SCOPE OF THIS MANAGEMENT'S DISCUSSION AND ANALYSIS AND NOTICE TO INVESTORS

This management's discussion and analysis of financial position and results of operations ("MD&A") is prepared as of November 27, 2024, and complements the consolidated condensed interim financial statements of Prime Drink Group Corp., formerly Dominion Water Reserves Corp., ("**Prime**" or the "**Company**"), for the three-month and nine-month periods ended September 30, 2024 and 2023 and should be read in conjunction with the accompanying audited annual financial statements and related notes for the years ended on December 31, 2023 and 2022.

All financial information has been prepared in accordance with International Financial Reporting Standards ("**IFRS**") and all amounts are in Canadian dollars unless otherwise indicated. Additional information is provided in the Consolidated Financial Statements.

The consolidated condensed interim financial statements and the MD&A have been reviewed and approved by the Company's Board of Directors on November 27, 2024.

Unless otherwise indicated, the reporting currency for figures in this document is the Canadian dollar.

Forward-Looking Statements and Use of Estimates

Any statement contained in this report that does not constitute a historical fact may be deemed a forward-looking statement. Verbs such as "believe," "expect," "estimate" and other similar expressions, in addition to the negative forms of these terms or any variations thereof, appearing in this report generally indicate forward-looking statements. These forward-looking statements do not provide guarantees as to the future performance of Prime Drink Group Corp. and are subject to risks, both known and unknown, as well as uncertainties that may cause the outlook, profitability and actual results of Prime Drink Group Corp. to differ significantly from the profitability or future results stated or implied by these statements. Detailed information on risks and uncertainties is provided in the "Uncertainties and Principal Risk Factors" section of this MD&A.

In preparing Consolidated Financial Statements in accordance with IFRS, management must exercise judgment when applying accounting policies and use assumptions and estimates that have an impact on the amounts of assets, liabilities, revenues and expenses reported and on the contingent liabilities and contingent assets information provided.

The main accounting judgments and estimates used by management and are described in Note 4 of the December 31, 2023 audited financial statements are as follows:

- Going concern
- Impairment of Water Rights
- Share-Based Compensation
- Warrants
- Recovery of deferred tax assets
- Classification of financial instruments

Because the use of assumptions and estimates is inherent to the financial reporting process, the actual results of items subject to assumptions and estimates may differ from these assumptions and estimates.

CORPORATE PROFILE

PRIME STORY

Prime Drink Group Corp., formerly Dominion Water Reserves Corp. until its name changed on November 23, 2022, was formed in October 2015 under the laws of Canada, by environment conscious entrepreneurs aiming at consolidating the natural spring water market in the Province of Quebec, while preserving and respecting this resource by taking a leadership role in this industry.

The initial primary objective of Prime was to establish contact with well owners and permit developers to secure initial water rights that would serve as a cornerstone to the overall value proposition of Prime.

Over the past years, Prime has developed a unique business model that allows the group to develop and take a leading stand in consolidating the spring water market in Quebec and beyond. The Prime team is working to develop innovative solutions, products and partnerships to promote and create value for this resource today and mainly for the future.

Prime has six wholly-owned subsidiaries: 6305768 Canada Inc., Centre Piscicole Duhamel Inc., 11973002 Canada Inc., Source Sainte-Cécile Inc., 3932095 Canada Inc. and Société Alto 2000 Inc.

The Company is listed on the Canadian Securities Exchange (the “CSE”), since August 10, 2020, and is trading under the symbol “PRME”.

On May 14, 2024, the Company entered into a share purchase agreement, which was amended and restated on May 21, 2024. On August 7, 2024, the Company has entered into a second amended and restated share purchase agreement (the “Share Purchase Agreement”) with 9296-0186 Québec Inc. (“9296”), the shareholders of 9296 (together with 9296, the “Vendors”), and Angelpart Ventures Inc. whereby the Company acquired, on October 31, 2024, all of the issued and outstanding common shares of Triani Canada Inc. (“Triani”) by way of business combination (the “Transaction”).

Pursuant to the amended and restated Share Purchase Agreement, Prime acquired, on October 31, 2024, the Triani Shares in exchange for (i) 91,200,000 common shares in the capital of Prime (“**Prime Shares**”) having an aggregate value of $11,400,000, with each Prime Share to be issued at a deemed price $0.125 and (ii) 11,200,000 common share purchase warrants of Prime with an exercise price of $0.125 per share and which expire twelve (12) months from the closing date of the Transaction. In addition to the Consideration, subject to Triani reaching certain earnings before interest, taxes, depreciation and amortization targets, Prime shall pay, solely to 9296, an additional consideration in an amount of up to $23,500,000 payable in bonus consideration shares of Prime (the “**Bonus Consideration**”) at a deemed price of $0.125 per share for any Bonus Consideration payable in the financial years ended March 31, 2025 and 2026, and $0.16 per share for any Bonus Consideration payable in the financial year ended March 31, 2027.

Pursuant to the Share Purchase Agreement, the Company and 9296 has entered into a License and Option Agreement as of October 31, 2024 (the "**License and Option Agreement**"), whereby the Company has been granted: (i) an exclusive license in favour of the Company (the "**Licence**") for the use of any intellectual property, including but not limited to the brands, currently used by the Vendor as part of its business which will not be owned by Triani on the Closing Date (the "**IP**"); (ii) a right of first refusal to acquire the IP in the event of the disposition of such IP by the owner(s) thereof for the duration of the License; (iii) an exclusive option to acquire the IP, to be valued by an independent valuation, at a minimum price of $35,000,000 for a period of 3 years following the Closing Date. Additionally, the Company and 9372-3039 Québec inc. has entered into a property option agreement, whereby the Company has been granted: (i) an exclusive option to acquire the St-Jean sur Richelieu property, for a 3-year period starting on the 3rd anniversary of the Closing Date and ending on the 6th anniversary of the Closing Date, at a price equal to the higher of $5,000,000 and the fair market value of such property at the time of exercise of the option; and (ii) an exclusive option to acquire the Terrebonne property, for a 3-year period starting on the 3rd anniversary of the Closing Date and ending on the 6th anniversary of the Closing Date, at a price equal to the higher of $29,000,000 and the fair market value of such property at the time of exercise of the option (the "**Property Option Agreement**").

Additionally, the Company will make a cash contribution in the amount of $5,000,000 to the operations of Triani following the Closing Date. Such amount shall be used as working capital by the Company in the ordinary course of business.

The Transaction constituted a "fundamental change" for the Company pursuant to the rules and policies of the CSE. In connection with the closing of the Transaction, the Company intends to change its name to "Prime Group Corp." and will continue the business of Triani.

On November 26, 2024, the Company ("Prime") has entered into a non-binding letter of intent dated November 18, 2024 (the "Letter of Intent") with Champlain Prime Investments S.E.C. ("Champlain") and Prime Affichage Inc. ("Prime Affichage" and together with Champlain, the "Target Shareholders") to acquire all the issued and outstanding common shares of Prime Capital Investments Inc. ("Target"), a company incorporated under the laws of Quebec that owns the all the rights and assets of the Beach Day Every Day brand.

In consideration for the proposed acquisition (the "Transaction") of all the common shares in the capital of Target (the "Target Shares", Prime will pay an aggregate amount of $22,500,000 as follows:

i) $12,500,000 to Champlain via a lump sum cash payment on the closing date of the proposed Transaction; and
ii) $10,000,000 to Prime Affichage, to be paid via the issuance of 40,000,000 common shares of the Company at a deemed price of $0.25 per share.

Prime and the Target Shareholders will be working towards entering into a definitive agreement (the "Definitive Agreement"), subject to the satisfaction of the completion of due diligence by Prime of Target, on or before January 31, 2025. The Definitive Agreement will include certain conditions, including the completion of a Concurrent Financing, the Company obtaining an independent valuation of Target acceptable to Prime and the CSE, Target having an aggregate debt no greater than $5,200,000, and customary conditions for a transaction of this nature. The Transaction will be subject to the approval of the CSE, and it is anticipated that the Transaction will constitute a related party transaction as Raimondo Messina is a director and shareholder of both the Company and Target, and Olivier Primeau is both an executive and shareholder of both the Company and Target.

Prior to or concurrently with the Closing of the Transaction, the Company intends to complete a concurrent financing of a minimum gross proceeds of $12,500,000.

CORE BUSINESS

Following the closing of the above transaction with Triani, Prime's business of water sources will be combined with Triani's business. Specifically, as it relates to Prime's business, upon completion of the Transaction, Prime's water business segment will utilize Triani's bottling and distribution expertise and network in order to commercialize Prime's water resources. Prime plans to have its Esker spring (990M liters/year) bottled by Prime and marketed, via the Triani network as early as 2025, in cans to compete with Eska Inc., and its Saint-Joseph-de-Coleraine spring (71M liters/year) which has the same nutrition facts as Evian in a glass bottle to compete with 2022 Société Anonyme des Eaux Minérales d'Evian.

VISION

Prime was previously in the business of acquiring water resources. Upon completion of the Transaction, Prime will continue with the business of Triani. Prime has a limited operating history in the beverage production and distribution industry upon which its business and future prospects may be evaluated. Following this acquisition Prime 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 the Prime to meet its future operating requirements, the Prime will need to be successful in its growing, marketing and sales efforts. Additionally, where the Prime experiences increased sales, the Prime's current operational infrastructure may require changes to scale the Prime's business efficiently and effectively to keep pace with demand, and achieve long-term profitability. If the Prime's products are not accepted by new partners, the Prime's operating results may be materially and adversely affected.

PROPERTIES

Prime water rights comprise six primary water sources: (i) Duhamel; (ii) Notre-Dame-du- Laus; (iii) Coloraine; (iv) Sainte-Cécile-de-Whitton; (v) Saint-Élie-de-Caxton; and (vi) St-Siméon.

The following table contains certain technical information pertaining to each source:

Water Rights	**Volume (in litres/ year)**	**Production Capacity (litres) (m3*1000*36 5)**	**Land Acres**	**Ownership**
Duhamel	2,007,500,000	5500*1000*365	45	100%
Notre-Dame-du-Laus	993,530,000	2722*1000*365	204	100%
St-Joseph de Coloraine	71,481,000	195*1000*365	5	100%
Sainte-Cécile-de-Whitton	76,285,000	209*1000*365	7	100%
Saint-Élie-de-Caxton	71,481,000	195*1000*365	5	100%
Source St-Siméon	131,400,000	360*1000*365	25	100%
TOTAL:	**3,351,677,000**		**291**	

Duhamel

Duhamel constitutes the largest volume spring in in Province of Quebec with over 2B litres per year of overflow. The Company is pursuing its development pursuant to the authorization from the Ministère de l'Environnement, de la Lutte contre les changements climatiques, de la Faune et des Parcs ("MDDELCC") under the Environment Quality Act (CQLR c Q-2), dated December 15, 2006 (renewed January 9, 2017), authorizing Centre Piscicole Duhamel Inc. to withdraw groundwater intended for sale or distribution as bottled water, subject to compliance with the following obligations:

- withdrawing a maximum daily volume of water of 5,500 m^3; and
- bottling water in containers of 20 litres or less.

Notre-Dame-du-Laus

Notre-Dame-du-Laus is a rare esker (1 of only 2 in Province of Quebec), a glacial formation that provides a unique water quality. The Company is pursuing its development pursuant to the authorization from the MDDELCC under the *Environment Quality Act* (CQLR c Q-2), dated July 25, 2018, authorizing 6305768 Canada Inc. to:

- withdraw groundwater intended for sale or distribution as spring water, for use as such in the manufacture, preservation or treatment of products within the meaning of the Food Products Act (CQLR c P-29);
- withdraw groundwater daily volume of water of 2,722 m^{3} ; and
- withdraw groundwater from the withdrawal site PP-01-03 on lot 38 of Range II in the township of Bigelow, Municipality of Notre-Dame-du-Laus, Regional County Municipality of Antoine-Labelle.

St-Joseph-de-Coloraine

St-Joseph-de-Coloraine holds a spring in Province of Quebec with over 71 M litres per year of overflow. The Company is pursuing its development pursuant to the authorization from the MDDELCC under the Environment Quality Act (CQLR c Q-2), dated March 5, 2014, authorizing Ivan Bouffard to withdraw groundwater intended for sale or distribution as bottled water, subject to compliance with the following obligations:

- withdrawing a maximum daily volume of water of 195,8 m3; and
- bottling water in containers of 20 litres or less.

The authorization initially granted to Ivan Bouffard was transferred to 11973002 Canada Inc on April 20, 2020.

Sainte-Cécile

Authorization was granted from the Ministère de l'Environnement (now the MDDELCC) under the Environment Quality Act (CQLR c Q-2), dated November 29, 2001, authorizing Sainte-Cécile Inc. to establish a well for intake of untreated water prior to its commercial distribution for human consumption and to connect such well to a bottled water plant or plant for the preparation of other beverage products by way of an aqueduct; and the daily maximum to pump is 209 m^3 ;

The Sainte-Cécile-de-Witton Spring is located on five acres in the south eastern part of the Province of Quebec. The Saint-Cecille Spring has a permitted volume of 76,285,000 litres per year and the Spring does not currently have any bottling facilities.

Saint-Élie-de-Caxton

Authorization was granted of the Ministère du Développement Durable, de l'Environnement et des Parcs dated (now the MDDELCC) under the Groundwater Catchment Regulations (CQLR c Q-2, r 6) (replaced by the Water Withdrawal and Protection Regulation (CQLR c Q-2, r 35.2) in 2014), and the Environment Quality Act (CQLR c Q-2), dated October 7, 2008, authorizing 3932095 Canada Inc. to:

Les Sources St-Élie Inc., subject to an obligation to pump a maximum volume of 195 m^3 of water per day from these wells.

Source St-Siméon

On April 8, 2021 the Company has acquired a 100% interest in the Saint-Siméon Water Rights, through acquisition of a volume of 131,400,000 litres to withdraw a maximum daily volume of water of 360 m^3.

OVERALL PERFORMANCE

- **Acquisition of sources**

All the sources are strategically located for efficiency and low transportation costs. Our portfolio shows acquisitions at a very low cost per litre. However, additional CapEx will be required to put these assets into production.

- **Management of the Property Portfolio**

The objective for 2024 continues to be to advance and enhance the quality and quantity of the Company's portfolio properties. The Company will require significant capital in order to fund its operating commitments as the Company has no revenues and is reliant upon equity financing to fund all of its requirements. However, given the current cash position and foreseen cash inflows and outflows in the next twelve months, management believes that sufficient cash will be available to fund the Company's operating expenses and pursue development of its business.

- **Corporate Developments**

In February 2020, due diligence was performed on the portfolio of assets of Prime. The Company continues discussions with owners of water rights and wells taking into consideration their geography, volume under license and their potential for generating income.

In April 2020, the Company completed a consolidation of its share capital on the basis of three existing common shares of Prime for one new common share, thereby reducing the number of outstanding shares from 150,293,832 to 50,097,944.

On July 31, 2020, the Company completed an amalgamation with Tucker Acquisitions Inc. ("Tucker"), pursuant to an agreement signed on March 27, 2020. The Company and Tucker carried out a business combination by way of an amalgamation where the companies, both existing under the laws of Canada, amalgamated and formed one corporation under the provisions of the Canada Business Corporations Act and, upon the amalgamation taking effect, Company's shareholders and the Tucker's shareholders have received shares of the corporation continuing from the amalgamation. Immediately following the transaction, 84% of shares were owned by former shareholders of Prime and 16% were owned by the shareholders of Tucker. Under the terms of the Agreement, the shareholders of Prime Shares (the "Prime Shareholders") will receive one (1) Tucker common share (each whole share, a "Tucker Share") for every one (1) Prime Share (the "Exchange Ratio").

On October 16, 2020 the Company completed a non-brokered private placement offering of units of Prime for gross proceeds of $650,000, and (iii) settled an aggregate of $104,455 in trade payables to two arm's length parties through the issuance of common shares of Prime.

On December 14, 2020, the Company acquired 100% of the shares of 11973002 Canada Inc. pursuant to an arm's length acquisition offer dated October 26, 2020. Pursuant to this acquisition the Company agreed to a fair value consideration of $446,429, comprising of cash of $400,000 and the balance paid by the issuance of 714,286 shares at a fair value of $0.065 per share. The fair value of the shares was determined by the stock market price per share at the date of the transaction.

On February 26, 2021 the Company completed a non-brokered private placement offering of units of Prime for gross proceeds of $1,175,000.

On March 1st, 2021, Mr. Michael Pesner has been appointed as a Director of the Corporation.

On April 1, 2021 the Company has exercised its option to acquire a 100% interest in the Sources Sainte-Cécile and Saint-Élie de Caxton Water Rights, through the acquisition of all the issued and outstanding shares of 3932095 Canada Inc. and Source Sainte- Cécile Inc. in consideration of the issuance of 4,720,000 common shares.

On April 8, 2021 the Company acquired 100% of the shares of a 100% interest in the Source Saint-Siméon water rights located in the Province of Québec, through the acquisition (the “Acquisition”) of all the issued and outstanding shares of Société Alto 2000 Inc. in consideration of the issuance of 3,000,000 common shares (each a “Share”) of the Corporation at a deemed price of $0.105 per share.

On July 5, 2022 and September 19, 2022, the Company completed a non-brokered private placement offering of units of Prime for gross proceeds of $3,335,000.

On September 20, 2022, Mr. Olivier Primeau was elected as President, CEO and Chairman of the Board and Mr. Germain Turpin has stepped down from his role of CEO, CFO and Chairman of the Board.

On November 23, 2022, the Company changed its name from Dominion Water Reserves Corp. to Prime Drink Group Corp.

On June 12, 2023, Mr. Alexandre Côté was nominated as Interim President and CEO and Mr. Germain Turpin as Chairman of the Board and Mr. Olivier Primeau has resigned from his role of President, CEO, Director, and Chairman of the Board.

On August 15, 2023, Mr. Alexandre Côté was elected as President and CEO and Mr. Dominique Primeau as a new Director of the Company and Mr. Raimondo Messina as Chairman of the Board.

On May 14, 2024, the Company entered into a share purchase agreement, which was amended and restated on May 21, 2024. On August 7, 2024, the Company has entered into a second amended and restated share purchase agreement (the “Share Purchase Agreement”) with 9296-0186 Québec Inc. (“9296”), the shareholders of 9296 (together with 9296, the “**Vendors**”), and Angelpart Ventures Inc. whereby the Company acquired, on October 31, 2024 all of the issued and outstanding common shares of Triani Canada Inc. (“Triani”) by way of business combination (the “Transaction”).

Pursuant to the amended and restated Share Purchase Agreement, Prime acquired, on October 31, 2024 the Triani Shares in exchange for (i) 91,200,000 common shares in the capital of Prime (“**Prime Shares**”) having an aggregate value of $11,400,000, with each Prime Share to be issued at a deemed price $0.125 and (ii) 11,200,000 common share purchase warrants of Prime with an exercise price of $0.125 per share and which expire twelve (12) months from the closing date of the Transaction. In addition to the Consideration, subject to Triani reaching certain earnings before interest, taxes, depreciation and amortization targets, Prime shall pay, solely to 9296, an additional consideration in an amount of up to $23,500,000 payable in bonus consideration shares of Prime (the “**Bonus Consideration**”) at a deemed price of $0.125 per share for any Bonus Consideration payable in the financial years ended March 31, 2025 and 2026, and $0.16 per share for any Bonus Consideration payable in the financial year ended March 31, 2027.

Pursuant to the Share Purchase Agreement, the Company and 9296 has entered into a License and Option Agreement as of October 31, 2024 (the “**License and Option Agreement**”), whereby the Company has been granted: (i) an exclusive license in favour of the Company (the “**Licence**”) for the use of any intellectual property, including but not limited to the brands, currently used by the Vendor as part of its business which will not be owned by Triani on the Closing Date (the “**IP**”); (ii) a right of first refusal to acquire the IP in the event of the disposition of such IP by the owner(s) thereof for the duration of the License; (iii) an exclusive option to acquire the IP, to be valued by an independent valuation, at a minimum price of $35,000,000 for a period of 3 years following the Closing Date. Additionally, the Company and 9372-3039 Québec inc. has entered into a property option agreement, whereby the Company has been granted: (i) an exclusive option to acquire the St-Jean sur Richelieu property, for a 3-year period starting on the 3rd anniversary of the Closing Date and ending on the 6th anniversary of the Closing Date, at a price equal to the higher of $5,000,000 and the fair market value of such property at the time of exercise of the option; and (ii) an exclusive option to acquire the Terrebonne property, for a 3-year period starting on the 3rd anniversary of the Closing Date and ending on the 6th anniversary of the Closing Date, at a price equal to the higher of $29,000,000 and the fair market value of such property at the time of exercise of the option (the “**Property Option Agreement**”).

Additionally, the Company will make a cash contribution in the amount of $5,000,000 to the operations of Triani following the Closing Date. Such amount shall be used as working capital by the Company in the ordinary course of business.

In connection with the closing of the transaction, the Company issued 61,377,000 Subscription Receipts at a price of $0.125 per Subscription Receipt for gross proceeds of $7,672,125. Each Subscription Receipt was converted, without payment of any additional consideration and without any further action by the holder thereof, into one common share in the capital of Prime (“**Prime Shares**”), upon satisfaction or waiver of certain escrow release conditions. On May 22, 2024, the Company closed a first tranche of 42,269,000 Subscription Receipts for gross proceeds of $5,283,625. Cash finder’s fees of $248,692 has been paid from the release of the escrow proceeds. On July 31, 2024, the Company closed a second tranche of 9,560,000 Subscription Receipts for gross proceeds of $1,195,000. Cash finder’s fees of $14,040 has been paid from release of the the escrow proceeds. On October 16, 2024, the Company closed a third and final tranche of 9,548,000 Subscription Receipts for gross proceeds of $1,193,500. Cash finder’s fees of $69,000 has been paid from the release of the escrow proceeds.
The Transaction constituted a “fundamental change” for the Company pursuant to the rules and policies of the CSE. In connection with the closing of the Transaction, the Company intends to change its name to “Prime Group Corp.” and will continue the business of Triani.

On October 16, 2024, the Company also closed a non-brokered private placement of 1,000 units for gross proceeds of $1,000,000. Each unit is comprised of 6,250 common shares and 6,250 share purchase warrants, resulting in the aggregate of 6,250,000 common shares at a deemed price of $0.16 and 6,250,000 warrants. Each warrant entitles the holder to purchase a common share at a price of $0.16 per common share for a period of two years.

On October 31, 2024, the Company closed its acquisition of all the issued and outstanding shares of Triani Canada Inc. (as described above) in consideration for:

i) $11,400,000 payable through the issuance of 91,200,000 common shares at a deemed price of $0.125;
ii) 11,200,000 common share purchase warrants, each warrant is exercisable for one common share at a price of $0.125 per share for a period of twelve months.

In connection with the closing of the transaction, the proceeds of $7,672,125 raised from the issuance of a total of 12,275,400 subscription receipts of the Company were released from escrow and the Subscription Receipts were converted into a total of 61,377,000 common shares.

In addition, and in connection with the closing of the transaction, the units from the October 16, 2024 non-brokered private placement were converted into 6,250,000 common shares at a deemed price of $0.16 and 6,250,000 warrants were issued, each warrant is exercisable at $0.16 per common share for a period of two years.

Also, in addition and in connection with the closing of the transaction, 30,000,000 common shares of the Company were issued to holders of a convertible debenture in Triani Canada Inc. at a price of $0.10 per common share.

On October 31, 2024, Michael Pesner and Robert Dunn resigned as directors of the Company while Antoine Alonzo, Jean-Denis Côté and Samuel Cousineau Bourgeois were appointed as directors. Alexandre Côté was nominated as Chief Executive Officer, Tristan Bourgeois-Cousineau as President, Joannie Couture as Vice-President, Antoine Alonzo as Chief Financial Officer and Corporate Secretary and Raimondo Messina as Chief Strategy Officer.

SELECTED FINANCIAL INFORMATION

- **Financial Condition Review**

	As at September 30, 2024 $	As at December 31, 2023 $
Cash	1,467,270	2,678,137
Restricted cash	8,674,627	-
Property and equipment	528,237	528,678
Water rights	5,657,862	5,657,862
Total liabilities	8,918,277	109,516
Total Equity	8,234,529	8,774,835

- **Assets**

The Company ended the period of nine months ended September 30, 2024 with a cash balance of $1,467,270 compared to a cash balance of $2,678,137 as at December 31, 2023, a decrease of $1,210,867 which is the cash used in operations for the period and expenses paid for Triani Canada Inc., recorded as other receivables.

The Company also ended the period of nine months ended September 30, 2024 with restricted cash of $8,674,627 in connection with a subscription receipt financing. The subscription receipts were held in escrow until the completion of a proposed business combination pursuant to the terms and conditions of a share purchase agreement signed by the Company and the same amount was recognized as a liability as at September 30, 2024 (refer to “Overall Performance” section above).

- **Water rights**

As at September 30, 2024, the Company owned the following Water rights:

	Water rights	
	September 30, 2024	**December 31, 2023**
Water source	**$**	**$**
Duhamel	684,250	684,250
Notre-Dame-du-Laus	3,833,150	3,833,150
St-Joseph de Coloraine	392,629	392,629
Sainte-Cécile-de-Witton	262,560	262,560
Saint-Élie-de-Caxton	246,025	246,025
Source Alto 2000 Inc.	239,248	239,248
	5,657,862	**5,657,862**

There was no impairment losses recognized on water rights during the nine-month periods ended September 30, 2024 and 2023.

- **Total liabilities and Equity**

Total Equity as at September 30, 2024 was $8,234,529 compared to $8,774,835, a decrease of $540,306 principally because of the proceeds from the exercise of warrants of $333,500, a share-based compensation of $132,050 offset by the loss of $1,005,856 for the period.

- **Discussion and Results of Operations**

	Nine months ended September 30, 2024 **$**	Nine months ended September 30, 2023 $
Operating loss	(1,186,900)	(603,270)
Interest revenue	181,044	-
Net loss	(1,005,856)	(603,270)
Loss per share		
Basic and diluted loss per share	(0.0070)	(0.0042)
Weighted average number of common shares outstanding	144,508,142	142,691,788

The net loss for the nine-months period ended September 30, 2024 was $1,005,856 or $0.0070 loss per share compared to $603,270 or $0.0042 loss per share for the same period in 2023.

Operating expenses for the nine-months period ended September 30, 2024 are higher compared to the same period in 2023, primarily based on higher professional fees related to a targeted business combination. The Company has no revenues for the three- and nine-month periods ended September 30, 2024 and is reliant upon equity financing to fund all of its requirements.

- **Summary of quarterly results**

	Sept-ember 30, 2024	**June 30, 2024**	**March 31, 2024**	**Dec-ember 31, 2023**	**Sept-ember 30, 2023**	**June 30, 2023**	**March 31, 2023**	**Dec-ember 31, 2022**
	$	**$**	**$**	**$**	**$**	**$**	**$**	**$**
Revenue	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Operating expenses	**390,098**	**428,923**	**367,879**	**424,076**	**294,133**	**217,193**	**91,944**	**335,589**
Net loss and compreh ensive loss	**(302,165)**	**(369,896)**	**(333,795)**	**(401,521)**	**(294,133)**	**(217,193)**	**(91,944)**	**(336,372)**
Basic and diluted loss per share	**(0.0021)**	**(0.0026)**	**(0.0023)**	**(0.0029)**	**(0.0020)**	**(0.0015)**	**(0.0006)**	**(0.0027)**

- **Cash Flow review**

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Operating activities		
Net loss and comprehensive loss for the period	(1,005,856)	(603,270)
Share-based payments	132,050	171,760
Interest earned on subscription receipts in escrow	(92,502)	-
Depreciation of property and equipment	441	477
Depreciation of Right-to-Use asset	-	3,736
	(965,867)	(427,297)
Changes in working capital account		
Sales tax receivables	(6,531)	(26)
Other receivables	(714,225)	-
Prepaid expenses and deposits	(84,380)	(15,193)
Accounts payables and accrued liabilities	226,636	(98,153)
	(1,544,367)	(540,669)

- **Financing Activities**

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Proceeds on exercise of warrants	333,500	418,800
Proceeds on exercise of stock options	-	502,804
Repayment of lease liability	-	(2,780)
Proceeds from subscription receipts	8,582,125	-
Subscription receipts in escrow	(8,582,125)	-
	333,500	918,824

- **Liquidity, Capital Resources and Sources of Financing**

As at September 30, 2024, Prime Drink Group Corp. has not yet achieved profitable operations, has significant losses from operations over the years and an accumulated deficit of $11,023,531 since inception and expects to incur further losses in the development of its business. Additionally, the Company incurred a net loss and comprehensive loss of $1,005,856 during the period.

However, given the current cash position and foreseen cash inflows and outflows in the next twelve months, management believes that sufficient cash will be available to fund the Company's operating expenses and pursue development of its business at least for the next 12 months. While management has been successful in securing financing in the past, there can be no assurance that they will continue to do so in the future or the sources of funds or initiatives will be available to the Corporation.

- **Off Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements as at September 30, 2024 or as at the date of this MD&A.

- **Subsequent events**

The subsequent events are disclosed in Note 15 of Company's consolidated condensed interim financial statements for the nine months period ended September 30, 2024.

- **Commitments**

On November 20, 2020, the company entered into a 25 year water sales contract with Acquanor Inc. with an obligation to supply water at a price of $0.005 per litre of water for the first five years, $0.010 from year 6 to 10, $0.015 from year 11 to 15 and $0.02 from year 16 to 25, not exceeding 71 million litres for each year with no significant consequences in the event of breach.

- **Critical Accounting estimates**

The critical accounting estimates are disclosed in Note 4 of Company's annual consolidated financial statements for the year ended December 31, 2023.

- **Changes in accounting policies including Initial adoption.**

The changes in accounting policies are disclosed in Note 3 of Company's annual audited financial statements for the year ended December 31, 2023.

The following table sets out the number of common shares as of the date hereof:

	As at November 27, 2024
Common shares outstanding	337,773,212
Stock option exercisable	4,900,000
Warrants outstanding	17,450,000

i. On February 24, 2023, 386,000 common shares were issued by the Company upon options exercised at an exercise price of $0.11, for a gross amount of $42,460.

ii. On February 26, 2023, 2,792,000 common shares were issued by the Company upon warrants exercised at an exercise price of $0.15, for a gross amount of $418,800.

iii. On March 3, 2023, 2,649,066 common shares were issued by the Company upon options exercised at an exercise price of $0.145, for a gross amount of $384,114.

iv. On April 6, 2023, 500,000 common shares were issued by the Company upon options exercised at an exercise price of $0.11, for a gross amount of $55,000.

v. On April 11, 2023, 193,000 common shares were issued by the Company upon options exercised at an exercise price of $0.11, for a gross amount of $21,230.

vi. On July 2, 2024, 418,750 common shares were issued upon the exercise of 418,750 warrants at an exercise price of $0.08 per share, for gross proceeds of $33,500.

vii. On September 17, 2024, 3,750,000 common shares were issued upon the exercise of 3,750,000 warrants at an exercise price of $0.08 per share, for gross proceeds of $300,000.

viii. On October 31, 2024, 91,200,000 common shares and 11,200,000 warrants were issued in consideration for the acquisition of all the issued and outstanding shares of Triani.

ix. On October 31, 2024, 61,377,000 common shares were issued from the conversion of the 12,275,400 subscription receipts in connection with the closing of the transaction, for gross proceeds of $7,672,125.

x. On October 31, 2024, 6,250,000 common shares and 6,250,000 warrants were issued from the conversion of the units at a deemed price of $0.16, for gross proceeds of $1,000,000.

xi. On October 31, 2024, 30,000,000 common shares were issued in connection of the conversion of a bridge convertible debenture for gross proceeds of $3,000,000 received in Triani.

xii. During November 2024, 500,000 common shares were issued upon the exercise of 500,000 options at an exercise price of $0.19 per share, for gross proceeds of $95,000 and 100,000 common shares were issued upon the exercise of 100,000 options at an exercise price of $0.165 per share, for gross proceeds of $16,500.

- **Related Party Transactions**

	Three months ended September 30, 2024	Three months ended September 30, 2023	**Nine months ended September 30, 2024**	Nine months ended September 30, 2023
	$	$	**$**	$
Consulting fees paid to a Director (former CEO – Germain Turpin)	**9,000**	6,000	**27,000**	56,000
Consulting fees paid to the current CEO (Alexandre Côté)	**30,000**	3,333	**63,333**	40,833
Consulting fees paid to the CFO (Jean Gosselin)	**27,000**	21,000	**73,000**	63,000
Professional fees paid to a Director (Raimondo Messina)	**30,000**	16,000	**62,000**	16,000
Directors' and audit committee members' fees	**70,000**	60,000	**70,000**	60,000
Share-based compensation to Directors and Officers	**-**	88,203	**132,050**	171,760

Alexandre Côté, Raimondo Messina, Michael Pesner, Robert Dunn, Germain Turpin and Dominique Primeau received each $10,000 as directors' fees. Michael Pesner received an additional $10,000 as audit committee chairman.

- **Risks and Uncertainties**

An investment in the common shares of the Company involves a high degree of risk and must be considered highly speculative due to the financial and operational risks inherent to the nature of the Company's business and the present stage of development of its properties. These risks may affect the Company's eventual profitability and level of operating cash flow. Prospective buyers of the common shares of the Company should consider the following risk factors:

REGULATORY COMPLIANCE RISKS

Achievement of the Company's business objectives is contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and obtaining all regulatory approvals, where necessary. The Company may not be able to obtain or maintain the necessary licenses, permits, quotas, authorizations or accreditations to operate its business, or may only be able to do so at great cost. The Company cannot predict the time required to secure all appropriate regulatory approvals for its business, or the extent of testing and documentation that may be required by local governmental authorities.

Triani's operations are subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage of beverage products but also including laws and regulations relating to health and safety, conduct of operations in Québec. Any changes to such laws, regulations and guidelines are matters beyond the control of Triani that may cause adverse effects to the operations and financial conditions of Triani's prospective returns.

At the federal level, Health Canada is responsible for establishing federal food safety policies and standards for food industry businesses, while the Canadian Food Inspection Agency is responsible for their enforcement, under the *Food and Drugs Act* (the "**FADA**"), the *Safe Food for Canadians Act* (the "**SFCA**") and the *Safe Food For Canadians Regulations* (the "**SFR**"). The FADA sets the standards for the safety and nutritional quality of all foods sold in Canada, whereas the SFCA and SFR establish policies such as licensing, labelling, and traceability requirements for businesses in the food industry. At this time, Triani is exempt from federal licensing and traceability requirements under the SFR because it does not directly produce, manufacture or distribute any food products.

The Company may also be subject to certain provincial, state and/or municipal regulations (as applicable), which may require (in addition to federal requirements), among other things, additional health, manufacturing and labeling requirements to be met for relating to the manufacture, management, transportation, and storage of beverage products. Local (rather than federal) health authorities are often responsible for approving, permitting, inspecting and responding to complaints about food and beverage manufacturing premises. For example, certain local laws and regulations may require facility registration with the relevant local food safety agency, and those facilities are subject to local inspection as well as federal inspection.

The Company may 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. The Company may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's 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 the Company.

LACK OF RAW MATERIALS
Lack of raw materials from suppliers can potentially represent a risk to the Company's business. Although the Company will have several suppliers, raw materials remain essential to the operation of the Company's activities.

INCREASE IN THE EXCHANGE RATE BETWEEN CANADIAN AND U.S. CURRENCIES
Given that a large proportion of raw materials are purchased in the United States and payable in U.S. dollars, fluctuations in the exchange rate is a risk to be considered in relation to the cost of raw materials. In the event of a more significant gap between the Canadian and U.S. dollar than currently prevails, raw material costs could increase.

HEALTH, SAFETY AND ENVIRONMENT
The Company's reputation could be jeopardized by a failure to maintain high quality standards for its products and services or high ethical, social and environmental standards for its activities, including human rights related challenges in its supply chains. A failure to meet these standards or contamination could occur in the Company's operations and its suppliers. This could result in expensive production interruptions, recalls and liability claims. The Company may be liable to its customers if the consumption of any of its products or services causes injury, illness or death. Moreover, negative publicity could be generated from false, unfounded or nominal liability claims or limited recalls. Any of these failures or occurrences could have a material adverse effect on the Company's results of operations or cash flows.

CHANGE IN SOCIETAL EXPECTATIONS
There is a continued high level of media and government scrutiny on health and environmental concerns of consumers. Expectations from consumers and governmental and non-governmental bodies on consumer-facing industries taking responsibility in tackling environmental issues (such as recycled products) may grow, leading *inter alia* to changes in regulations impacting the Company's product portfolio and manufacturing processes.

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, the inability to hire or the increased costs of hiring new personnel, including members of executive management, could have a material adverse effect on the Company's business and operating results. The expansion of marketing and sales of its products will require the Company 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 the Company 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 a significant amount of 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 issued in connection 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 new areas.

SUPPLY CHAIN

Any interruption or delay in product supply, any increases in product costs, or the inability to obtain such products from alternate sources at acceptable prices and within a reasonable amount of time, would harm the Company's ability to provide such products to its customers on a timely basis. This could harm the Company's relationship with its customers, prevent it from acquiring new customers, and materially and adversely affect its business. Further, the Company's suppliers, service providers and distributors may elect, at any time, to breach or otherwise cease to participate in supply, service or distribution agreements, or other relationships, on which the Company's operations rely. Loss of its suppliers, service providers or distributors would have a material adverse effect on the Company's s business and operational results. Such disruption of operations could adversely affect inventory supplies and the Company's ability to meet product delivery deadlines.

CYBERSECURITY

The Company's operating results may be adversely affected by a breakdown of its information technology systems or a failure to develop those systems. The Company depends on key information systems to conduct its business, to provide information to management and to prepare financial reports.

LEGAL AND REGULATORY PROCEEDINGS

From time to time, the Company 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. The Company 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 the Company’s financial results. The Company’s connection with the food delivery industry may lead to litigation, formal or informal complaints, enforcement actions, and inquiries by third parties, other companies and/or various governmental authorities against the Company. Litigation, complaints, and enforcement actions involving the Company could consume considerable amounts of financial and other corporate resources, which could have an adverse effect on the Company’s future cash flows, earnings, results of operations and financial condition.

ADDITIONAL RISKS RELATING TO DOING BUSINESS INTERNATIONALLY

The Company may be subject to risks generally associated with doing business in international markets when it expands into the international markets. Several factors, including legal and regulatory compliance and weakened economic conditions in any of the international jurisdictions in which the Company may do business could adversely affect such expansion and growth. Additionally, if the Company enters into new international jurisdictions, such entries would require management attention and financial resources that would otherwise be spent on other parts of the business. International business operations expose the Company to risks and expenses inherent in operating or selling products in foreign jurisdictions. In addition to the risks mentioned elsewhere, these risks and expenses could have a material adverse effect on the Company's business, results of operations or financial condition and include without limitation:

- adverse currency rate fluctuations;
- risks associated with complying with laws and regulations in the countries in which the Company operates, and requirements to apply for and obtain licenses, permits or other approvals and the delays associated with obtaining such licenses, permits or other approvals;
- multiple, changing and often inconsistent enforcement of laws, rules and regulations;
- the imposition of additional foreign governmental controls or regulations, new or enhanced trade restrictions or non-tariff barriers to trade, or restrictions on the activities of foreign agents, and distributors;
- increases in taxes, tariffs, customs and duties, or costs associated with compliance with import and export licensing and other compliance requirements;
- the imposition of restrictions on trade, currency conversion or the transfer of funds;
- the imposition of Canadian and/or other international sanctions against a country, company, person or entity with whom the Company may do business that would restrict or prohibit the Company's business with the sanctioned country, company, person or entity;
- laws and business practices favoring local companies;
- political, social or economic unrest or instability;
- expropriation and nationalization and/ or renegotiation or nullification of necessary licenses, approvals, permits and contracts;
- greater risk on credit terms, longer payment cycles and difficulties in enforcing agreements and collecting receivables through certain foreign legal systems;
- difficulties in enforcing or defending intellectual property rights; and
- the effect of disruptions caused by severe weather, natural disasters, outbreak of disease or other events that make travel to a particular region less attractive or more difficult.

Governments in certain foreign jurisdictions intervene in their economies, sometimes frequently, and occasionally make significant changes in policies and regulations. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on doing business, price controls, import controls, currency remittance, income and other taxes, royalties, the repatriation of profits, foreign investment, licenses and approvals and permits.

The Company's international efforts may not produce desired levels of sales. Furthermore, the Company's experience with selling products in Canada may not be relevant or may not necessarily translate into favorable results if it sells in other international markets. If and when the Company enters into new markets in the future, it may experience different competitive conditions, less familiarity by customers with the Company's brand and/or different customer requirements. As a result, the Company may be less successful than expected in expanding sales to new international markets. Sales into new international markets may take longer to ramp up and reach expected sales and profit levels, or may never do so, thereby affecting the Company's overall growth and profitability. To build brand awareness in these new markets, the Company may need to make greater investments in legal compliance, advertising and promotional activity than originally planned, which could negatively impact the expected profitability of sales in those markets.

ACCESS TO CAPITAL

The Company makes, and will continue to make, substantial investments and other expenditures related to acquisitions, research and development and marketing initiatives. Since its incorporation, the Company has financed these expenditures through offerings of its equity securities. The Company 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. The Company may incur major unanticipated liabilities or expenses. The Company can provide no assurance that it will be able to obtain financing on reasonable terms or at all to meet the growth needs of its operations.

MARKET FOR SECURITIES AND VOLATILITY OF SHARE PRICE

There can be no assurance that an active trading market in the Company's securities will be established or sustained. The market price for the Company's securities could be subject to wide fluctuations. Factors such as announcements of quarterly variations in operating results and acquisition or disposition of properties, as well as market conditions in the industry, may have a significant adverse impact on the market price of the securities of the Company. The stock market has from time-to-time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

ADDITIONAL FINANCING

The Company will require equity and/or debt financing to support on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable. The Company's inability to raise financing to fund on-going operations, capital expenditures or acquisitions could limit its growth and may have a material adverse effect upon the Company's business, results of operations, financial condition or prospects.

If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Company Shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions.

FUTURE ACQUISITIONS OR DISPOSITIONS

Material acquisitions, dispositions and other strategic transactions involve a number of risks, including: (i) potential disruption of the Company's ongoing business; (ii) distraction of management; (iii) increased financial leveraged; (iv) the failure of anticipated benefits and cost savings to not materialize or take longer than expected to materialize; and (v) an increased scope and complexity of the Company's operations. Additionally, the Company may issue additional equity interests in connection with such transactions, which would dilute a shareholder's holdings in the Company. The presence of one or more material liabilities of an acquired company that are unknown to the Company at the time of acquisition could have a material adverse effect on the business, results of operations, prospects and financial condition of the Company. A strategic transaction may result in a significant change in the nature of the Company's business, operations and strategy. In addition, the Company may encounter unforeseen obstacles or costs in implementing a strategic transaction or integrating any acquired business into the Company's operations.

GLOBAL ECONOMIC RISK

Economic slowdowns and downturns of global capital markets may make the raising of capital by equity or debt financing more difficult. Access to financing may be negatively impacted by ongoing global economic risks. As such, the Company is subject to liquidity risks in meeting its development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favorable to the Issuer. If uncertain market conditions persist, the Issuer's ability to raise capital could be jeopardized, which could have an adverse impact on the Issuer's operations and the trading price of Company Shares on the stock exchange.