

**EAT BEYOND GLOBAL HOLDINGS INC.**

**MANAGEMENT DISCUSSION AND ANALYSIS  
FOR THE SEVEN MONTHS ENDED JULY 31, 2022**

# Eat & Beyond Global Holdings Inc.

## Management Discussion & Analysis

For the seven months ended July 31, 2022

---

### 1.1 Date

This Management's Discussion & Analysis ("MD&A") of the financial condition and results of operations of Eat & Beyond Global Holdings Inc. (formerly Eat Beyond Global Holdings Inc.) (the "Company") should be read in conjunction with the Company's audited financial statements for the seven months ended July 31, 2022 and the accompanying notes and the audited financial statements for the year ended December 31, 2021 and the accompanying notes therein. This MD&A is dated November 25, 2022, which is the date that the Board of Directors of the Company (the "Board") approved the disclosure contained in this MD&A. On March 29, 2022, the Company changed the name to 'Eat & Beyond Global Holdings Inc.' and changed its year end from December 31, 2021 to July 31, 2022.

The results for the periods presented are not necessarily indicative of the results that may be expected for any future period. Except as otherwise indicated, all financial data in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

This MD&A contains forward-looking information which reflects management's expectations regarding the Company's growth, results of operation, performance and business prospects and opportunities. The use of words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe", "outlook", "forecast" and similar expressions are intended to identify forward-looking statements.

Forward-looking statements in this MD&A include, but not limited to, the Company's expectation of future activities and results, of its working capital needs and its ability to identify, evaluate and pursue suitable business opportunity. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results of events to differ materially from those anticipated in these forward-looking statements. Readers should not put undue reliance on forward-looking information. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

All amounts in this MD&A are presented in Canadian dollars ("CAD").

Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations.

### 1.2 Overall Performance

The Company was incorporated on September 9, 2019 under the laws of the Province of British Columbia, Canada by a Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (British Columbia) and changed its name from 1222554 B.C. Ltd. to Eat Beyond Global Holdings Inc. on September 17, 2019. On March 29, 2022, the Company changed its name to Eat & Beyond Global Holdings Inc. The Company's head office and principal address is Suite 1570 – 505 Burrard Street, Vancouver BC, V6E 3P3. The registered and records office is 1500-1055 West Georgia Street, Vancouver, BC, V6E 4N7. The Company's common shares commenced trading on the Canadian Securities Exchange ("CSE") on November 17, 2020 under the symbol "EATS".

The Company is an investment company primarily focusing on investments in the plant-based protein and meat alternative food industry. The Company's investments may include the acquisition of equity, debt or other securities of publicly traded or private companies or other entities, or financing in exchange for pre-determined royalties or distributions and the acquisition of all or part of one or more businesses, portfolios or other assets, in each case that the Company believes will enhance value for the shareholders of the Company in the long term.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, the outbreaks of the coronavirus (COVID-19) pandemic, relations between NATO and Russian Federation regarding the situation in Ukraine, and potential economic global challenges such as the risk of the higher

# Eat & Beyond Global Holdings Inc.

## Management Discussion & Analysis

For the seven months ended July 31, 2022

inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its investments, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

### Investments

The Company had the following investments as at July 31, 2022 and December 31, 2021

	Note	Number of shares/Units Held	Investment Cost	Fair Value at December 31, 2021	Additions (disposition)	Fair value adjustment	Foreign exchange	Fair Value at July 31, 2022
		#	\$	\$	\$	\$	\$	\$
<b>Public Companies</b>								
1181718 BC Ltd. (dba Fresh Factory)	(i)	50,000	63,500	56,500	-	(15,500)	-	41,000
Good Natured Products Inc.	(i)	0	0	3,786	(726)	(3,060)	-	-
Nabati Foods Inc.	(i, ii)	748,003	261,801	336,601	-	(306,681)	-	29,920
Plantfuel Life Inc. (formerly Sire Biosciences Inc.)	(i)	55,555	50,000	66,111	-	(56,666)	-	9,444
The Very Good Food Company Inc.	(i)	25,000	6,250	23,250	-	(16,125)	-	7,125
Zoglo's Incredible Food Corp.	(i)	500,000	50,000	102,500	-	(72,500)	-	30,000
<b>Private Companies</b>								
Above Food	(i)	25,000	50,000	50,000	-	-	-	50,000
Beyond Moo	(iii)	3,792,475	768,447	1,011,326	-	-	-	1,011,326
Circular Solutions Inc.	(i)	200,000	30,000	30,000	-	-	-	30,000
Daydream Drinks (11270702 Canada Inc.)	(i)	50,000	75,000	75,000	-	-	-	75,000
Eat Just Inc.	(i)	7,998	199,927	105,713	-	-	1,217	106,931
Mylk Brands	(iv)	34,791,759	9,288,430	-	9,288,430	(4,720,430)	-	4,568,000
Plant Power Restaurant Group LLC	(i, ii)	112,107	317,257	316,950	-	(218,008)	3,650	102,592
TurtleTree Labs Pte. Ltd.	(i)	21,923	200,205	736,613	-	-	-	736,613
<b>Investment in warrants</b>	(i)	NA	-	168,717	-	(155,012)	-	13,705
<b>Total</b>			<b>11,360,817</b>	<b>3,083,067</b>	<b>9,287,704</b>	<b>(5,563,982)</b>	<b>4,867</b>	<b>6,811,656</b>

	Note	Number of shares/Units Held	Investment Cost	Fair value at December 31, 2020	Additions (disposition)	Fair value adjustment	Foreign exchange	Fair Value at December 31, 2021
		#	\$	\$	\$	\$	\$	\$
<b>Public Companies</b>								
1181718 BC Ltd. (dba Fresh Factory)	(i)	50,000	63,500	-	63,500	-	(7,000)	56,500
Greenspace Brands Inc.		-	-	290,538	(251,800)	(38,738)	-	-
Good Natured Products Inc.	(i)	5,186	726	642,857	(99,274)	(539,797)	-	3,786
Nabati Foods Inc.	(i, ii)	748,003	261,801	-	261,801	74,800	-	336,601
Plantfuel Life Inc. (formerly Sire Biosciences Inc.)	(i)	55,555	50,000	-	50,000	16,111	-	66,111
The Very Good Food Company Inc.	(i)	25,000	6,250	155,250	-	(132,000)	-	23,250
Zoglo's Incredible Food Corp.	(i)	500,000	50,000	-	50,000	52,500	-	102,500
<b>Private Companies</b>								
Above Food	(i)	25,000	50,000	-	50,000	-	-	50,000
Beyond Moo	(iii)	3,792,475	768,447	-	768,447	242,879	-	1,011,326
Circular Solutions Inc.	(i)	200,000	30,000	-	30,000	-	-	30,000
Daydream Drinks (11270702 Canada Inc.)	(i)	50,000	75,000	-	75,000	-	-	75,000
Eat Just Inc.	(i)	7,998	199,927	113,870	-	-	(8,157)	105,713
Plant Power Restaurant Group LLC	(i, ii)	112,107	317,257	-	317,257	-	(307)	316,950
TurtleTree Labs Pte. Ltd.	(i)	21,923	200,205	200,205	-	536,408	-	736,613
<b>Investment in warrants</b>	(i)	NA	-	251,615	-	(82,898)	-	168,717
<b>Total</b>			<b>2,073,113</b>	<b>1,654,335</b>	<b>1,314,931</b>	<b>129,265</b>	<b>(15,464)</b>	<b>3,083,067</b>

# **Eat & Beyond Global Holdings Inc.**

## Management Discussion & Analysis

For the seven months ended July 31, 2022

---

### Note

- (i) The Company owns less than 10% interest in the investee as at July 31, 2022 and December 31, 2021.
- (ii) A director and/or officer of the Company is a director and/or officer of the investee as at July 31, 2022 and December 31, 2021.
- (iii) The Company owns 32% of the outstanding common shares and the CEO is a director of the investee as at July 31, 2022 and December 31, 2021. There are no contractual arrangements. Refer to Note 2 in the audited financial statements for details relating to the exemption to consolidating particular subsidiaries and the exemption from accounting for associates using the equity method for investment entities.
- (iv) The Company owns 100% interest in the investee as at July 31, 2022.

During the seven months ended July 31, 2022, the Company sold some of its marketable securities for total proceeds of \$227,887 (December 31, 2021 - \$977,923) and realized a gain of \$152,161 (December 31, 2021 - \$626,849).

### **Above Foods**

Vertically integrated from seed to fork, Above Food is a first of its kind, plant-based food company bringing an innovative supply chain, differentiated ingredients, and consumer products to market. It develops and distributes premium, whole plant alternatives to meat and dairy by creating delicious, nutrient-dense consumer products and branded ingredients. It uses a proprietary blend of plant proteins created from heirloom pulses and gluten free grains. Above Food brings its products to market by leveraging strategic relationships with leading co-packers, distributors, and direct-to-consumer e-commerce platforms.

It has achieved vertical integration through acquisition and investment in assets in disruptive agriculture, specialty ingredients and its portfolio of consumer brands. Their portfolio of consumer brands includes Culcherd, Eat Up!, Farmer Direct Organic, Loma Linda, Modern Menu, Neat, New Ocean, NorQuin and TUNO.

In February 2022, Above Food acquired Sonic Milling, which develops disruptive processing techniques to make plant-based ingredients and products more cost-effective while using fewer resources. This was followed with the May 2022 announcement of the acquisition of the Northern Quinoa Production Corp. (NorQuin). NorQuin is the leading quinoa producer in the world, with a state-of-the-art production facility, supplying specialty ingredients and finished products to the world's largest food companies.

### **Beyond Moo**

Launched in 2021, Beyond Moo is a branded oat-based yogurt, kefir, and butter manufacturer headquartered in Mississauga, Ontario. The Company completed two transactions investing in alternative oat-based dairy alternative start-up, Beyond Moo Ltd. For an aggregate cost of \$768,446.50, the Company acquired a 32.1% share of the outstanding common shares of Beyond Moo. The proceeds of the investment will be used to expand distribution on the brand's current line-up of products as well as launch a single-serve drinkable kids' oat-based yogurt.

In the first half of calendar 2022, the company launched 2 varieties of drinkable kids plant-based yogurt. September YTD 2022 revenues grew +193% vs. YTD 2021 and retail distribution was expanded by 40%.

Eat & Beyond is currently represented at Beyond Moo by Michael Aucoin as a member of the Board of Directors and Michael Owen and Diane Jang who both sit on the advisory committee. Mr. Owen has over 30 years of experience and is a senior marketing and sales executive. Ms. Jang is an experienced business executive, specializing in strategic planning for sustainable success, growth and profitability for companies.

### **Circular Solutions Inc.**

Circular Solutions Inc. ("Reusables") was started in 2020, at the height of the COVID pandemic. Reusables was founded to help eliminate single-use plastics from our daily routines. Despite the convenience of single-used plastics, they present a threat to our planet.

## **Eat & Beyond Global Holdings Inc.**

Management Discussion & Analysis

For the seven months ended July 31, 2022

---

In the first half of calendar 2022, Reusables closed the pre-seed round of investment and expanded its business development and partnerships on numerous fronts, most notably:

- Launched with IGA grocery chain in B.C. (starting at Yaletown location)
- Launched with Earls Restaurant Group, starting with Vancouver Test Kitchen
- Launched with 5 new JJ Bean locations
- Completed successful pilot of software at SFU Campus
- Partnering with Bunzl Canada for logistics & distribution
- Partnering with Metro Vancouver & Ocean Ambassadors Canada for roll-out in additional municipalities
- Joined PAC Global and National Zero Waste Council
- Partnering with DoorDash to increase adoption of reusables (starting with Vancouver) and pilot new features (e.g. at-home pickup)

The Company is represented by Alan Linder who sits on Reusables Advisory Board. Mr. Linder has been in the Natural/Organic business for over 30 years. This includes a 25-year career in Senior Management with United Natural Foods Inc. an international food distribution company. His responsibility was to work closely with both the Conventional Supermarkets and the Natural Retail Group in selecting products that worked best with their different classes of trade.

### **Daydream Drinks (11270702 Canada Inc.)**

Founded in 2019, Daydream is Canada's first adaptogen-infused sparkling water with no sugar or caffeine. Their unique blend of ingredients work with the body's immune system making it a go-to beverage to increase focus, reduce stress and fatigue. Daydream is calm in a can.

Through 2021, Daydream has continued to expand the distribution of its products and has announced upcoming distribution deals with Live Nation and the LCBO in Canada and Urban Outfitters in the United States.

In the first half of calendar 2022, Daydream secured distribution with Wal-Mart Canada in 135 locations, launched a Passionfruit Paloma mocktail concept and continued to build plans for launch in the United States.

The Company is represented by Alan Linder who sits on Daydream Advisory Board. Mr. Linder has been in the Natural/Organic business for over 30 years. This includes a 25-year career in Senior Management with United Natural Foods Inc. an international food distribution company. His responsibility was to work closely with both the Conventional Supermarkets and the Natural Retail Group in selecting products that worked best with their different classes of trade.

### **Eat Just Inc.**

Eat Just, Inc. is a private company headquartered in San Francisco, California. It develops and markets plant-based alternatives to conventionally produced egg products as well as cultivated meat products.

It raised about \$120 million in early venture capital and became a unicorn in 2016 by surpassing a \$1 billion valuation. In December 2020, its lab-grown chicken became the first lab-grown meat to receive regulatory approval in Singapore. Shortly thereafter, Eat Just's cultured meat was sold to diners at the Singapore restaurant 1880, making it the "world's first commercial sale of cell-cultured meat".

In Q3 2021, the company announced plans to build a cultivated meat facility in Qatar, the first such facility in the Middle East North Africa region.

# **Eat & Beyond Global Holdings Inc.**

Management Discussion & Analysis

For the seven months ended July 31, 2022

---

## **Mylk Brand Inc. (dba Fresh Start Beverage)**

Fresh Start Beverage owns and operates the Banana Wave brand, a plant-based dairy beverage alternatives based on oats and real bananas. They are available in five different flavours: original, unsweetened original, mango, chocolate, and strawberry. All varieties are dairy-free, gluten-free, soy-free, and non-GMO.

Announced in Q1 2022, Eat and Beyond announced the acquisition of Mylk Brands Inc. ("Mylk") by way of a plan of arrangement. The transaction closed on April 1<sup>st</sup>, 2022.

As at December 31, 2021, the Company loaned \$44,373 (US\$35,000) through a promissory note to Mylk. No interest will accrue on the principal amount unless Mylk is in default under the terms of this Note. If Mylk is in default, then in addition to the other remedies available to Mylk, interest at the rate of 10% shall apply to all outstanding balances (including accrued interest) until the amounts owing under this Note are brought into good standing. Mylk will not be required to make monthly payments and is due on demand. During the seven months ended July 31, 2022, the Company advanced another \$256,991 (US\$200,000) with similar terms and a note receivable balance of \$301,364 as at July 31, 2022.

The company has subsequently announced plans to expand distribution and introduce single serve options to rapidly accelerate its revenue growth and establish the brand as a mainstay in the dairy alternative space.

In the first half of 2022 and into the Q3, the company secured additional distribution at Hannaford Brothers, Wakefern as well as Bristol Farms.

## **Plant Power Restaurant Group LLC**

California-based Plant Power Fast Food (Plant Power) is known as an innovator in the quick service restaurant (QSR) field with its 100- per-cent-plant-based offerings and biodegradable packaging. Plant Power features a menu that ranges from burgers, fries, shakes and "chicken" tenders to wraps, salads, juices, raw items and a kids menu. Plant Power has often been referred to as a vegan version of McDonalds and other similar fast-food concepts.

The Company's investment was a portion of a \$7.5 million Series "A" capital round to fund increased store location expansion. In 2021, Plant Power expanded from 7 to 10 outlets, including new locations in Las Vegas, Sacramento, and the University of California, San Diego as well as announcing the upcoming opening of an 11<sup>th</sup> outlet, located in Hollywood district of Los Angeles, California (The Hollywood location officially opened in Q1 2022). Plant Power has announced its intention to continue its expansion with possible upcoming locations in the Pacific Northwest, Arizona, Texas, Utah, Colorado and New Mexico with the ultimate goal to be a national chain with locations coast to coast.

In early Q3 of calendar 2022, Plant Power completed a convertible debenture financing with an original principal amount of \$500,000 and an aggregate principal amount of up to \$2.5M.

The Company is represented by Don Robinson who sits on Plant Power Advisory Board.

## **TurtleTree Labs Pte. Ltd.**

TurtleTree is a leader in the development of cell-based dairy and expects to soon launch its first products in the U.S. using its cell-based dairy ingredients through multiple B2B partnerships and fully commercialize its cultured milk within the next four to five years.

TurtleTree recently completed a \$30 million series "A" financing and are using the proceeds to build a R&D and large-scale manufacturing facility in West Sacramento, California as well as fuel its continued development of IP

# Eat & Beyond Global Holdings Inc.

## Management Discussion & Analysis

For the seven months ended July 31, 2022

---

technologies, research on new applications, and team expansion to include world-class scientists, product management and business development associates.

Through the first half of 2022, TurtleTree remained pre-revenue and continued with its development plan with significant investments in R&D (focussed on lactoferrin, human milk oligosaccharides and cultivated milk), advancing its development of a manufacturing facility and launching the Gut Logic™ brand for its products.

The Company is represented by Michael Aucoin who sits on TurtleTree Advisory Board.

### 1.3 Selected Annual Information

	For the seven month period ended July 31, 2022	For the year ended December 31, 2021	For the year ended December 31, 2020
		(restated)	
Loss for the period	\$ (7,439,292)	\$ (2,730,050)	\$ (1,959,590)
Loss per share	\$ (0.16)	\$ (0.09)	\$ (0.14)
Current assets	\$ 7,436,353	\$ 4,120,378	\$ 3,221,273
Total assets	\$ 7,436,353	\$ 4,120,378	\$ 3,221,273
Total non-current liabilities	\$ Nil	\$ Nil	\$ Nil

The Company changed its year-end to July 31, 2022 and has total assets of \$7,436,353 mainly consisting of \$6,811,656 in investments and note receivable of \$301,364. The majority of the net loss of \$7,439,292 consisted of a loss on fair value of investments totalling \$5,563,982.

The Company has restated its financial statements as at December 31, 2021 to record the write-off of the Singcell loan receivable of \$152,998. The Company was made aware, subsequent to the issuance of the December 31, 2021 financial statements on May 2, 2022, that Singcell was unable to secure its license. The restatement resulted in an increase in net loss per share from \$0.08 to \$0.09.

As at July 31, 2022, current assets consist of cash in the amount of \$120,725 (2021 – \$933,614), for working capital purposes, accounts receivable of \$75,572 (2021 - \$Nil), prepaid expenses of \$127,036 (2021 – \$59,324), marketable securities of \$6,811,656 (2021 – \$3,083,067) and note receivable of \$301,364 (2021 – \$44,373).

### 1.4 Results of Operations

During the seven months ended July 31, 2022, the Company reported a net loss of \$7,439,292 as compared to a net loss of \$2,730,050 for the year ended December 31, 2021. Total expenses for the seven months ended July 31, 2022 was \$2,169,752 as compared to \$3,498,761 for the year ended December 31, 2021.

The major expenses incurred in the seven months ended July 31, 2022, is the recognition of \$1,162,019 in share-based payments as compared to \$508,127 for the year ended December 31, 2021. During the current period, the Company issued 400,000 RSU and granted 2,550,000 stock options to directors, officers and consultants of the Company with various vesting terms. The Company fair value the stock option using the Black-scholes option pricing model.

Professional fees were \$278,363 in the current period as compared to \$288,471 for the year ended December 31, 2021. Professional fees included legal cost associated with the acquisition of Mylk which was completed in April 2022. Wages and benefits have increased to \$226,536 as compared to \$155,966 for the year ended December 31, 2021. Included in wages and benefit was \$163,333 in wages paid to the CEO.

# Eat & Beyond Global Holdings Inc.

## Management Discussion & Analysis

For the seven months ended July 31, 2022

---

Due to cash constraints consulting fees and investor relations have decreased in the seven months ended July 31, 2022, as compared to the year ended December 31, 2021. In the December 31, 2021 year end, the Company had engaged numerous consultants to provide public relations, branding and website development for its marketing campaign and hired consultants to provide capital markets advisory.

The Company recognized total investment loss of \$5,411,702 for the current period as compared to an investment income of \$768,711 for the comparable year ended December 31, 2021. In the current period the Company recognized a loss of \$5,563,982 in fair value on its investment as compared to a gain of \$129,265 for the comparable year ended December 31, 2021. The majority of the decrease in the fair value of its investment is the decline in fair value of its investment in Mylk Brands. The Company also realized a gain on disposition of investments of \$152,161 for the current period as compared to a gain of \$626,849 for the comparable year ended December 31, 2021.

### 1.5 Summary of Quarterly Results

A summary of results for the eight quarter since incorporation follows:

	July 31, 2022 4 months	Mar 31, 2022 3 months	Dec 31, 2021 3 months	Sep 30, 2021 3 months
			(restated)	
Investment income (loss)	\$ (5,130,445)	\$ (281,257)	\$ 463,548	\$ (85,004)
Net (loss) income	\$ (5,775,632)	\$ (1,663,660)	\$ (74,783)	\$ (559,194)
Income (loss) per share	\$ (0.10)	\$ (0.05)	\$ 0.00	\$ (0.02)

	June 30, 2021 3 months	Mar 31, 2021 3 months	Dec 31, 2020 3 months	Sep 30, 2020 3 months
Investment income (loss)	\$ 97,203	\$ 293,905	\$ 1,304,448	\$ (89,045)
Net (loss) income	\$ (1,130,585)	\$ (965,488)	\$ (1,770,790)	\$ (214,277)
Income (loss) per share	\$ (0.03)	\$ (0.04)	\$ (0.11)	\$ (0.01)

During the quarter ended September 30, 2020, the Company recorded a net loss of \$214,277 as compared to the net income of \$328,967 for the previous quarter. The increase in the net loss is due to an increase in expenses and a loss of fair value on its investment of \$89,045. During the quarter ended December 31, 2020, the Company recorded a net loss of \$1,770,790 as compared to the net loss of \$214,277 and increase of \$1,556,513. The main increase in the net loss is due to the recording of the share-based payment of \$1,765,760. During the quarter ended March 31, 2021, the Company recorded a net loss of \$965,488 as compared to a net loss of \$1,770,790 for the previous quarter a decrease of approximately \$805,000. The main decrease is the decline in share based payments. During the quarter ended June 30, 2021, the Company recorded a net loss of \$1,130,585 as compared to the loss of \$965,488 for the previous quarter an increase of approximately \$165,000. The increase can be attributed to the net change in the market value of the marketable securities as the Company had recognized a gain of \$96,261 compared to a gain of \$125,104 in the previous quarter. During the quarter ended September 30, 2021, the Company recorded a net loss of \$559,194 as compared to the net loss of \$1,130,585 for the previous quarter a decrease of approximately \$571,000. The main decrease can be attributed to the decline in marketing and promotion expenses. During the quarter ended December 31, 2021, the Company recorded a net loss of \$74,783 as compared to a net loss of \$559,194 for the previous quarter. The main decrease is that the Company had investment income of \$463,548 in the current quarter as compared to a net loss on investment of \$85,004 for the previous quarter. Also, the Company recognized an impairment on the convertible note receivable from Singcell, as Singcell was unable to secure its license. During the quarter ended March 31, 2022, the Company recorded a net loss of \$1,663,660 as compared to a net loss of \$74,783 for the previous quarter. The increase in the net loss can be attributed to the recording of the share-based payment of \$1,031,101 and the recognition of loss of fair value of \$433,429. During the four months ended July 31, 2022, the Company recorded a



# Eat & Beyond Global Holdings Inc.

## Management Discussion & Analysis

For the seven months ended July 31, 2022

---

net loss of \$5,775,632 as compared to the net loss of \$1,663,660 for the previous quarter. The increase can be attributed to the recording of the loss on fair value on its investment \$5,130,553

### 1.6 Liquidity and Capital Resources

As at July 31, 2022, the Company had working capital of \$6,793,669 (December 31, 2021 - \$3,687,512), and had cash on hand of \$120,725 (December 31, 2021 - \$933,614) available to settle accounts payable and accrued liabilities of \$592,684 (December 31, 2021 - \$432,866).

The Company's believes that its current working capital balance is not sufficient to cover overhead expenses and potential investments for the next twelve months and continues to raise additional funding to fund its future marketing and general working capital and towards potential investments, if such opportunities arise. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects. The Company currently has in place a short form base shelf prospectus for distribution of common shares for an aggregate sale price of \$12,500,000.

#### *Operating activities*

During the seven months ended July 31, 2022, the Company used \$812,889 in operating activities which included investment of \$75,000 in investments and received \$227,887 in proceeds from the sale of its investments in a public company. The Company also invested in another \$256,218 in note receivable.

The Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

### 1.7 Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

### 1.8 Risk and Uncertainties

The Company's financial performance is likely to be subject to the following risks:

- The Company has not generated any significant revenue and has incurred significant losses since inception.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

#### *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company considers its exposure to interest rate risk to be not significant.

#### *Credit risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, which is held with a high-credit financial institution. As such, the Company's credit exposure is minimal. The Company

# Eat & Beyond Global Holdings Inc.

## Management Discussion & Analysis

For the seven months ended July 31, 2022

---

is exposed to credit risk with respect to the note receivable, and the maximum exposure is its carrying amount on the statements of financial position

### *Liquidity risk*

Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company addresses its liquidity through equity financing obtained through the sale of common shares. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

### *Currency risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange. As at July 31, 2022, the Company's had equity investments denominated in US dollars of US\$3,180,173 translated at period-end rate of \$1.28. These factors expose the company to foreign currency exchange rate risk, which could have a materially adverse effect on the profitability of the Company. A 10% change in the exchange rate would change the statement of loss and comprehensive loss by approximately \$489,000.

### *Price risk*

Equity price risk is the risk of potential loss to the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. As at July 31, 2022, the Company's investments of \$6,811,656 are subject to fair value fluctuations. If the fair value of the Company's investments had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the period ending July 31, 2022 would have been approximately \$681,000 (December 31, 2021 - \$308,000) higher/lower.

## **1.9 Transactions with Related Parties**

### *Key management compensation*

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The Company entered into the following transactions with related parties during the seven months ended July 31, 2022 and for the year ended December 31, 2021.

---

	<b>July 31, 2022</b>	<b>December 31, 2021</b>
	\$	\$
Consulting fees paid to a company controlled by the former CEO	-	63,709
Consulting fees paid to a company controlled by CFO	29,400	50,400
Consulting fees paid to a company with a common director	-	40,425
Wages and benefits paid to CEO	163,333	138,889
Share based payments	754,592	-
	<hr/> 947,325	<hr/> 293,423

---

As at July 31, 2022, accounts payable and accrued liabilities include \$8,400 (December 31, 2021 - \$8,400) due to related parties for unpaid consulting fees and unpaid wages.

# Eat & Beyond Global Holdings Inc.

## Management Discussion & Analysis

For the seven months ended July 31, 2022

---

### 1.10 Fourth Quarter

During the fourth quarter ended July 31, 2022, the Company recorded a net loss of \$5,775,632 as compared to a net loss of \$74,783 for the fourth quarter ended December 31, 2021. During the fourth quarter the Company recorded total investment loss of \$5,130,445 as compared to total investment income of \$462,607 for the fourth quarter ended December 31, 2021. Total expenses for the current fourth quarter were \$664,138 which mainly consisted of professional fees, consulting fees, wages to the CEO, and period end audit adjustments.

### 1.11 Subsequent events

Subsequent to July 31, 2022:

The Company advanced US\$50,000 to Mylk Brands. No interest will accrue on the principal amount unless Mylk is in default under the terms of this Note. If Mylk is in default, then in addition to the other remedies available to Mylk, interest at the rate of 10% shall apply to all outstanding balances (including accrued interest) until the amounts owing under this Note are brought into good standing. Mylk will not be required to make monthly payments and is due on demand.

Pursuant to the Prospectus Supplement filed on October 7, 2022, together with the short form base shelf prospectus dated August 31, 2022, qualifies for distribution of common shares (the "Offering Shares") of the Company to an aggregate of \$12,500,000 ("Offering"). The Company has entered into an "at-the-market" equity distribution agreement dated October 7, 2022 with Research Capital Corporation (the "Agent") relating to the Offering. The Offering Shares will be distributed at market prices prevailing at the time of the sale of such Offering Shares. The Company will compensate the Agent for its services in an amount equal to 2.0% of the gross proceeds from the sales of Offered Shares. As at November 25, 2022 the Company issued 67,000 common shares for total gross proceeds of \$6,538.

### 1.12 Critical Accounting Estimates

Estimates and assumptions where there is significant risk of material adjustments to the consolidated statement of financial position in future accounting periods include the recoverability and measurement are as follows:

- Fair value of private company investments – Where the fair values of investments in private companies recorded on the statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgement is required to establish fair value and this value may not be indicative of recoverable value;
- Determination of investment entity - The preparation of the financial statements requires management to make significant judgments and assumptions in determining how the Company meets the definition of an investment entity as previously discussed in Note 1. Entities that meet the definition of an investment entity within IFRS 10 are required to measure their subsidiaries at FVTPL in accordance with IFRS 9 rather than to consolidate them. An investment entity is an entity that meets all of the following criteria:
  - a) An entity that obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
    - The Company's main source of financing since inception had been via funds received from investors.
    - Through ownership of the Company's shares, these investors are provided with investment management services through their right to investment returns via the performance of the Company's investments.

# Eat & Beyond Global Holdings Inc.

## Management Discussion & Analysis

For the seven months ended July 31, 2022

---

- b) An entity that commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
  - The Company has communicated to investors via corporate documents that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both.
- c) An entity that measures and evaluates the performance of substantially all of its investments on a fair value basis.
  - Substantially all of the Company's investment portfolio has been carried at fair value since inception.

Based on the analysis above, management has concluded that the Company meets the definition of an investment entity as all of the criteria are met. This will be reassessed on a continuous basis, in case any of the criteria or characteristics change.

### 1.13 Changes in Accounting Policies including Initial Adoption

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards. Our significant accounting policies are set out in Note 2 of the audited financial statements of the Company, as at and for the seven months ended July 31, 2022.

### 1.14 Financial Instruments and Other Instruments

The Company's classifies and measures its financial instruments as follows:

Asset/Liability	Measurement Category	Subsequent measurement
Cash	Amortized cost	Amortized cost
Note receivable	Amortized cost	Amortized cost
Investments	FVTPL	Fair value
Convertible loan receivable	FVTPL	Fair value
Accounts payable and accrued liabilities	Amortized cost	Amortized cost

### 1.15 Other Requirements

*Summary of Outstanding Share Data as of date of this MD&A:*

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 56,702,116 common shares.

Warrants: 541,270

Options: 3,547,000

RSU: 900,000

On behalf of the Board of Directors, thank you for your continued support.

As per:

*"Ravinder Kang"*

---

**Ravinder Kang**

Director