice.	CFO and Secretary \$10,000 per month
Services Agreement with Pursuant to a Service Agreement dated as of March 1, 2021, the Company has agreed to pay \$10,000 per month, plus taxes to provide the services of Kirk Gamley as Vice President, Corporate Development. The Agreement is terminable by either party upon the provision of six months written notice.	Vice President, Corporate Development \$10,000 per month
Services Agreement with Pursuant to a Service Agreement dated as of March 1, 2021, the Company has agreed to pay to Elbert Wong \$5,500 per month, plus any applicable taxes to provide accounting services. The Agreement is terminable by either party upon the provision of six months written notice.	Accountant \$5,500 per month

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Critical Accounting Estimates

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions.

Proposed Transactions

See “Events after December 31, 2023”, below.

Accounting Changes

New Accounting Standards

Certain accounting standards or amendments to existing accounting standards that have been issued and adopted, did not have a significant impact on the Company's financial statements.

IAS 1 – “Presentation of Financial Statements”

The IASB issued an amendment to IAS 1, Presentation of Financial Statements to clarify one of the requirements under the standard for classifying a liability as non-current in nature, specifically the requirement for an entity to have the right to defer settlement of the liability for at least 12 months after the reporting period. The amendment includes: (i) specifying that an entity's right to defer settlement must exist at the end of the reporting period; (ii) clarifying that classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement; (iii) clarifying how lending conditions affect classification; and (iv) clarifying requirements for classifying liabilities an entity will or may settle by issuing its own equity instruments. This standard was effective for the Company commencing as of July 1, 2023.

IAS 8 – “Definition of Accounting Estimates”

In February 2021, the IASB issued ‘Definition of Accounting Estimates’ to help entities distinguish between accounting policies and accounting estimates. This standard was effective for the Company as of July 1, 2023.

IAS 12 – “Income Taxes”

The Company will adopt amendments to IAS 12, ‘Income taxes’, the amendment requires companies to recognize deferred tax on transactions that, on initial recognition give rise to equal amounts of taxable and deductible temporary differences. This standard was effective for the Company as of July 1, 2023.

Financial Instruments and Other Instruments

Capital Disclosure

The Company's objectives when managing capital are to pursue and complete the identification and evaluation of assets, properties, investments or businesses with a view to acquisition or participation in a transaction where it may be the lead investor and can additionally provide investees with advisory services, mentoring and access to the Company's management expertise, to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain credit worthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject. Capital is comprised of the Company's shareholders' equity. There were no changes made to the Company's capital management approach during the years presented.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or adjust the amount of cash and cash equivalents.

The Company operates as an investment company, rather than an investment fund. The Company seeks to invest wherever practicable for the purpose of being actively involved in the management of any target company in which it invests, including seeking board representation or board observation rights

Financial Instruments, Fair Value Measurement and Risk

a) Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, investment, accounts payable and accrued liabilities, interest payable, notes payable, and convertible debenture.

b) Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value, by reference to the reliability of the inputs used to estimate the fair values, as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – inputs other than quoted prices included in Level 1 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 for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash and cash equivalents and marketable securities are determined based on Level 1 inputs which consist of quoted prices in active markets for identical assets. The carrying values of receivables, note receivable, accounts payable and accrued liabilities, due to related parties, interest payable, notes payable, and convertible debenture all approximate their fair values.

c) Financial Risks

(i) Credit Risk

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's maximum exposure to credit risk is \$463,658, consisting of cash and cash equivalents. The Company limits its exposure to credit loss for cash and cash equivalents by placing such instruments with high credit quality financial institutions. The values of these instruments may exceed amounts insured by an agency of the Government of Canada. In management's opinion, the Company's credit risk related to these instruments, is low.

(ii) Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient financial resources to meet liabilities when due. As at December 31, 2023, the Company had a working capital deficit of \$6,3448,893. Except for notes payable and convertible debentures, all of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. As at December 31, 2023, the Company has insufficient working capital to discharge its existing financial obligations, refer to Note 1 for detail regarding going concern.

Below are the carrying amounts of the Company's convertible debt and note payables during the period:

	Principal \$
2024	6,750,307
2027	443,959
Total	7,194,266

(iii) Interest Rate Risk

The Company is subject to interest rate risk as its cash and cash equivalents, and notes payable bear interest at variable rates. The impact of a 1% change in interest rates would have an insignificant impact on the Company's profit or loss.

(iv) Foreign Currency Risk

Currency risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Amounts subject to currency risk are primarily cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities denominated in United States dollars. A 10% change in foreign exchange rates is expected to have a US\$18,000 impact on the Company's profit or loss.

(v) Price Risk

Price risk is the risk of variability in fair value due to movements in equity or market prices. As at December 31, 2023, the Company is exposed to this risk with respect to its Investments. A 10% increase/decrease in the price of Investments

would impact net loss by approximately \$31,000.

Disclosure Controls and Procedures

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements and that (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the financial statements.

In contrast to the certificate required under National Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal controls over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing Venture Issuer Basic Certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of the Company to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Share Capital Data

The following table sets forth the Company's share capital data as at February 1, 2024:

Common Shares			
-issued & outstanding	73,771,097		
Options	1,200,000	Exercise price: \$0.60	Expiry: 4/5/2024
Options	850,000	Exercise price: \$0.06	Expiry: 4/9/2025
Convertible Debentures	6,837,000	Conversion price: \$0.50	Maturity: 3/29/2024

Events after December 31, 2023

On January 7, 2024, the Company accepted the resignation of Sheldon Aberman as a director and officer, effective December 31, 2023.

Note Regarding Forward-Looking Statements

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to permitting timelines,

currency fluctuations, requirements for additional capital, government regulation, environmental risks, limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve 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 statements. Such risks and other factors include, among others, risks related to the integration of acquisitions; risks related to operations; risks related to joint venture operations; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; as well as those factors discussed in the sections entitled "Risk Factors" in this MD&A. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking 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. The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events.

Forward-looking statements and other information contained herein concerning general expectations are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the industry involves risks and uncertainties and is subject to change based on various factors. Forward-looking statements in this MD&A include, but are not limited to, the Debenture Amendments; the ability for the Company to pay future interest payments on the Debentures as such payments become due; the anticipated results of the Debenture Amendments on the debt burden and future operations of the Company, the Company's strategies and objectives, both generally and in respect of its existing business and planned business operations; conditions in the financial markets generally, and with respect to the prospects for cannabis companies specifically; the Company's future cash requirements; the identification and completion of additional investments; investment and expansion opportunities; the industry, regions and goals of the Company's investment policy; the Company's ability to raise additional equity capital; and the sufficiency of the Company's capital resources.

Further Information

Additional information about the Company, including its the condensed interim consolidated financial statements for the period ended December 31, 2023, is available at the Company's website www.chemistree.ca and on the SEDAR+ website at www.sedarplus.ca.