



Blueberries
Medical Corp.

BLUEBERRIES MEDICAL CORP.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF
OPERATIONS**

**FOR THE NINE MONTHS ENDED
SEPTEMBER 30, 2022**

Dated November 28, 2022

Blueberries Medical Corp.

Management's Discussion and Analysis

For the nine months ended September 30, 2022

(All amounts are in Canadian Dollars, unless otherwise stated)



The following Management's Discussion and Analysis (the "MD&A") of Blueberries Medical Corp. ("Blueberries", "BBM" or the "Company"), formerly CDN MSolar Corp. ("CMS") for the nine months ended September 30, 2022, as well as information and expectations concerning Blueberries' outlook are based on currently available information.

This MD&A should be read in conjunction with Blueberries' unaudited interim consolidated financial statements for the nine months ended September 30, 2022, as well as Blueberries' audited annual consolidated financial statements for the year ended December 31, 2021 (collectively, the "Financial Statements"). The Financial Statements and notes thereof are prepared in accordance with International Financial Reporting Standards ("IFRS") and its interpretations adopted by the International Accounting Standards Board ("IASB").

The MD&A, and the annual audited consolidated financial statements have been filed on SEDAR at www.sedar.com. Additional information can also be found on the Company's website at www.blueberriesmed.com.

This MD&A is prepared as of November 28, 2022. All dollar values are expressed in Canadian dollars, unless otherwise indicated.

HIGHLIGHTS

Blueberries' management continues to focus its efforts in reducing cash expenses and fixed costs, optimizing working capital expenditures, and increasing the Company's revenue generating capabilities and alternatives. The Company continues to develop new alternatives to obtain more efficient biomass and flowers both for CBD and THC. In addition to the plan to join efforts with an Uruguayan licensed producer to mutually operate Guatavita farm, the Company closed three partnerships with third-party large scale cultivators in different regions of Colombia. These agreements will not only allow Blueberries to get immediate access to lower cost GACP certified biomass and flowers, but also permits to prioritize CAPEX allocation in extraction, purification and transformation processes.

The Company continues optimizing the operation of the current CO2 extraction facility, and has satisfactorily completed the negotiation of a new warehouse that will represent a 80% lease reduction in comparison with the average cost of lease in 2021. A plan to extend production capacities including distillation and crystallization, as well as upgrading processes and standard to EUGMP pharma complaint will be launched before the end of the year.

With regards to the sales, the Company has started progressing towards sale to new countries and markets, especially in CBD Isolate and other non-psychoactive extracts. Also, the Company is preparing the plan to enter new markets with THC valued-added products in the form of dry flower, resin, and distillate. Finally, the Company launched in September a novel fully translucent water-soluble power specialty that is already generating revenues.

CORPORATE OVERVIEW AND UPDATE

Blueberries is a fully licensed cannabis producer in Latin America with a focus on cultivating, processing, and supplying medicinal-grade cannabis oil extracts, premium medical flower and related products. The common shares of the Company are listed on the Canadian Securities Exchange (the "CSE") under the symbol "CNSX: BBM", in U.S.A on the OTC Markets ("OTC: BBRRF") and in Germany on the Frankfurt Bourse ("FRA: 10A").

Blueberries' wholly owned subsidiary, Blueberries SAS ("BBSAS") is a licensed producer and distributor of medicinal cannabis and cannabis-derived products in Colombia.

COLOMBIA OPERATIONS

Agricultural Operations

Contract grower model

The Ministry of Justice approved on August 2022 a quota of more than 1500 kg of high THC dried flowers both for products manufacturing and finished premium dried flowers production. The first batch of cuttings was successfully delivered to one of our CUMCS GACP-IMC certified growing allies under the Contract Grower model. Meanwhile, the company is actively negotiating new players to this model and it is very close to arrange new contracts with two growers both with GACP certified facilities located in different country's region enhancing the strains spectrum that is capable to produce.

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Extraction and manufacturing

Manufacturing facilities upgrade

The company closed an agreement with the owners of a new industrial warehouse located less than 20 km away from the largest international airport in Colombia, and that will generate 80% of savings in the lease in comparison with the average lease expense in 2021. The plan with this new location is to build up the company's new laboratory and extraction GMP pharma facility with an area of more than 4,000 sq ft. This new production facility is currently under final design stage while the civil works will be terminated in April 2023.

New finished products research and development pipeline

The Company worked into novel co-processed water-soluble during first two quarters of 2022. This novel specialty represents several advantages compared to current market options: less off-flavor, improved turbidity and solid-state product representing facilitated logistics, improved physical and microbiological stability and shelf life. Non-commercial samples of this product were successfully delivered to strategic company's from different industrial sectors in Argentina, Colombia, Spain, Austria and Netherlands.

COMMERCIAL EMPHASIS AND NEW REVENUE STREAMS

During the second quarter of 2022, BBM is still positioned as a company specialized in cannabis-derived ingredients in Colombia and Latin America, focused in Argentina and Brazil.

Primary Extraction and Superior Standardization:

Although during the first half of 2022 some extractions of THC genetic material (dried flower) were made for research purposes, in Q3 2022 the formal extraction for commercial purposes of 300 kg of THC flower was made.

This extraction was very important for the development of THC resins that serve as an ingredient for different purposes such as THC Resin for the International market and ingredient for the development of THC formulations for the Brazilian market that are offered for compassionate use.

This opens the way for a next production process in charge of BBM, where distillations of the THC resin will be made to obtain much more concentrated THC ingredients.

Magistral Formulas for compassionate use in Brazil:

In the second quarter of 2022 BBM developed 6 potential SKU, CBD-predominant and THC-predominant, designed in a functional way to attend to different pathologies that are typical of treating Cannabis as compassionate use.

During Q3 2022, BBM worked with a partner company in Uruguay to develop the logistics model through which it can complement the operation of THC formulations for compassionate use in Brazil. As this is a new operation, we worked together to develop the logistical and commercial methodology through which BBM will export the formulations from Colombia to Uruguay, and in Uruguay the product will be packaged for unit shipment to Brazil. With this development, BBM has the capacity to offer customers in Brazil the supply of high quality and effective THC-d9 formulations for three potential clients.

Bulk Ingredients:

By the second quarter of 2022 BBM demonstrated that the Argentine market is highly demanding cannabis-derived ingredients in cosmetic and pharmaceutical developments with its ingredient CBD Isolate.

In the third quarter of 2022 BBM is pleased to introduce its new launch: Water Soluble CBD. This launch has been in development for over 12 months due to the great interest in an ingredient that not only solubilizes in oil/alcohol, but also solubilizes in aqueous media with important applications in beverages, food, cosmetics and phytotherapeutics.

Beyond having a water-soluble Cannabis-derived ingredient, BBM strived to develop this ingredient with superior functionality: it is a powdered product (greater stability), with fast dissolution, no viscosity and minimal residual.

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In the third quarter of 2022, BBM started sending samples of this product to current customers, potential customers and distributors around the world. Sales are expected to materialize in Q4 2022 and during 2023.

Argentina:

In the third quarter of 2022 BBM consolidated its position as a supplier of Cannabis-derived ingredients through successful exports to 5 customers. The main export product was isolated CBD, which is being used in different cosmetic developments, an industry that Argentine regulations allow. The documentation to launch a product to the market is challenging due to the regulatory requirements that ANVISA imposes on Argentine manufacturers, and the manufacturers are pleased to have a trusted supplier to support them in their developments for the market.

By the end of the third quarter in 2022, BBM had exported more than 50 kg of CBD Isolate to Argentine producers licensed to import cannabis-derived ingredients and is positioned as the leading provider of this kind of API.

PRODUCTION LICENSES

The legalization of the cultivation of cannabis as medicinal Cannabis was based on Law 1787 of 2016 enacted by Colombian Congress, Decree 613 of 2017 the ("Decree") and regulatory resolutions (577, 578 and 579 of August 8, 2017 enacted by the Ministry of Justice and resolutions 2891 and 2892 of 2017 enacted by the Ministry of Health) which formed a legal framework that regulates the actions of any company in Colombia working with cannabis for medical and scientific purposes, including the cultivation, production, and domestic and international distribution of cannabis, cannabis seeds, High THC Medicinal Cannabis, and Low THC Medicinal Cannabis extracts.

Decree 613 of 2017 specifically outlines the different types of cannabis licenses and general requirements for issuing these licenses. The new requirements from this Decree to obtain a license include providing certification of land use, shareholder structure information, a farming crop plan and manufacturing projected for five years, and registry of plant cultivars with the ICA. The Decree also outlines that the license holder must inform the Ministry of Justice and the National Narcotics Fund of non-psychoactive seeds that become psychoactive either during agricultural evaluation or seed cultivation. Additionally, the Decree outlines new events for termination of licenses including not obtaining at least one quota for each year of licenses and beginning cultivation or commercialization without the ICA registry of plant cultivars.

The opportunity to connect cannabis formulas with patients more easily and the delivery of raw materials and solutions for the FMCGs industry and for veterinary products show to be the more immediate opportunities. Thus, the Company has focused their efforts and invested time and resources in preparing high value-added formulations and non-psychoactive specialty ingredients for specific Food & Beverages applications and for veterinary uses. Also, it has approached to national pharmacy chains that will help the Company to distribute its medical formulas across the country. The Company obtained licenses to grow, cultivate, distribute locally and internationally medical cannabis with high concentrations of Tetrahydrocannabinol "THC" (>1% THC) and medical cannabis with low concentrations of THC (<1% THC). Below is a summary of the licenses, their function, status and application.

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Licenses	Function	Grant Date	Application
Non-psychoactive cannabis cultivation	· Seed production for planting	Mar. 15, 2018	· Less than 1.0% THC Production of low THC flower · Domestic and international distribution
	· Grain production		
	· Manufacture of derivatives		
Psychoactive cannabis cultivation	· Dry Flower Exportation	Jun. 30, 2022	· Non-psychoactive dry flower exportation
	· Seed production for planting	Oct. 24, 2018	· Production of more than 1.0% THC and high THC extracts. · Domestic and international distribution
	· Grain production		
	· Manufacture of derivatives		
	· Scientific purposes	Dec. 5, 2019	· Scientific research
· Dry Flower Exportation	Jun. 30, 2022	· Psychoactive dry flower exportation	
Seeds	· Marketing or delivery	Dec. 3, 2019	· Marketing: Buying and selling of seeds
	· Scientific purposes		
Manufacture of cannabis derivatives	· National use	Aug. 17, 2018	· Manufacture, Produce, Commercialize and export psychoactive and non-psychoactive cannabis derivatives
	· Exportation		
	· Scientific Research	Jan. 29, 2020	· Scientific research and extension to extraction

CHANGES IN COLOMBIAN CANNABIS REGULATIONS

On February 18, 2022, the Colombian government issued the Resolution 227/2022 that improved license holders' conditions, such as extending from 5 to 10 years the term of the licenses and facilitating and extending the term for applying to THC quotas. This resolution also regulated the use of non-psychoactive cannabis plants and its derivatives in food, beverages, alcoholic beverages, and dietary supplements. In this same direction, on April 1st the Colombian government issued the Resolution 539/2022 that regulates the Decree 811 of 2021 in all aspects related to the exportation of seeds for sowing, grain, plant component, cannabis plants, cannabis, cannabis derivatives and related products, allowing therefore the exportation of dry flower for medical and scientific purposes.

In anticipation to this regulatory changes, the Company started specific plans to: a) be ready to export premium grade GACP CUMSC / IMC certified flower exploring a third-party cultivator model agreement with one of the largest flower processors in Colombia, (Blueberries already modified their license to be able to export) b) started the development of multiple non-psychoactive high value-added ingredients for Food and Beverages, including specialties for chocolate and fully translucent water-soluble forms for beverages.

Blueberries expects that new commercial opportunities allowed by the updated regulation in Colombia will be rapidly translated in sales and incomes for the Company both locally and in development markets.

Annual Information

Selected financial information for the previous three years is set out below.

	Year ended December 31, 2021 \$	Year ended December 31, 2020 \$	Year ended December 31, 2019 \$
Current assets	1,563,617	522,634	2,870,867
Total assets	3,593,880	7,270,212	9,786,447
Current liabilities	1,935,803	2,096,898	1,092,373
Total liabilities	2,159,134	3,380,433	1,711,035

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Revenue	138,747	65,978	-
Gross (loss) profit	(245,453)	62,399	-
Loss before other income (expenses)	(2,228,572)	(4,285,390)	(10,790,272)
Other income (expenses)	(2,918,440)	(654,717)	2,396
Net loss	(5,147,012)	(4,940,107)	(10,787,876)
Total loss and comprehensive loss	(5,199,324)	(5,141,547)	(11,166,642)
Net loss per share – basic and diluted	0.04	0.04	(0.10)

The Company began its operation in Colombia in 2020 and generated a total revenue of \$65,978 in the first year of operation. The Company expanded its service and products offering during 2021, resulting in an increase of revenue to \$138,747.

From 2020 to 2021, the Company has put in place a cost savings measures to reduce its general and administrative expenses and allocated most of its resources to operation in Colombia.

During the year ended December 31, 2019, the Company incurred a one-time, non-cash expense of \$4,004,312 related to the listing fee or reverse takeover. The Company also recognized a non-cash share-based compensation expense of \$2,450,488 in 2019.

DISCUSSION OF OPERATIONS

Selected Financial Information

The following summarizes results of operations of the Company for the three and nine months ended September 30, 2022, and 2021.

Revenues

For the three months ended September 30, 2022, the Company generated a total revenue of \$104,856, a decrease of \$31,125 (or 23%) from comparative period. The decrease in revenue in this period is solely related to sales generated from product revenues as the Company pivoted its focus to extraction services. In the comparative period, the revenue for the three months ended September 30, 2022, was generated solely from product revenue.

For the nine months ended September 30, 2022, the Company generated a total revenue of \$178,397, an increase of \$4,511 (or 3%) from comparative period.

Cost of sales and Direct cost of production

Cost of sales include direct expenses relating to extraction and agricultural operations for propagation including strain management, cost allocated from mother plants, irrigation, nutrients, consumables such as supplements, supplies, spare parts, trays, peat, personnel costs, electricity, and allocation of operational fixed costs. Any indirect expenses relating to extraction and agricultural operations are included in the direct cost of production.

For the three months ended September 30, 2022, the Company incurred \$5,967 (2021 - \$56,394) in cost of sales, solely related to the cost of sales related to revenue generated from extraction services; while in the comparative period, the cost of sales was solely related to revenue generated from product revenues.

For the nine months ended September 30, 2022, the Company incurred \$61,143 (2021 - \$64,760) in cost of sales, of which primarily consisted of costs associated to revenue generated in extraction services. Costs of sales increased primarily due to the increase in revenue and higher costs directly attributable to the extraction costs compared to product revenues in the comparative period.

Operating expenses

Operating expenses are non-capital expenditures relating to Blueberries' cannabis farming and cultivation operations. The expenditures have been broken down by the specific nature of the costs as seen below:

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	<u>Operating Expenses</u>		<u>Operating expenses</u>	
	<u>Cultivation</u>	<u>Extraction services</u>	<u>Cultivation</u>	<u>Extraction services</u>
For the three months ended	September 30, 2022		September 30, 2021	
Salary, wages, and benefits	\$ 2,464	\$ 4,263	\$ 15,794	\$ 8,074
Supplies, spare parts and equipment	144	12,740	2,920	383
License costs	4	-	328	-
Facilities	1,104	1,791	755	1,234
Laboratory	17	331	-	636
Fuel and oil	13	78	3,692	-
Transportation	14	649	262	52
Utilities	69	410	550	186
Other	2,167	10,572	6,533	2,098
	\$ 5,996	\$ 30,834	\$ 30,834	\$ 12,663

During the three months ended September 30, 2022, a total of \$36,830 of operating expenses were incurred, a decrease of \$6,667 (or 15%) from the comparative period. The Company incurred minimal operating expenses related to cultivation as it focused its efforts in expanding its extraction services, with most of the operating costs incurred were to purchase supplies and parts. In the comparative period, the Company's operating expenses were 71% and 29% related to cultivation and extraction services, respectively. During the three months ended September 30, 2021, the Company has not yet generated any revenue from extraction services.

	<u>Operating Expenses</u>		<u>Operating expenses</u>	
	<u>Cultivation</u>	<u>Extraction services</u>	<u>Cultivation</u>	<u>Extraction services</u>
For the nine months ended	September 30, 2022		September 30, 2021	
Salary, wages, and benefits	\$ 11,610	\$ 4,539	\$ 43,079	\$ 16,442
Supplies, spare parts and equipment	681	13,566	7,963	780
License costs	20	-	894	-
Facilities	5,200	1,907	2,059	2,515
Laboratory	80	352	-	1,294
Fuel and oil	63	82	10,072	-
Transportation	64	691	718	106
Utilities	325	437	1,500	379
Other	10,209	11,258	17,820	4,273
	\$ 28,252	\$ 32,832	\$ 84,105	\$ 25,789

During the nine months ended September 30, 2022, a total of \$61,084 of operating expenses were incurred, a decrease of \$48,810 (or 44%) from the comparative period. In the comparative period, the operating expenses in cultivation made up of 77% of the total operating expenses, while in the current period, it only accounted for 46% of the total operating expenses. This is consistent to the Company's shifting in its efforts to seize the opportunities in the extraction market.

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General and Administrative ("G&A") Expenses

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
Audit and accounting	\$ 42,402	\$ (4,403)	\$ 167,970	\$ 4,280
Consulting	31,571	25,662	94,969	48,709
Director and management fees	41,495	4,738	41,495	105,438
Filing and transfer agent fees	20,888	35,229	55,817	68,071
General office	(14,376)	4,955	20,068	29,934
Insurance	24,831	20,625	72,256	58,808
Legal	3,958	(1,988)	12,378	2,841
Marketing	2,650	-	2,650	-
Other	6,992	12,389	7,628	35,283
Salary, wages, and benefits	110,608	104,979	375,853	264,490
Share based compensation expense (recovery)	31,514	(98,527)	103,174	(389,952)
Travel	1,786	19	2,231	37
Total general and administrative expenses	\$ 304,319	\$ 103,678	\$ 956,489	\$ 227,939

Audit and accounting

Audit and accounting fees include cost of audit, accounting and taxation services provided by the Company's external auditor and other third parties. The increase of \$163,690 and \$46,805 in the three months ended and nine months ended September 30, 2022, respectively, was related to increased anticipated audit fees from prior year, the timing of accrual of the audit fees as well as costs related to accounting fees provided by a third party which began in the third quarter of 2021.

Director and management fees

Director and management fees are incurred specifically for certain directors and officers of the Company for services provided to Blueberries either from themselves personally or through a related entity.

For the three months ended and nine months ended September 30, 2022, the Company incurred \$41,495 (2021 - \$4,738) and \$41,495 (2021 - \$105,438) in director and management fees expenses. The overall decrease for nine months ended September 30, 2022 reflects savings measures implemented, with certain directors and officers leaving the Company in 2021. During the nine months ended September 30, 2022, the total director and management fees consisted of a compensation of an officer who resigned in the second quarter of 2021. From the second quarter of 2021 to the second quarter of 2022, the Company did incur any compensation to the director and/or management.

General office

General office expenses include office and equipment rent, utilities, communication, and cleaning services, which are expensed as incurred. For the nine months ended September 30, 2022, the Company incurred \$20,068, an decrease of \$9,866 (or 33%) in general office expenses, compared to the comparative period; while the general office expenses for the three months ended September 30, 2022 was decreased by \$19,331 (or 65%) compared to the comparative period.

Salary, wages, and benefits

Salary, wages, and benefits include payroll, training, benefits, and severance costs of employees in Colombia. For the three months and nine months ended September 30, 2022, the Company incurred an increase of \$5,629 and \$111,363, respectively, compared to the comparative period. The Company has increased its head count in Colombia as it focuses its efforts in expanding commercial and revenue-generating activities.

Share based compensation

The Company's Stock Option Plan (the "Plan") provides for the issue of stock options to directors, officers, employees, contractors, and consultants, who are all considered related parties to the Company. The Plan provides that stock options may be granted up to a number equal to 10% of the Company's outstanding shares. The Plan also indicates that the maximum number of shares which may be issued to any one insider and his or her associates under the Plan, together with any other previously established or proposed share compensation arrangements, within a one-year period

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shall be 5% of the shares outstanding at the time of the grant. Vesting and other terms and conditions are determined by the Board of Directors at the time they are granted. When an optionee resigns or a contractual relationship with an optionee ends, the Plan allows 90 days for vested options to be exercised.

For the three months and nine months ended September 30, 2022, total share-based compensation expenses incurred were \$31,514 (an increase of \$130,041 from comparative period) and \$103,174 (an increase of \$493,126 from comparative period), respectively. A total of 3,099,998 unvested options forfeited in the first quarter of 2021, which resulted in a reversal of stock-based compensation of \$744,590 for the nine months ended September 30, 2021.

On July 1, 2022, the Company granted 1,500,000 options to certain director and officers of the Company to purchase Blueberries' common shares. The options are exercisable at price of \$0.05 per option for a 5-year term and vesting one-third each on every one-year anniversary from the grant date. The fair value of each option was \$0.0279, estimated using the Black-Scholes option pricing model.

Depreciation and Amortization

Depreciation and amortization of Property, Plant, and Equipment ("PP&E") and intangible assets are dependent upon estimated useful life of an asset, which is the period over which an asset is expected to be available for use. PP&E is depreciated through profit and loss over an asset's estimated useful life. Agricultural facilities and equipment are estimated to have useful lives between 3 – 5 years, while buildings are estimated to have useful lives of 10 years. Assets under construction are not subject to depreciation until they are available for use. Indefinite life licenses are not amortized but are tested for impairment annually, whereas finite useful life licenses are amortized through the income statement.

During the three and nine months ended September 30, 2022, the Company incurred total depreciation and amortization expenses of \$136,927 (2021 - \$272,943) and \$305,484 (2021 - \$631,160), respectively. The decrease was due to significantly lower non-current assets value due to impairments taken in the last quarter of 2021 as follows:

- Impairment of property, plant and equipment of \$1,936,390
- Impairment of right-of-use asset of \$289,386
- Impairment of intangible assets \$590,586

Finance Expense

On July 16, 2020, Blueberries closed \$1,000,000 unsecured convertible debentures (the "Debentures"), maturing 24 months from the date of closing, and bearing interest at a rate of 13% per annum, with an effective interest rate of 32.36%.

On July 29, 2022, the maturity date of Debentures, and the corresponding payment date of interest thereon, were extended from its original maturity date of July 13, 2022 to July 13, 2023 (the "New Maturity Date"). As consideration for the extension, the Company agreed to pay a total of \$163,800 to the holders of the Debenture in cash, or at the option of the holders of the Debenture, in the common shares of the Company at a conversion price of \$0.05 per share, on the New Maturity Date. In addition, the Company incurred a total of \$3,761 in legal fees.

The finance expense during the nine months ended September 30, 2022 consists of accrued interest of \$97,139 (2021 – \$97,500) on the convertible debenture and the accretion of convertible debt liability of \$141,948 (2021 - \$97,651).

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SELECTED QUARTERLY FINANCIAL INFORMATION

The table below presents the quarterly financial highlights for the last eight quarters

	Revenue	Net loss	Net loss per share
2022 FISCAL YEAR			
September 30, 2022	\$ 104,856	\$ (358,244)	\$ (0.00)
June 30, 2022	39,826	(459,931)	(0.00)
March 31, 2022	33,715	(656,307)	(0.00)
2021 FISCAL YEAR			
December 31, 2021	(35,139)	(3,858,997)	(0.02)
September 30, 2021	135,981	(428,623)	(0.00)
June 30, 2021	14,785	(269,067)	(0.00)
March 31, 2021	23,120	(590,325)	(0.01)
2020 FISCAL YEAR			
December 31, 2020	26,371	(1,408,271)	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

The principal activities of the Company are cultivating, producing, and distributing psychoactive and non-psychoactive cannabis by-products in Colombia. These activities are financed through the completion of equity transactions such as equity offerings. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. See discussion of common risk factors below.

The Company has negative cash flow from operations and therefore must utilize its current cash reserves, to maintain its capacity to meet ongoing operating activities. The negative cash flows from operations were driven by the fact that the Cannabis business is in the development phase with minimal revenue to positively affect cash flows.

Three months ended September 30, 2022

For the three months ended September 30, 2022, the net cash used in operating activities decreased by \$210,812 (or 48%) compared to the comparative period. The decrease is mainly attributed to the decrease in net loss of \$70,379 as well as the decrease in the changes in non-cash working capital.

For the three months ended September 30, 2022, there was no cash used nor generated from investing activities. In the comparative period, the net cash used in investing activities increased by \$25,681, which primarily related to the purchase of licenses.

For the three months ended September 30, 2022, the net cash used in financing activities increased by \$1,945,996 compared to the comparative period. The increase is due primarily due to the non-brokered private placement for aggregate gross proceeds of \$1,901,382 in September 2021.

For the nine months ended September 30, 2022

For the nine months ended September 30, 2022, the net cash used in operating activities increased by \$73,853 (or 6%) compared to the comparative period. The increase is mainly attributed to the increase in net loss of \$186,467, primarily derived from higher salary, wages and benefits and general and administrative expenses compared to comparative period.

For the nine months ended September 30, 2022, the net cash generated in investing activities increased by \$157,300, compared to the comparative period. The increase is all due to full refund of a dry machine received from the Company's vendor after the Company returned the equipment due to persistent operational issues.

For the nine months ended September 30, 2022, the net cash used in financing activities decreased by \$2,864,622 compared to the comparative period. On January 19, 2021, the Company closed a non-brokered private placement offering for aggregate gross proceeds of \$1,000,000 from the sale of common shares at a price of \$0.065 per share, of which the Company generated net proceeds of \$970,000. Additionally, on September 9, 2021, the Company completed

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a non-brokered private placement for aggregate gross proceeds of \$1,901,382 from the sale of 20,813,817 common shares at a price of \$0.10, of which 19,013,817 common shares were paid in cash by a non-arm's length party (Note 18) and 1,800,000 common shares were issued to an arm's length third party service provider ("service provider") pursuant to a settlement agreement entered in September 2021.

During the nine months ended September 30, 2022, the holder of the Debentures extended the maturity date by one year to July 13, 2023. There was no cash inflow the Company resulted from the extension of the Debentures.

The Company's liquidity risk from financial instruments is minimal as excess cash is held in bank accounts with reputable financial institutions.

While the Company has no amount of cash flow from operations, management believes that with the cost saving measures implemented, the Company will be able to meet its administrative overhead costs in the coming months. The Company will require additional funding to complete its extraction facility post-harvest build-out through development and into production and for working capital as it starts generating revenue. The Company will continue to pursue opportunities to raise additional capital through debt and equity markets to fund its future growth and operating activities. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or under terms favourable to the Company. Should the COVID-19 cause a prolonged interruption of global markets, this could impact the Company's ability to secure financing required to progress in building out the extraction facility and/or could result in an impairment of asset values.

OFF-BALANCE-SHEET ARRANGEMENTS

As of the date hereof, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the financial performance or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

OUTSTANDING SHARE DATA

The outstanding number of common shares, stock options, and warrants are as follows:

	September 30, 2022	November 28, 2022
Common shares	163,810,263	163,810,263
Stock options	6,190,000	6,190,000

There were no warrants outstanding as of September 30, 2022 and November 28, 2022.

FINANCIAL RISK MANAGEMENT

The Company has exposure to the following risks from its use of financial instruments:

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient cash resources in order to finance operations, fund capital expenditures, and to repay debt and other liabilities of the Company as they come due, without incurring unacceptable losses or risking harm to the Company's reputation.

As at September 30, 2022, the Company's financial liabilities consist of trade accounts payable and accrued liabilities, employee benefits, convertible debt, and lease liability, which have contractual payment obligations within one year. The Company manages its liquidity risk by reviewing its capital requirements on an ongoing basis. Other than its lease liabilities, all of the Company's obligations are due in the next 12 months.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfil its contractual obligations. Financial instruments subject to credit risk include cash and cash equivalents, and other receivables. All of the Company's cash and cash equivalents are held at reputable financial institutions. Other receivables consist mainly of harmonized sales tax and general sales tax receivables that the Company expects to receive from the Government of Canada. As such credit risk is deemed to be low on these instruments. The Company also has trade receivables of \$74,073, of which \$718 has been provided for as potentially uncollectible.

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Market risk

Market risk is the risk or uncertainty that changes in price, foreign exchange rates, and interest rates will affect the Company's net earnings and the value of financial instruments. Blueberries is exposed to two types of market risk, being foreign currency risk and interest rate risk as outlined below.

Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign currency exchange rates. The Company's functional and reporting currency, except for the Colombian and Panama subsidiaries, is the Canadian dollar. The Colombian subsidiaries incur expenditures in Colombian pesos, which is their functional currency. Therefore, the Company is exposed to the risk of fluctuations in foreign exchange rates between Colombian pesos and Canadian dollars. Blueberries does not anticipate a significant impact on its condensed interim consolidated financial statements as a result of a 5% change in the exchange rate between the two currencies.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in prevailing market interest rates. The Company's convertible debt has fixed interest rate. As at September 30, 2022, the fluctuations of interest rates would not have had a significant impact on the condensed interim consolidated financial statements.

Capital risk management

The Company's objectives when managing capital are to ensure the Company will have sufficient financial capacity, liquidity, and flexibility to fund the Company's operations, growth, and ongoing developmental activities. The Company is dependent upon funding these activities through a combination of available cash, debt, and equity, which it considers to be the components of its capital structure as outlined below. There were no changes to the Company's capital management during the year, except the issuance of the convertible debt. The Company is not exposed to any external capital requirements.

	September 30, 2022		December 31, 2021	
Derivative liability	\$	387,596	\$	366,400
Convertible debt		1,025,463		1,106,710
Shareholders' equity	\$	28,406	\$	1,434,746

RELATED PARTY TRANSACTIONS

- The Company has defined key management personnel as senior executive officers, as well as the Board of Directors. The total remuneration of key management personnel and the Board of Directors for the nine months ended September 30, 2022, was \$143,751 (2021 - \$377,277), including \$102,609 (2021 - \$233,628) of share-based compensation and Nil (2021 - 250,000) shares issued valued at \$Nil (2021 - \$32,500). As at September 30, 2022, the Company had \$Nil (December 31, 2021 - \$8,460) of unpaid compensation to key personnel included in accounts payable and accrued liabilities.
- On September 9, 2021, the Company's Chairman, CEO and Director (the "Chairman"), through Terraflos Inc. ("Terraflos"), a company that is controlled by the Chairman, indirectly acquired an aggregate of 19,013,817 common shares at a price of \$0.10 per common share in a non-brokered private placement.
- Of the \$1,000,000 convertible debt (Note 11) that were issued on July 16, 2020, \$814,647 was issued Glassford S.A. ("Glassford"), a company controlled by the Chairman. Concurrent to the closing of non-brokered private placement on September 9, 2021, Terraflos acquired the debenture from Glassford.

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SUBSEQUENT EVENT

On November 28, 2022, the Company completed a non-brokered private placement for an aggregate gross proceed of \$1,471,470 (US\$1,100,000) from the sale of 54,498,889 common shares at a price of \$0.027, of which entirely purchased by Terraflos, a company that is controlled by Facundo Garreton, the Company's Chairman, CEO and Director.

BUSINESS RISKS

COVID-19

Early 2020, the World Health Organization declared the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", a pandemic resulting in worldwide emergency measures to combat the spread of the virus. These measures, which include self-quarantine period, have caused disruption to businesses globally, which are resulting in an economic slowdown and uncertainties potentially affecting the Company's cash flows, financial condition and results of operations. It is not possible to reliably estimate the length or effect of these developments due to uncertainties including the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and actions that may be taken by governmental authorities and central banks to contain COVID-19 or to treat its impact.

Limited Operating History

Blueberries is an early-stage company and has a limited operating history upon which its business and future prospects may be evaluated. Blueberries will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its operating goals. In order for Blueberries to meet future operating and debt service requirements, Blueberries will need to be successful in its growing, marketing and sales efforts. Additionally, where Blueberries experiences increased sales, Blueberries' current operational infrastructure may require changes to scale the Company's business efficiently and effectively to keep pace with demand and achieve long-term profitability, including the possibility to upgrade the operation to be compliant with EU-GMP pharma grade certification. If Blueberries' new products and services are not accepted by new customers, the Company's operating results may be materially and adversely affected.

Managing Growth

In order to manage growth and change in strategy effectively, the Company must (i) maintain adequate systems to meet customer demand; (ii) expand sales and marketing, distribution capabilities and administrative functions; (iii) expand the skills and capabilities of its current management team; and (iv) attract and retain qualified employees. While it intends to focus on managing its costs and expenses over the long term, Blueberries expects to invest to support its growth and may have additional unexpected costs. It may not be able to expand quickly enough to exploit potential market opportunities.

Retention and Acquisition of Skilled Personnel

The loss of any member of the Company's management team, could have a material adverse effect on its business and results of operations. In addition, an inability to hire, or the increased costs of new personnel, including members of executive management, could have a material adverse effect on the Company's business and operating results. At present and for the near future, Blueberries will depend upon a relatively small number of employees to develop, market, sell and support its products. The expansion of marketing and sales of its products will require Blueberries to find, hire and retain additional capable employees who can understand, explain, market and sell its products. There is intense competition for capable personnel in all of these areas and Blueberries may not be successful in attracting, training, integrating, motivating, or retaining new personnel, vendors, or subcontractors for these required functions. New employees often require significant training and, in many cases, take significant time before they achieve full productivity. As a result, the Company may incur significant costs to attract and retain employees, including significant expenditures related to salaries and benefits and compensation expenses related to equity awards, and may lose new employees to its competitors or other companies before it realizes the benefit of its investment in recruiting and training them. In addition, as the Company moves into new jurisdictions, it will need to attract and recruit skilled employees in those areas.

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Legal Proceedings

From time to time, Blueberries may be a party to legal and regulatory proceedings, including matters involving governmental agencies, entities with whom it does business and other proceedings arising in the ordinary course of business. Blueberries will evaluate its exposure to these legal and regulatory proceedings and establish reserves for the estimated liabilities in accordance with generally accepted accounting principles. Assessing and predicting the outcome of these matters involves substantial uncertainties. Unexpected outcomes in these legal proceedings, or changes in management's evaluations or predictions and accompanying changes in established reserves, could have an adverse impact on Blueberries' financial results.

Regulatory Compliance Risks

Achievement of Blueberries' business objectives is contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. Blueberries may not be able to obtain or maintain the necessary licenses, permits, quotas, authorizations, or accreditations, or may only be able to do so at great cost, to operate its business. Blueberries cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by local governmental authorities. The impact of the compliance regime, any delays in obtaining, or failure to obtain or keep the regulatory approvals may significantly delay or impact the development of markets, products and sales initiatives and could have a material adverse effect on the business, results of operations and financial condition of Blueberries.

The officers and directors of Blueberries must rely, to a great extent, on Blueberries' Colombian legal counsel and local consultants retained by Blueberries in order to keep abreast of material legal, regulatory and governmental developments as they pertain to and affect Blueberries' business operations, and to assist Blueberries with its governmental relations. Blueberries must rely, to some extent, on those members of management and the board who have previous experience working and conducting business in Colombia in order to enhance its understanding of and appreciation for the local business culture and practices in Colombia.

Blueberries also relies on the advice of local experts and professionals in connection with current and new regulations that develop in respect of banking, financing and tax matters in Colombia. Any developments or changes in such legal, regulatory or governmental requirements or in local business practices in Colombia are beyond the control of Blueberries and may adversely affect its business.

Blueberries will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Blueberries may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to Blueberries' operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of Blueberries.

Canadian Regulatory and Civil Proceedings

The sale and distribution of cannabis products for medicinal use by licensed producers is legal in certain Canadian provinces. The Canadian federal government legalized marijuana effective October 17, 2018.

Blueberries operates in Colombia pursuant to the Blueberries Licenses and authorizations granted by the Ministry of Justice and the Ministry of Health. Consequently, certain activities conducted by Blueberries are permissible under one regulatory regime while not under another. In the past, Canadian courts and regulatory authorities have taken the view that it is not contrary to Canadian federal or provincial law for a person to be engaged in, or for an entity to hold interests in affiliates that are engaged in, certain regulated activities where such activities may be regulated differently than in the home jurisdictions and have enforced extra-territorial laws even where such laws (or regulatory regimes applicable to certain activities or industries) differs from those in the Canadian jurisdiction. There is a risk however that the Canadian courts or applicable Canadian or other governmental authorities may take a contrary view with respect to the business of Blueberries and view Blueberries as having violated their local laws, despite Blueberries having obtained

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all applicable Colombian licenses or authorizations and despite that Blueberries does not carry on business in Canada. Therefore, there is a risk that civil and criminal proceedings, including class actions, could be initiated against Blueberries. Such potential proceedings could involve substantial litigation expense, penalties, fines, seizure of assets, injunctions or other restrictions being imposed upon Blueberries or its business partners, while diverting the attention of key executives. Such proceedings could have a material adverse effect on Blueberries' business, revenues, operating results and financial condition as well as impact upon Blueberries' reputation.

Change of Cannabis Laws, Regulations and Guidelines

Cannabis laws and regulations are dynamic and subject to evolving interpretations which could require Blueberries to incur substantial costs associated with compliance or alter certain aspects of its business plan. It is also possible that regulations may be enacted in the future that will be directly applicable to certain aspects of Blueberries' businesses. Blueberries cannot predict the nature of any future laws, regulations, interpretations or applications, nor can it determine what effect additional governmental regulations or administrative policies and procedures, when and if promulgated, could have on Blueberries' business. Management expects that the legislative and regulatory environment in the cannabis industry in Colombia and internationally will continue to be dynamic and will require innovative solutions to try to comply with this changing legal landscape in this nascent industry for the foreseeable future. Compliance with any such legislation may have a material adverse effect on Blueberries' business, financial condition and results of operations.

Public opinion can also exert a significant influence over the regulation of the cannabis industry. A negative shift in the public's perception of the cannabis industry could affect future legislation or regulation in different jurisdictions.

Reliance on Blueberries Licenses and Authorizations

Blueberries' ability to grow, store and sell cannabis in Colombia is dependent on Blueberries' ability to sustain and/or obtain the necessary licenses and authorizations by certain authorities in Colombia.

The pending licenses and authorizations are subject to ongoing compliance and reporting requirements and the ability of Blueberries to obtain, sustain or renew any such licenses and authorizations on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable authorities or other governmental agencies in foreign jurisdictions. Failure to comply with the requirements of the licenses or authorizations or any failure to maintain the licenses or authorizations would have a material adverse impact on the business, financial condition and operating results of Blueberries.

Although Blueberries believes that it will meet the requirements to obtain, sustain or renew the necessary licenses and authorizations, there can be no guarantee that the applicable authorities will issue these licenses or authorizations. Should the authorities fail to issue the necessary licenses or authorizations, Blueberries may be curtailed or prohibited from the production and/or distribution of cannabis or from proceeding with the development of its operations as currently proposed and the business, financial condition and results of the operation of Blueberries may be materially adversely affected.

Reliance on One Facility

The cultivation facility is currently only licensed facility under the Licenses. The Licenses held by Blueberries are specific to the Cultivation Facility. Adverse changes or developments affecting the cultivation facility, including but not limited to a breach of security, could have a material and adverse effect on Blueberries' business, financial condition and prospects. Any breach of the security measures and other facility requirements, including any failure to comply with recommendations or requirements arising from inspections by Colombian regulatory authorities, could have an impact on Blueberries' ability to receive or hold the licenses.

Certain contemplated capital expenditures of Blueberries may require approval of Colombian regulatory authorities. There is no guarantee that Colombian Regulatory Authorities will approve any contemplated expansion and/or renovation, which could adversely affect the business, financial condition and results of Blueberries' operations.

Unexpected disruptions affecting operations, whether due to labor disruptions, supply disruptions, power disruptions, damage to equipment or otherwise

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Blueberries' operations may be disrupted by a variety of risks and hazards that are beyond its control, including, but not limited to, fires, power outages, labour disruptions, supply disruptions, flooding, and the inability to obtain suitable or adequate machinery, equipment or labour as well as other risks involved in the cultivation and production of medicinal cannabis.

Demand for Cannabis and Derivative Products

The legal cannabis industry in Colombia is at an early stage of its development. Consumer perceptions regarding legality, morality, consumption, safety, efficacy and quality of medicinal cannabis are mixed and evolving and can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medicinal cannabis products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the medicinal cannabis market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for medicinal cannabis and on the business, results of operations, financial condition and cash flows of Blueberries. Further, adverse publicity reports or other media attention regarding cannabis in general or associating the consumption of medicinal cannabis with illness or other negative effects or events, could have such a material adverse effect. Public opinion and support for medicinal cannabis use has traditionally been inconsistent and varies from jurisdiction to jurisdiction. While public opinion and support appears to be rising for legalizing medicinal cannabis, it remains a controversial issue subject to differing opinions surrounding the level of legalization. Blueberries' ability to gain and increase market acceptance of its business may require substantial expenditures on investor relations, strategic relationships and marketing initiatives. There can be no assurance that such initiatives will be successful and their failure may have an adverse effect on Blueberries.

Liability, Enforcement, Complaints, etc.

Blueberries' participation in the cannabis industry may lead to litigation, formal or informal complaints, enforcement actions, and inquiries by third parties, other companies and/or various governmental authorities against Blueberries. Litigation, complaints, and enforcement actions involving Blueberries could consume considerable amounts of financial and other corporate resources, which could have an adverse effect on Blueberries' future cash flows, earnings, results of operations and financial condition.

Product Liability

As a distributor of products designed to be ingested by humans, Blueberries faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused damages, loss or injury. In addition, the sale of Blueberries' products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Adverse reactions resulting from human consumption of Blueberries' products alone or in combination with other medications or substances could occur. Blueberries may be subject to various product liability claims, including, among others, that Blueberries' products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning health risks, possible side effects or interactions with other substances. A product liability claim or regulatory action against Blueberries could result in increased costs, could adversely affect Blueberries' reputation with its clients and consumers generally, and could have a material adverse effect on the results of operations and financial condition of Blueberries. There can be no assurances that Blueberries will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of Blueberries' potential products.

Insurance Coverage

Blueberries' production is, in general, subject to different risks and hazards, including adverse weather conditions, fires, plant diseases and pest infestations, other natural phenomena, industrial accidents, labour disputes, changes in the legal and regulatory framework applicable to Blueberries and environmental contingencies.

Blueberries is in the process of obtaining additional insurance coverage over Blueberries' growing production and facilities. Blueberries is seeking insurance against a variety of risks, including losses and damages relating to its plants, equipment and buildings. Any insurance that Blueberries is successful in obtaining may only cover part of the losses it may incur and may not cover losses on crops due to drought or floods. Furthermore, certain types of risks may not be

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covered by the future policies. There is a risk that any claims to be paid by an insurer due to the occurrence of a casualty covered may not be sufficient to compensate Blueberries for all of the damages suffered. Blueberries may not be able to maintain or obtain insurance of the type and amount desired at a reasonable cost. If Blueberries were to incur significant liability for which it were not fully insured, it could have a materially adverse effect on Blueberries' business, financial condition and results of operations.

Ability to Establish and Maintain Bank Accounts

While Blueberries does not anticipate dealing with banking restrictions, there is a risk that banking institutions in countries where Blueberries operates will not accept payments related to the cannabis industry. Such risks could increase costs for Blueberries. In the event financial service providers do not accept accounts or transactions related to the cannabis industry, it is possible that Blueberries may be required to seek alternative payment solutions, including but not limited to cryptocurrencies such as Bitcoin. There are risks inherent in cryptocurrencies, most notably its volatility and security issues. If the industry was to move towards alternative payment solutions and accept payments in cryptocurrency Blueberries would have to adopt policies and protocols to manage its volatility and exchange rate risk exposures. Blueberries' inability to manage such risks may adversely affect Blueberries' operations and financial performance.

Product Recalls

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labelling disclosure. If any of Blueberries' products are recalled due to an alleged product defect or for any other reason, Blueberries could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. Blueberries may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although Blueberries has detailed procedures in place for testing its products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if Blueberries is subject to recall, the image of Blueberries could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for Blueberries' products and could have a material adverse effect on the results of operations and financial condition of Blueberries. Additionally, product recalls may lead to increased scrutiny of Blueberries' operations by regulatory agencies, requiring further management attention, potential loss of applicable licenses and potential legal fees and other expenses.

Risks Inherent in an Agricultural Business

Blueberries' business involves the growing of blueberries with the prospect of growing cannabis in the future. Both of which are agricultural products and grown outdoors. The occurrence of severe adverse weather conditions, especially droughts, hail, floods or frost, is unpredictable and may have a potentially devastating impact on agricultural production and may otherwise adversely affect the supply of cannabis. Adverse weather conditions may be exacerbated by the effects of climate change and may result in the introduction and increased frequency of pests and diseases. The effects of severe adverse weather conditions may reduce Blueberries' yields or require Blueberries to increase its level of investment to maintain yields. Additionally, higher than average temperatures and rainfall can contribute to an increased presence of insects and pests, which could negatively affect crops. Future droughts could reduce the yield and quality of Blueberries' production, which could materially and adversely affect Blueberries' business, financial condition and results of operations.

The occurrence and effects of plant disease, insects and pests can be unpredictable and devastating to agricultural, potentially rendering all or a substantial portion of the affected harvests unsuitable for sale. Even when only a portion of the production is damaged, Blueberries' results of operations could be adversely affected because all or a substantial portion of the production costs may have been incurred. Although some plant diseases are treatable, the cost of treatment can be high and such events could adversely affect Blueberries' operating results and financial condition. Furthermore, if Blueberries fails to control a given plant disease and the production is threatened, Blueberries may be unable to supply its customers, which could adversely affect its business, financial condition and results of operations. There can be no assurance that natural elements will not have a material adverse effect on any such production.

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Risks Inherent in Rural Real Estate

The Colombian Constitution protects the right to own private property and related rights acquired in compliance with civil regulations. According to Colombian Constitution, legally acquired private property ownership rights cannot be affected if the owner is in compliance with applicable laws.

Except in the case of public necessity or social interest, subject to due process and the payment of an indemnification, expropriations without just cause or on a discriminatory basis are restricted.

In August 2011, Colombia and Canada entered into a Free Trade Agreement (CCOFTA), which outlines the issue of expropriations in Article 811 as well as dispute settlements in Chapter 21. The Free Trade Agreement provides that Canadian investments in Colombia will be granted fair and equitable treatment with full protection and security and will be accorded no less favorable treatment than Colombia grants to its own investors or investors of any other country. It also provides that an investment will not be expropriated except in a nondiscriminatory manner in accordance with due process of law with prompt and adequate compensation. The expropriation provisions cover both traditional "direct" takings and so-called "indirect" or "creeping" expropriation, which results from a measure or a series of measures by a government that have an effect equivalent to direct expropriation without a formal transfer of title or outright seizure of the investment. An investor-state dispute resolution process is provided for in the event that the investment is not provided the protections set out in the CCOFTA. Through this process, a Canadian investor can challenge a Colombian measure through binding international arbitration instead of relying on the Colombian local courts.

Energy Prices and Supply

Blueberries requires substantial amounts of electric energy and other resources for its harvest activities and transport of cannabis. Blueberries relies upon third parties for its supply of energy resources used in its operations. The prices for and availability of energy resources may be subject to change or curtailment, respectively, due to, among other things, new laws or regulations, imposition of new taxes or tariffs, interruptions in production by suppliers, imposition of restrictions on energy supply by government, worldwide price levels and market conditions. If energy supply is cut for an extended period of time and Blueberries is unable to find replacement sources at comparable prices, or at all, Blueberries' business, financial condition and results of operations would be materially and adversely affected.

Supply of Cannabis Seeds

If for any reason the supply of cannabis seeds is ceased or delayed, Blueberries would have to seek alternate suppliers and obtain all necessary authorization for the new seeds. If replacement seeds cannot be obtained at comparable prices, or at all, or if the necessary authorizations are not obtained, Blueberries' business, financial condition and results of operations would be materially and adversely affected.

Changes in Corporate Structure

Colombian cannabis licenses are granted on a non-transferable, non-exchangeable and non-assignable basis. Any breach of this restriction may give rise to unilateral termination of the license by the governmental authority.

Notwithstanding the above, Colombian laws do not provide for specific regulations or restrictions regarding the effects of a change in control, modification of the corporate structure, issuance of shares, or any changes in holders or final beneficiaries of cannabis licenses.

Colombian legislation gives special attention to the identification and background of the legal representatives of licensees. Licensees must file a declaration of the legality of the proceeds of the legal representatives. Furthermore, Decree 613 of 2017 provides a set of resolutive conditions, which enable the Ministry of Health or the Ministry of Justice, as applicable, to terminate a license if the licensee fails to request the amendment of the license within 30 calendar days following any changes in (i) the legal representation of the licensee; or (ii) the declaration that a legal representative is criminally liable for drug trafficking or related crimes, after having issued the respective license.

Emerging Market Risks

Emerging market investment generally poses a greater degree of risk than investment in more mature market economies because the economies in the developing world are more susceptible to destabilization resulting from domestic and international developments.

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All of Blueberries' operations are in Colombia. Colombia has a history of economic instability or crises (such as inflation or recession). While there is no current political instability, and historically there has been no change in laws and regulations, this is subject to change in the future and could adversely affect Blueberries' business, financial condition, and results of operations.

Fluctuations in the Colombian economy and actions adopted by the Government of Colombia have had and may continue to have a significant impact on companies operating in Colombia, including Blueberries. Specifically, Blueberries may be affected by inflation, foreign currency fluctuations, regulatory policies, business, and tax regulations and in general, by the political, social and economic scenarios in Colombia and in other countries that may affect Colombia.

Global economic crises could negatively affect investor confidence in emerging markets or the economies of the principal countries in Latin America, including Colombia. Such events could materially and adversely affect Blueberries' business, financial condition and results of operations.

Global Economy

Financial and securities markets in Colombia are influenced by the economic and market conditions in other countries, including other South American and emerging market countries and other global markets. Although economic conditions in these countries may differ significantly from economic conditions in Colombia, investors' reactions to developments in these other countries, such as the recent developments in the global financial markets, may substantially affect the capital flows into, and the market value of securities of issuers with operations in Colombia.

An economic downturn or volatility could have a material adverse effect on Blueberries' business, financial condition and results of operations. The economy of Colombia, where Blueberries' operations are located, has experienced significant economic uncertainty and volatility during recent years. A weakening of economic conditions could lead to reductions in demand for Blueberries' products. For example, its revenues can be adversely affected by high unemployment and other economic factors. Further, weakened economic conditions or a recession could reduce the amount of income customers are able to spend on Blueberries' products. In addition, as a result of volatile or uncertain economic conditions, Blueberries may experience the negative effects of increased financial pressures on its clients. For instance, Blueberries' business, financial condition and results of operations could be negatively impacted by increased competitive pricing pressure, which could result in Blueberries incurring increased bad debt expense. If Blueberries is not able to timely and appropriately adapt to changes resulting from a weak economic environment, its business, results of operations and financial condition may be materially and adversely affected.

A crisis in other emerging market countries could dampen investor enthusiasm for securities of issuers with South American operations. Financial conditions in Argentina, Brazil or other emerging market countries could negatively impact Colombia's economy in the future. If such fluctuations were to occur, Blueberries' business, financial condition and results of operations could be materially and adversely affected.

CSE Restrictions on Business

As a condition to initially listing on the CSE, the CSE required that Blueberries deliver an undertaking (the "Undertaking") confirming that, while listed on CSE, Blueberries will only conduct the business of the production, sale and distribution of medicinal marijuana in Colombia pursuant to the Licenses and in accordance with applicable law, unless prior approval is obtained from CSE. The Undertaking could have an adverse effect on Blueberries' ability to do business or operate outside of Colombia and on its ability to expand its business into other areas, including the provision of non-medical marijuana in the event that the laws were to change to permit such sales, if Blueberries is still listed on the CSE and remains subject to the Undertaking at such time. The Undertaking may prevent Blueberries from expanding into new areas of business when Blueberries' competitors have no such restrictions. All such restrictions could materially and adversely affect the growth, business, financial condition and results of Blueberries' operations.

Risks Related to Investment in a Colombian Company

Operational Risks

Operations in Colombia are subject to risk due to the potential for social, political, economic, legal and fiscal instability. The government in Colombia faces ongoing problems including but not limited to inflation, unemployment and inequitable income distribution. Colombia is also home to South America's largest and longest running insurgency and large swaths of the countryside are under guerrilla influence. In addition, Colombia experiences narcotics-related violence, a prevalence of kidnapping and extortionist activities and civil unrest in certain areas of the country. Such

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instability may require Blueberries to suspend operations on its properties. Although Blueberries is not presently aware of any circumstances or facts which may cause the following to occur, other risks may involve matters arising out of the evolving laws and policies in Colombia, any future imposition of special taxes or similar charges, as well as foreign exchange fluctuations and currency convertibility and controls, the unenforceability of contractual rights or the taking or nationalization of property without fair compensation, restrictions on the use of expatriates in Blueberries' operations, or other matters. Blueberries also bears the risk that changes can occur in the government of Colombia and a new government may void or change the laws and regulations that Blueberries is relying upon.

Currently there are no restrictions on the repatriation from Colombia of earnings to foreign entities and Colombia has never imposed such restrictions. However, there can be no assurance that restrictions on repatriation of earnings from Colombia will not be imposed in the future. Exchange control regulations require that any proceeds in foreign currency originated on exports of goods from Colombia (including minerals) be repatriated to Colombia. However, purchase of foreign currency is allowed through any Colombian authorized financial entities for purposes of payments to foreign suppliers, repayment of foreign debt, payment of dividends to foreign stockholders and other foreign expenses.

Inflation in Colombia

Colombia has in the past experienced double-digit rates of inflation. If Colombia experiences substantial inflation in the future, Blueberries' costs in Colombian peso terms will increase significantly, subject to movements in applicable exchange rates. Inflationary pressures may also curtail Blueberries' ability to access global financial markets in the longer term and its ability to fund planned capital expenditures, and could materially adversely affect Blueberries' business, financial condition and results of operations. The Colombian government's response to inflation or other significant macro-economic pressures may include the introduction of policies or other measures that could increase Blueberries' costs, reduce operating margins and materially adversely affect its business, financial condition and results of operations.

Operations in Spanish

As a result of Blueberries conducting its operations in Colombia, the books and records of Blueberries, including key documents such as material contracts and financial documentation are principally negotiated and entered into in the Spanish language and English translations may not exist or be readily available.

Enforcement of Judgments

Blueberries is incorporated under the laws of Canada; however, all of its assets are located outside Canada. Furthermore, many of Blueberries' directors and officers reside outside Canada. As a result, investors may not be able to effect service of process within Canada upon Blueberries' directors or officers or enforce against them in Canadian courts judgments predicated on Canadian securities laws. Likewise, it may also be difficult for an investor to enforce in Canadian courts judgments obtained against these persons in courts located in jurisdictions outside Canada.

As a result of the above, public shareholders may have more difficulty in protecting their interests in the face of actions taken by management, members of the Board or controlling shareholders than they would as public shareholders of a Canadian company.

Financial and Accounting Risks

Access to Capital

In executing its business plan, Blueberries makes, and will continue to make, substantial investments and other expenditures related to acquisitions, research and development and marketing initiatives. Since its incorporation, Blueberries has financed these expenditures through offerings of its equity securities. Blueberries will have further capital requirements and other expenditures as it proceeds to expand its business or take advantage of opportunities for acquisitions or other business opportunities that may be presented to it. Blueberries may incur major unanticipated liabilities or expenses. Blueberries can provide no assurance that it will be able to obtain financing to meet the growth needs of Blueberries.

Foreign Sales

Blueberries' functional currency is denominated in Canadian dollars. Blueberries currently expects that sales will be denominated in Colombian pesos and may, in the future, have sales denominated in the currencies of additional countries in which it establishes sales offices. In addition, Blueberries incurs the majority of its operating expenses in Colombia Pesos. In the future, the proportion of Blueberries' sales that are international may increase. Such sales may

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be subject to unexpected regulatory requirements and other barriers. Any fluctuation in the exchange rates of foreign currencies may negatively impact the Company's business, financial condition and results of operations. Blueberries has not previously engaged in foreign currency hedging. If the Company decides to hedge its foreign currency exposure, it may not be able to hedge effectively due to lack of experience, unreasonable costs or illiquid markets. In addition, those activities may be limited in the protection they provide the Company from foreign currency fluctuations and can themselves result in losses.

Estimates or Judgments Relating to Critical Accounting Policies

The preparation of financial statements in conformity with International Financial Reporting Standards, or IFRS, requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Blueberries bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, as provided in the notes to the Blueberries Financial Statements, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. Blueberries' operating results may be adversely affected if the assumptions change or if actual circumstances differ from those in the assumptions, which could cause Blueberries' operating results to fall below the expectations of securities analysts and investors, resulting in a decline in the share price of the Company. Significant assumptions and estimates used in preparing the financial statements include those related to the credit quality of accounts receivable, income tax credits receivable, share based payments, impairment of non-financial assets, fair value of biological assets, as well as revenue and cost recognition.

Tax Risks

The Company will operate and will be subject to income tax and other forms of taxation (which are not based upon income) in multiple tax jurisdictions. Taxation laws and rates which determine taxation expenses may vary significantly in different jurisdictions, and legislation governing taxation laws and rates is also subject to change. Therefore, the Company's earnings may be impacted by changes in the proportion of earnings taxed in different jurisdictions, changes in taxation rates, changes in estimates of liabilities and changes in the amount of other forms of taxation. The Company may have exposure to greater than anticipated tax liabilities or expenses. The Company will be subject to income taxes and non-income taxes in a variety of jurisdictions and its tax structure is subject to review by both domestic and foreign taxation authorities and the determination of the Company's provision for income taxes and other tax liabilities will require significant judgment.

The Company will be subject to different taxes imposed by the Colombian government and any changes within such tax legal and regulatory framework may have an adverse effect on our financial results. All current tax legislation is a matter of public record and the Company will be unable to predict which additional legislation or amendments may be enacted.

DISCLOSURE OF INTERNAL CONTROLS

Management has established processes to provide sufficient knowledge to support representations that it has 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 in the financial statements, and (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.

The Company utilizes the Venture Issuer Basic Certificate, which certificate does not include representations related to the establishment and maintenance of disclosure controls and procedures ("DC&P) or internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers do not make any representations related 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.

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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 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.

NON-GAAP MEASURES

Certain financial measures in this document do not have a standardized meaning as prescribed by IFRS and therefore are considered non-GAAP measures. These measures may not be comparable to similar measures presented by other issuers. These measures have been described and presented in order to provide shareholders and potential investors with additional measures for analyzing our ability to generate funds to finance our operations and information regarding our liquidity. The additional information should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS. The definition and reconciliation of each non-GAAP measure is presented in the Discussion of Operations and Liquidity and Capital Resources sections of this MD&A.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward Looking Statements	Assumptions	Risk Factors
The Company will be able to continue its business activities.	The Company has anticipated all material costs and the operating activities of the Company, and such costs and activities will be consistent with the Company's current expectations; the Company will be able to obtain equity funding when required.	COVID-19 caused closures and other unforeseen costs to the Company will arise; any particular operation cost increase or decrease from the date of the estimation; and due to COVID-19 capital markets not being favourable for funding resulting in the Company not being able to obtain financing when required or on acceptable terms.
The Company will be able to carry out anticipated business plans.	In the next twelve months, the operating activities of the Company will be consistent with the Company's current expectations; debt and equity markets, interest rates and other applicable economic conditions are favourable to the Company.	COVID-19 related uncertainty continuing; sufficient funds not being available; increases in costs, the Company may be unable to retain key personnel to develop or enhance its business, take advantage of future opportunity or respond to competitive pressures.
Management's outlook regarding future trends.	Financing will be available for the Company's future business, continuing development, and maintenance of operations.	COVID-19 situation and general economic conditions could adversely impact spending by the Company's clients, put downward pressure on prices which could adversely impact the business, financial condition or results of operations and the

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Forward Looking Statements	Assumptions	Risk Factors
		Company may be unable to retain personnel.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors discussed further below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance, or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

November 28, 2022

"Facundo Garreton"

Facundo Garreton
Chairman, Chief Executive Officer and Director

"Guillermo Pablo Rodriguez"

Guillermo P. Rodriguez,
Chief Financial Officer