GREENWAY GREENHOUSE CANNABIS CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Three Months Ended
June 30, 2024

(Unaudited - in Canadian Dollars)

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This Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Greenway Greenhouse Cannabis Corporation (the "Company" or "Greenway"), is for the three months ended June 30, 2024, and 2023. It is supplemental to, and should be read in conjunction with, the Company's unaudited condensed interim financial statements for the three months ended June 30, 2024 and 2023 (the Financial Statements") and the audited financial statements and the accompanying notes for the years ended March 31, 2024 and 2023 (the "2024 Financial Statements"). Such financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A has been prepared by reference to the MD&A disclosure requirements established under National Instrument 51-102 - Continuous Disclosure Obligations ("NI 51-102") of the Canadian Securities Administrators.

In this MD&A, reference is made to adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA") which does not have any standardized meaning under IFRS and is not a measure of financial performance under IFRS, and therefore, may not be comparable to similar measures presented by other companies. Management believes this measure provides useful information as it is a commonly used measure in the capital markets and as it is a close proxy for repeatable cash generated by operations.

The Company calculates Adjusted EBITDA as net income (loss) plus (minus) income tax expense (recovery), plus (minus) interest expense (income), net, minus rental income, plus (minus) non-cash fair value adjustment on sale of inventory, plus (minus) non-cash fair value adjustment on growth of biological assets, plus amortization, plus share-based compensation, plus impairment, plus transaction costs and certain one-time non-operating expenses, as determined by management.

All dollar amounts in this MD&A are expressed in Canadian dollars unless otherwise indicated.

This MD&A contains forward-looking information within the meaning of Canadian securities laws. Refer to "Cautionary Note Regarding Forward-Looking Statements" for cautionary statements regarding forward-looking statements.

This MD&A has been prepared as of August 26, 2024.

These documents, as well as additional information on the Company, are filed electronically through the System for Electronic Document Analysis and Retrieval (SEDAR) and are available online at www.sedarplus.ca.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A are forward-looking statements, which reflect management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future and include statements with words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", or similar words suggesting future outcomes or statements regarding an outlook, or other expectations, beliefs, plans objectives, assumptions, intentions or statements about future events or performance. The forward-looking statements are included principally in the following sections of this MD&A: "Description of Business", "Highlights for the Period", "Results of Operations", and "Liquidity." Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this MD&A. There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" in the Company's long form non-offering prospectus dated September 3, 2021 and filed under the Company's profile at www.sedar.com (the "Prospectus"). Some of the risks which could affect future results and could cause results to differ materially from those expressed in the forward-looking statements contained herein include:

- ability to raise required additional capital;
- limited operating history;
- ability to achieve revenue growth and development;
- ability to realize growth targets;
- forward looking statements may prove to be inaccurate;
- costs related to its investment in infrastructure, growth, research and development, regulatory compliance and operations;
- inability to turn a profit or generate immediate revenues;
- operating in a novel industry;
- supply and demand fluctuations;
- inaccuracy of market data;
- regulatory risks and uncertainties;
- supply chain issues;
- reliance on a single facility;
- uncertainty of licensing and regulatory approvals;
- regulatory compliance risks;
- marketing limitations in regulated industry;
- effect of rapid growth and consolidation on key relationships;
- industry competition;
- effect of negative publicity;
- effect of end of product for consumer;
- product development and profitability;
- novel products and market competition;
- effect of clinical research on public perception and medical efficacy, safety and social acceptance;
- consumer preference and customer retention;
- impact of Canadian Free Trade Agreement;
- compliance with import and export laws;
- attraction and retention of key personnel;
- impact of entering into strategic alliances, contractual relationships, joint ventures or other relationships;
- impact of future acquisitions or dispositions;
- agricultural risks;
- disruption of key utilities and lack of skilled labour;
- rising energy costs;
- efficacy of quality control systems;
- product recalls;
- product liability;
- safety, health and environmental laws and regulations;
- fraudulent or illegal activity by employees, contractors and consultants;
- litigation;
- reliance on information technology systems and potential impact of cyber-attacks;
- liability or the threat of liability in relation to personal and confidential information;
- protection and enforcement of intellectual property rights, or intellectual property it licensed from others;
- breaches of security;
- incurring additional indebtedness;
- adequate internal controls over financial reporting;
- material weakness in its internal controls and loss of confidence;
- negative operating cash flow;
- credit risk;
- changes to tax and accounting requirements;

- securing adequate insurance;
- accuracy of forward looking statements;
- the price of the Common Shares in public markets may experience significant fluctuations;
- impact of published content and research from industry analysts;
- dilution of current shareholders through additional share issuances from treasury;
- no anticipated dividends; and
- ongoing reporting requirements under applicable securities laws and stock exchange policies.

Although the forward-looking statements contained in this MD&A are based upon what management currently believes to be reasonable assumptions, the Company cannot provide any assurance that actual results, performance or achievements will be consistent with these forward-looking statements. In particular, management of the Company have made assumptions regarding, among other things:

i. the availability of financing at all or on reasonable terms;
ii. the Company's ability to successfully execute its plans and intentions, including with respect to expansion of the Company's cultivation facilities;
iii. general business and economic conditions, particularly in the Canadian medicinal and adult-use cannabis markets;
iv. regulation of the markets in which we operate;
v. the Company's ability to attract and retain skilled staff;
vi. market competition, including the products and technology offered by the Company's competitors; and
vii. maintenance of our current positive relationships with our suppliers, service providers and other third parties.

Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and we cannot assure that actual results will be consistent with these forward-looking statements. The above risks, uncertainties, assumptions and other factors could cause Greenway's actual results, performance, achievements and experience to differ materially from Greenway's expectations, future results, performances or achievements expressed or implied by the forward-looking statements.

In addition to the factors set out above and those identified under "Risk Factors" in this MD&A, other factors not currently viewed as material could cause actual results to differ materially from those described in the forward-looking statements. Although Greenway has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to be anticipated, estimated or intended. Accordingly, readers should not place any undue reliance on forward-looking statements.

DESCRIPTION OF BUSINESS

Greenway is licensed to cultivate, process and sell under the Cannabis Act (Canada), having obtained its nursery licence, standard cultivation licence, and standard processing licence (collectively, the "Licences") pursuant thereto. The Company's business model is to cultivate, bulk package, and wholesale high quality dry bud cannabis to other cannabis companies that are licensed pursuant to the Cannabis Act (Canada) and the Cannabis Regulations ("Licensees"). The Company was incorporated under the laws of the Business Corporations Act (Ontario) on July 9, 2018. The Company's registered office is 1478 Seacliff Drive, Kingsville, Ontario, N9Y 2M2.

The Company has a licensed indoor nursery as well as a separate licensed greenhouse for standard cultivation. The nursery is currently used to safely store and maintain mother plants and genetics, as well as to propagate clones and vegetative plants for the greenhouse. Due to the propagation services being conducted at the nursery, nearly the entire footprint of the greenhouse is used for flowering cannabis plants. Further to Health Canada approval on February 16, 2023, the licensed greenhouse facility was increased from 41,750 square feet to 167,000 square feet (excluding processing and office space) within a produce greenhouse facility that is currently operating an aggregate of approximately 1,800,000 square feet (inclusive of Greenway's cultivation facility). Greenway has the right to further expand within the facility. The estimated production capacity was increased from 6,000 to 24,000 kilograms per year. The Company initially began with 1 acre of cultivation space and now has the capacity to increase production to meet customer demand.

The Company is a reporting issuer in the Province of Ontario and its common shares (the "Common Shares") are currently listed on the Canadian Securities Exchange ("CSE") under the symbol "GWAY" and on the OTCQB Venture Market ("OTCQB") under the symbol "GWAYF".

HIGHLIGHTS FOR THE PERIOD

The following highlights occurred during the first quarter ended June 30, 2024:

On April 17, 2024, the Company announced that its EPIC Berry Sunset products are now available for purchase in Ontario.

On April 26, 2024, the Company announced that it has received CUMS-GAP and GACP certification. This demonstrates that the facility meets strict international standards, providing the Company a way to distribute its product internationally.

On June 13, 2024, the Company announced that MillRite Pink Moon is launching in a 2 x .5 gram pre-roll format across Ontario.

The Company set new milestones this quarter, having achieved its highest net revenue, Adjusted EBITDA, and highest gram or gram equivalents sold. In addition, the Company achieved positive net cash flows provided by operating activities, its first since March 31, 2023.

The Company's performance, costs per gram included in cost of sales, and costs per gram included in finished goods inventory for the three-month period ended June 30, 2024 and for the prior three quarters are summarized below:

Performance highlights	Q1 -2025	Q4 -2024	Q3 -2024	Q2 -2024
Net cannabis revenue	$2,394,159	$1,482,194	$1,388,200	$1,185,611
Grams or gram equivalents sold	2,153,628	1,563,373	1,651,425	1,226,358
Cash cost per gram sold	$0.73	$0.85	$0.72	$0.67
Cash cost per gram in finished goods	$0.59	$0.60	$0.75	$0.66
Adjusted EBITDA	$316,431	-$276,183	-$252,395	-$112,221
Cash	$1,566,228	$1,530,810	$2,353,096	$1,621,245
Working capital surplus (deficiency)	-$940,130	-$852,605	$69,751	-$2,446,013
Capital expenditures	$20,000	$579,411	$1,823,939	-

Cost per gram sold	Q1 -2025	Q4 -2024	Q3 -2024	Q2 -2024
Total cash costs	$1,567,437	$1,335,582	$1,192,135	$826,836
Total amortization costs	$483,800	$433,056	$386,909	$229,577
Total cost of sales before fair value adjustments	$2,051,237	$1,768,638	$1,579,044	$1,056,413
Grams or gram equivalents sold	2,153,628	1,563,373	1,651,425	1,226,358
Cash cost per gram sold	$0.73	$0.85	$0.72	$0.67

Cost per gram in finished goods	As at June 30, 2024	As at March 31, 2024	As at December 31, 2023	As at September 30, 2023
Inventory finished goods	$638,254	$1,189,975	$983,221	$1,512,187
Inventory-in-process	$566,144	$462,750	$1,069,784	$1,512,187
Total Inventory	$1,204,398	$1,652,725	$2,053,005	$2,080,922
Total cash costs finished goods	$503,502	$903,536	$735,516	$1,127,351
Total amortization costs finished goods	$134,752	$286,449	$247,705	$384,836
	$638,254	$1,189,975	$983,221	$1,512,187
Grams or gram equivalents in finished goods	855,987	1,497,660	986,155	1,716,634
Cash cost per gram	$0.59	$0.60	$0.75	$0.66

Cash costs per gram fluctuate due to seasonal, environmental and varietal factors that affect crop yields.

SELECTED INFORMATION

For the three months ended June 30	2024 $	2023 $	2022 $
Net revenue	2,394,159	1,174,189	1,963,709
Profit (loss) from continuing operations for the year	(272,429)	(929,796)	163,040
Net (loss) income and comprehensive (loss) income for the year	(541,478)	(1,109,781)	(52,876)
Basic and fully diluted (loss) income per share	(0.00)	(0.01)	(0.00)

As at June 30	2024 $	2023 $	2022 $
Total Assets	32,695,190	34,462,402	39,452,080
Total long-term financial liabilities	15,583,650	13,477,066	13,687,910
Cash dividends declared for all classes of shares	-	-	-

OVERALL PERFORMANCE

During the three months ended June 30, 2024, the Company generated net cannabis revenue of $2,394,159 (2023 - $1,174,189). Cost of sales comprised of $1,567,437 (2023 - $747,170) of cash expenses and $483,800 (2023 - $214,361) of amortization expense resulting in a gross margin before inventory impairment and fair value adjustments of 14% (2023 – gross margin of 18%).

The net assets of the Company changed from $11,915,049 as at March 31, 2024 to $11,426,071 at June 30, 2024, a decrease of $488,978. The assets at June 30, 2024 consist primarily of property, plant and equipment of $27,949,851 (March 31, 2024 - $28,414,974), cash and short-term deposits of $1,566,228 (March 31, 2024 – $1,530,810), accounts receivable of $1,414,298 (March 31, 2024 - $920,575), inventory of $1,204,398 (March 31, 2024 - $1,652,725), biological assets of $377,003 (March 31, 2024 - $366,026), and prepaid expenses and deposits of $183,412 (March 31, 2024 - $204,015).

Liabilities as at June 30, 2024 consist of accounts payable and accrued liabilities of $1,421,194 (March 31, 2024 - $1,390,240), accounts payable to related parties of $3,885,983 (March 31, 2024 - $3,763,519) lease liabilities of $8,178,920 (March 31, 2024 - $8,275,502), long-term debt of $4,900,000 (March 31, 2024 - $4,900,000), and convertible debentures of $2,504,730 (March 31, 2024 - $2,471,818). The current portion of lease liabilities were $378,292 (March 31, 2024 - $372,997).

Greenway Greenhouse Cannabis Corporation

Condensed Interim Statements of Loss and Comprehensive Loss

(Unaudited - in Canadian dollars)

	For the three months ended June 30,	
	2024	2023
	$	$
Gross revenue	**2,413,067**	1,174,189
Excise taxes	**(18,908)**	-
Net revenue	**2,394,159**	1,174,189
Cost of sales		
Cost of goods sold	**1,567,437**	747,170
Amortization	**483,800**	214,361
Gross profit before fair value adjustments	**342,922**	212,658
Fair value adjustment on sale of inventory	**-**	-
Fair value adjustment on growth of biological assets	**-**	48,226
Gross profit	**342,922**	260,884
Operating expenses		
General and administration	**344,019**	315,004
Amortization	**105,060**	75,482
Share-based compensation	**-**	166,350
Professional fees	**100,564**	36,196
Marketing and sales	**65,708**	59,411
Investor relations	**-**	270,000
Bad debt	**-**	268,237
	615,351	1,190,680
Operating loss	**(272,429)**	(929,796)
Interest expense	**(269,049)**	(179,985)
Loss and comprehensive loss	**(541,478)**	(1,109,781)
Weighted average number of common shares - basic	**131,316,879**	130,924,747
Weighted average number of common shares - diluted	**131,316,879**	130,924,747
Basic and diluted loss per share	**(0.00)**	(0.01)

The following highlights the key operating results during the three months ended June 30, 2024.

During the three months ended June 30, 2024, the Company incurred a loss and comprehensive loss of $541,478 (2023 – loss of $1,109,781). The loss and comprehensive loss for the period consists primarily of the following:

- Net revenue from the sale of cannabis products was $2,394,159 (2023 – $1,174,189) including retail sales of $52,351 (2023 - $nil), net of excise taxes of $18,908 (2023 - $nil), through its brands, EPIC Cannabis Co. and MillRite. The wholesale cannabis market price saw an increase over the previous year, mainly attributed to the reduction in total production capacity and an increased demand for Canadian cannabis throughout international markets. The Company is up to date with all of its excise tax obligations.

- Cost of sales of $2,051,237 (2023 – $961,531) consists of $1,513,490 of cash inventory expenses (2023 – $713,304), $483,800 of amortization expenses (2023 – $214,361), $30,203 of shipping expenses (2023 – $23,741), and $23,744 of repairs and maintenance expenses (2023 - $10,125). Included in cost of sales is a provision for possible inventory impairment of $100,000 (2023 - $nil). For the three month period ended June 30, 2024, the Company averaged $0.73 per gram of cash costs, within the target of management's $0.75 expected annual cash cost per gram.

- General and administration expenses of $344,019 (2023 - $315,004) consist of management and directors' fees of $99,250 (2023 - $103,750), office and general of $124,496 (2023 - $87,418), salaries and wages of $100,361 (2023 - $90,515), and insurance of $19,912 (2023 – $33,321). The net increase of $29,015 is due to licensing related to the CUMS-GAP and GACP certification which provides the Company with an opportunity to distribute its product internationally.

- Amortization expense of $105,060 (2023 - $75,482) consists of the property, plant and equipment amortization, as well as amortization of the right-of-use asset. The increase of $29,578 from the prior period is primarily attributable to the expanded production capacity.

- Share-based compensation of $nil (2023 - $166,350) consists of the non-cash fair value as measured by the Black-Scholes option pricing model.

- Professional fees of $100,564 (2023 - $36,196) consist primarily of annual audit fees from external auditors and other miscellaneous legal fees.

- Marketing and sales expense of $65,708 (2023 - $59,411) consists primarily of sales commissions, public relations services, and promotional materials with respect to the Company and to cannabis products.

- Investor relations expense of $nil (2023 – $270,000) consists of charges for company promotions in the capital markets. No options were granted during the three months ended June 30, 2024.

- Bad debt expense of $nil (2023 - $268,237) arose from balances owing from two customers that have made fillings under the Companies' Creditors Arrangement Act ("CCAA").

- Interest expense of $269,049 (2023 - $179,985) consists primarily of interest from lease liabilities, long term debt, and convertible debentures. The increase in the expense is attributable to the closing of a $3,500,000 convertible debenture offering in October 2023.

SUMMARY OF QUARTERLY RESULTS (in accordance with IFRS)

Financial Results	Q1 2025 $	Q4 2024 $	Q3 2024 $	Q2 2024 $	Q1 2024 $	Q4 2023 $	Q3 2023 $	Q2 2023 $
Net revenue	2,394,159	1,482,194	1,388,200	1,185,611	1,174,189	1,355,603	1,038,402	1,264,219
Gross profit (loss)	342,922	(570,226)	(107,007)	80,972	260,884	(1,194,133)	493,810	601,816
Net income (loss)	(541,478)	(1,333,350)	(1,617,319)	(662,213)	(1,109,781)	(1,523,433)	(576,461)	(452,935)
Basic profit (loss) per share	(0.00)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.00)
Diluted profit (loss) per share	(0.00)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.00)

Net revenue over the last eight quarters has fluctuated due to the volatile conditions of the wholesale cannabis market and seasonality. Net income (loss) fluctuated due to unrealized gains from biological assets, share based compensation, and gross margin fluctuations over the last eight quarters.

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash and short-term deposits of $1,566,228 as at June 30, 2024 (March 31, 2024 - $1,530,810). The Company had a working capital deficiency of $940,130 as at June 30, 2024 (March 31, 2024 – working capital deficiency of $852,605).

Operating Activities

The Company recognized an increase in cash of $55,418 from operating activities during the three months ended June 30, 2024 (2023 – decrease of $842,744). The increase of $898,162 was primarily due to a reduced operating loss, changes in inventory balances, and an increase in accounts payable and accrued liabilities and accounts payable to related parties.

Investing Activities

The Company used cash of $20,000 (2023 – used $524,207) during the three months ended June 30, 2024. Expenditures were for the recently completed facility expansion and the purchase of some production equipment.

Financing Activities

The Company's objective when managing its liquidity and capital resources is to maintain sufficient liquidity to support financial obligations when they come due, while executing operating and strategic plans. The Company manages liquidity risk by monitoring its operating requirements and preparing budgets and cash flow forecasts to identify cash flow needs for general corporate and working capital purposes, as well as for expansion initiatives.

The Company's ability to continue as a going concern is dependent upon its ability to obtain sufficient additional funding and to generate sufficient revenues and positive cash flows from its operating activities to meet its obligations and fund its operations. To alleviate some of its liquidity concerns the Company raised $3,500,000 through a debenture offering in October 2023.

The Company's common shares are listed on the CSE and OTCQB to gain access to the capital markets for further equity financing. Under such circumstances, there is no assurance that the Company will be able to obtain further funds required for the Company's continued working capital requirements.

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are the officers and directors of the Company. Management and directors' fees and share-based compensation for the three months ended June 30, 2024 and 2023 are summarized as follows:

	2024	2023
Management and directors' fees	**$ 99,250**	$ 103,750
Share-based compensation	**-**	102,000
	$ 99,250	$ 205,750

As at June 30, 2024, $nil (March 31, 2024- $nil) is owed to officers and directors of the Company.

The Company identifies the following as related parties:

Related party	Description	Relationship
Sunrite Greenhouses Ltd.	Hydroponic Cultivation	Majority Shareholder of the Company
Via Verde Hydroponics Ltd.	Hydroponic Cultivation	Common Ownership with Majority Shareholder
Del Fresco Produce Ltd.	Produce Marketer	Common Ownership with Majority Shareholder
Delfresco Express Ltd.	Produce Distribution	Common Ownership with Majority Shareholder
CFO Advantage Inc.	Management Fees	Corporation Owned by the Chief Financial Officer

The Company shares certain economic resources with the above-noted related parties resulting in the following expenses billed (sub-lease income charged) in the three months ended June 30, 2024 and 2023, from related parties:

Description	Related Party		Three months ended June 30,	
			2024	2023
			$	$
General Labour	Via Verde Hydroponics Ltd.	Cost of sales	**4,077**	92,621
General Labour	Sunrite Greenhouses Ltd.	Cost of sales	**48,973**	36,719
Utilities	Via Verde Hydroponics Ltd.	Cost of sales	**103,887**	60,977
Administrative Wages	Del Fresco Produce Ltd.	General and admin	**30,400**	20,130
Executive Wages	Del Fresco Produce Ltd.	General and admin	**-**	14,231
Executive Wages	CFO Advantage Inc.	General and admin	**10,500**	-
Sub-lease Income	Via Verde Hydroponics Ltd.	Interest expense, net	**(50,000)**	-
Interest	Sunrite Greenhouses Ltd.	Interest expense	**67,375**	67,375

The Company has entered into a lease for approximately 57,000 square feet of greenhouse and warehouse space with Via Verde Hydroponics Ltd. The lease agreement commenced May 1, 2019 and the annual rent is $250,000. As of April 1, 2022, the Company exercised its right to expand the leased greenhouse space for an additional 125,000 square feet for an incremental annual rent of $300,000. The Company has also entered into a lease for approximately

10,000 square feet of warehouse space with Sunrite Greenhouses Ltd. for an indoor nursery. The lease agreement commenced May 1, 2021 and the annual rent is $300,000. The corresponding leased assets have been recorded as right-of-use assets as described in Note 6 to the Financial Statements.

As at June 30, 2024, there was a balance owing to related parties noted above of $3,885,983 (March 31, 2024 – $3,763,519) included in accounts payable.

Related party transactions were made in the normal course of business and have been recorded at the exchange amounts.

During the three months ended June 30, 2024, the Company recorded:

Equity incentives granted and fees paid to the following for services rendered:	**Options**	**Fair Value**	**Fees paid**
		$	$
Carl Mastronardi, Co-Chair and President	-	-	18,750
Jamie D'Alimonte, Co-Chair and CEO	-	-	18,750
Kyle Appleby, CFO	-	-	10,500
Dennis Staudt, a Director	-	-	12,500
Martin Komsa, a Director	-	-	12,500
Jacob de Jong, CAO and Corporate Secretary	-	-	26,250
	-	**-**	**99,250**

PROPOSED TRANSACTIONS

There are no proposed transactions to disclose.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The following is the Company's accounting policy for financial instruments under IFRS 9:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Financial instrument	**Classification**
Cash	FVTPL
Accounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Long-term debt	Amortized cost
Convertible debentures	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of loss in the period in which they arise.

(iii) Impairment of financial assets at amortized cost.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss.

Adjusted EBITDA

Adjusted EBITDA is a non-IFRS financial measure that does not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies. Management believes this measure provides useful information as it is a commonly used measure in the capital markets and as it is a close proxy for repeatable cash generated by operations.

The Company calculates Adjusted EBITDA as net income (loss) plus (minus) income tax expense (recovery), plus (minus) interest expense (income), net, minus rental income, plus (minus) non-cash fair value adjustment on sale of inventory, plus (minus) non-cash fair value adjustment on growth of biological assets, plus amortization, plus share-based compensation, plus impairment, plus transaction costs and certain one-time non-operating expenses, as determined by management.

For the three months ended	**June 30, 2024**
NET LOSS AND COMPREHENSIVE LOSS	$ (541,478)
Amortization - Cost of sales	483,800
Amortization – Operating expenses	105,060
Interest expense	269,049
Adjusted EBITDA	**316,431**

For the three months ended	**June 30, 2023**
NET LOSS AND COMPREHENSIVE LOSS	$ (1,109,781)
Amortization - Cost of sales	214,361
Fair value adjustment on growth of biological assets	(48,226)
Amortization – Operating expenses	75,482
Share-based compensation	166,350
Shares issued for investor relation services rendered	270,000
Bad debt	268,237
Interest expense	179,985
Adjusted EBITDA	**16,408**

DISCLOSURE OF OUTSTANDING SHARE DATA

Common shares

The Company's authorized share capital consists of an unlimited number of common shares without par value. As at June 30, 2024, the Company had 131,528,808 (March 31, 2024 – 131,314,524) common shares issued and outstanding.

Stock options

As at the date hereof, options to purchase up to 7,393,000 common shares were outstanding as follows:

Expiry Date	Options Outstanding	Remaining Life (Years)	Options Exercisable	Exercise Price
Options				$
September 22, 2024	1,775,000	0.23	1,775,000	0.25
September 22, 2024	743,000	0.23	743,000	0.50
April 14, 2025	50,000	0.79	50,000	1.65
November 30, 2028	375,000	4.42	375,000	0.26
November 30, 2028	4,450,000	4.42	4,550,000	0.50
Balance, June 30, 2024	**7,393,000**		**7,393,000**	**0.44**

Warrants

As at the date hereof, the Company has the following finders' warrants:

Expiry Date	Warrants Outstanding	Remaining Life (Years)	Warrants Exercisable	Exercise Price
October 27, 2026	**1,183,000**	**2.32**	**1,183,000**	**0.20**

ADDITIONAL INFORMATION

Additional information regarding the Company is contained in the Prospectus which may be viewed under Greenway's SEDAR profile at www.sedarplus.ca

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined in the Prospectus. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. The risks and uncertainties below are not the only ones Greenway faces. Additional risks and uncertainties not presently known to us or that we believe to be immaterial may also adversely affect our business.

BOARD APPROVAL

The Board of Directors of the Company has approved this MD&A.