

Boosh Plant-Based Brands Inc.

Interim Management's Discussion and Analysis

For the Three and Nine Months Ended December 31, 2023 and 2022

The following discussion and analysis is prepared as of February 29, 2024, and should be read in conjunction with the condensed consolidated interim financial statements of Boosh Plant-Based Brands Inc. (the “Company” or “BPBB”) for the three and nine months ended December 31, 2023 and 2022 which are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and the notes thereto.

Forward Looking Information

Certain statements in this report are forward-looking statements which reflect management’s expectations regarding future growth, results of operations, performance, business prospects and opportunities, the Company’s ability to meet financial commitments and its ability to raise funds when required. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management’s current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management’s current expectations, the global economic environment, and the Company’s ability to manage its operating costs, may prove to be incorrect. A number of risks and uncertainties could cause actual results to differ materially from those expressed or implied by the forward-looking statements.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Some of the risks which could affect future results and could cause results to differ materially from those expressed in the forward-looking statements contained herein include:

- Limited Operating History
- Regulatory Risks
- Permits and Governmental Regulations
- Supply and Demand Risk
- Reliance on Third-Party Suppliers
- Reliance on Third-Party Co-Packer
- Third-Party Supplier Compliance
- Limited Number of Distributors
- Transportation Providers
- Competition
- Damage to the Company’s Reputation
- Maintaining the Brand
- Food Safety and Illness Incidents
- Product Innovation and Development
- Acquiring and Retaining Customers
- Changing Consumer Preferences
- Ingredient and Packing Costs
- Reliance on Management
- Operational Risks
- COVID-19 Pandemic Risks
- Intellectual Property Protection
- Holding Company
- Conflicts of Interest

Company Overview

Boosh Plant-Based Brands Inc. (the “Company” or “BPBB”) was initially incorporated under the BCBCA on August 6, 2020 as “Terra Sol Essential Inc.” On October 21, 2020, the Company’s name was changed to 1260389 B.C. Ltd. On December 21, 2020, the Company completed the acquisition of Boosh Food Inc. (“Boosh”) through a share exchange agreement (note 5). As a result, Boosh became a wholly owned subsidiary of the Company, and the outstanding shares of Boosh were cancelled. This transaction is accounted for as a reverse asset acquisition of the Company by Boosh (“RTO”). On January 18, 2021, the Company’s name was changed to “Boosh Plant-Based Brands Inc. Prior to the RTO, the Company had no operations.

The Company’s head office, principal address and records office is located at #103 - 6554 176 Street, Surrey, BC V3S 4G5. The registered office is located at 2080 - 777 Hornby Street, Vancouver, BC, V6Z 1S4. The Company is in the business of producing and selling plant-based frozen meals and gluten-free snacks.

On May 26, 2021 the Company completed its initial public offering (“IPO”) and commenced trading on the Canadian Stock Exchange (“CSE”) under the symbol “VEGI”. The Company also trades on the OTCQB under the stock symbol “VGGIF” and on the Frankfurt Stock Exchange under the stock symbol “77I”.

Recent Developments

The Company remains committed to its Beanfields subsidiary, which instantly became the Company’s primary asset following its acquisition in 2022. Beanfields produces a healthy, gluten-free, non-GMO, vegan, top eight allergen-free flavored bean-based chip. Beanfields’ products include a broad offering of nine flavors, including Black Bean, Sour Cream and Onion, Fiery Hot and Nacho flavors capitalizing on the industry trends of ‘better for you’ in the salty snack category and have quickly gained popularity in stores in the U.S. and Canada.

The Company has endured several quarters of minimal cash flow as it has restructured its operations to focus on the Beanfields brand. With a US licensing deal in hand and commencing operations, the Company believes its operations will now support the ramp up of production and expansion to new markets.

As previously reported, the company secured a Licensing agreement for the sale and distribution of Beanfields Chips in the US. Under the terms of the agreement, the Company sells the finished product to Licensor for all related cost of goods plus 7%. The Licensor pays in advance for all related costs which results in the Company receiving a fixed margin with no capital risk or investment required. Additionally, the Licensor pays USD\$40,000 per year to maintain the license and has agreed to provide a line up credit of up to USD\$1 million to cover Beanfields working capital requirements.

The Company is pleased to report that the US licensee is now producing to fill orders as they work to replenish stock across the US in current retailers, as well as opening new accounts. US distributors are now able to order Beanfields Chips from the US licensee, and orders are now being filled and shipped to retailers across the US.

To ensure smooth production flow, the Company is working on sourcing a secondary supplier for its core ingredient Bean grits. Over the coming months one of the Company’s primary focuses will be on increasing Canadian supply and export of Beanfields Chips to new and previous customers in Mexico, Dubai, and Australia.

Our distributor Specialty Foods in Mexico has already placed its first purchase order and is agreeing to prepay for their orders upon production. Previous accounts they serviced and will open again are in Cabo San Lucas, and the Yucatan Peninsula (Cancun and Playa Del Carmen, including contracts to supply airports in these markets. A secondary Distributor is in the works of being set up to cover the West Coast focusing on Puerto Vallarta and surrounding tourist areas.

The Company has outsourced its logistics and supply chain management to Storied Health Partners in Ontario who are experienced operators. The Company’s management team will work with them to execute and oversee operations at Beanfields including production, logistics and distribution. Additionally, they are very experienced with online marketing and sales and they have demonstrated past successes in the online space. The Company is excited to have production back up and running and is looking forward to serving the Canadian market through the busy summer snacking season.

While the delays in getting Beanfields back up and running strained operations and cash flows, the Company successfully and strategically raised capital over the past year to protect and maintain the Beanfields brand.

On September 28, 2022, the Company entered into a financing agreement pursuant to which the Company agreed to sell certain future trade receipts in the aggregate amount of USD\$230,400. Net proceeds from this transaction were USD\$150,000.

On December 20, 2022, the Company entered into a loan agreement with two arm's length parties (the "Lenders") whereby the Lenders agreed to advance the Company up to \$500,000, funded in tranches. As part of the agreement, the Lenders will also be advising the Company on various capital market strategies to drive shareholder value. Proceeds from this financing have primarily been used to maintain operations. At date of writing, the entire amount of the facility had been drawn and repaid through the issuance of shares.

On January 9th 2023, the Company closed on subscriptions of \$330,000 through the issuance of 6,600,000 common shares at a price of \$0.05 per share, including \$100,000 from the Company's CEO Connie Marples.

On February 12, 2024 the Company announced that it settled \$516,000 in amounts payable to various vendors and creditors via the issuance of 25,800,000 common shares at a price of \$0.02 per share.

The Company also announced the resignation of Mr. Lance Marples with immediate effect and the appointment of Mr. Rob Hall. For the last year, Mr. Hall has been a consultant to the Company and has been instrumental over the past year in assisting in raising the Company's awareness in the Capital markets and connecting the Company with the US licensors.

Results of Operations

The following table presents the consolidated financial information for three and nine months ended December 31, 2023 and 2022 and has been prepared in accordance with IFRS.

| | Three months ended December 31, | | Nine months ended December 31, | |
|--|------------------------------------|---------------------|-----------------------------------|-----------------------|
| | 2023 | 2022 | 2023 | 2022 |
| Sales | \$ 61,563 | \$ 523,247 | \$ (32,463) | \$ 2,673,484 |
| Cost of sales | (58,917) | (559,292) | (136,433) | (2,640,397) |
| Gross profit | 2,646 | (36,045) | (168,896) | 33,087 |
| Operating expenses | | | | |
| Depreciation and amortization | 12,676 | 163,708 | 37,681 | 501,062 |
| General and administrative expenses | 10,193 | 103,591 | 215,734 | 430,064 |
| Marketing and sales | 3,511 | 96,865 | 84,201 | 608,613 |
| Management fees | 104,000 | 24,000 | 152,000 | 197,000 |
| Professional fees | (39,116) | 84,459 | 109,009 | 286,115 |
| Rent | 3,036 | 6,352 | 9,108 | 44,692 |
| Research and development | - | 936 | - | 4,336 |
| Salaries and benefits | 50,200 | 147,593 | 160,124 | 765,675 |
| Share-based payments | - | 135,000 | - | 654,773 |
| Total operating expenses | 144,500 | 762,504 | 767,857 | 3,492,330 |
| Loss from operations | (141,854) | (798,549) | (936,753) | (3,459,243) |
| Other income (loss) | (277,230) | (201,641) | (681,385) | 579,793 |
| Net loss | (419,084) | (1,000,190) | (1,618,138) | (2,879,450) |
| Cumulative translation adjustment | 252,371 | 73,588.00 | (239,485) | (425,027) |
| Net loss and comprehensive loss | \$ (166,713) | \$ (926,602) | (1,857,623) | \$ (3,304,477) |
| Loss per share, basic and diluted | \$ (0.001) | \$ (0.03) | (0.018) | \$ (0.10) |

Three months ended December 31, 2023 and 2022

Revenue and gross profit

Revenue for the three months ended December 31, 2023 and 2022 was \$61,563 and \$523,247 respectively with gross profit of \$2,646 and \$(36,045), respectively. Due to cash flow limitations, the Company was not able to maintain Beanfields production at sufficient levels to avoid punitive chargebacks and deductions which negatively impacted revenue and gross margin.

Operating expenses

Operating expenses for the three months ended December 31, 2023 were \$144,500 versus \$762,504 in the prior comparative period. The significant decrease is related to cost mitigation efforts in the current period which resulted in lower costs in general and administrative salaries and benefits, marketing and sales and professional fees. In addition, an accrual reversal related to professional fees resulted in an expense recovery for the threem

months ended December 31, 2023. There was a significant decrease in depreciation and amortization expense due to asset write downs at the end of the previous year, and a reduction in share-based payments as no options were issued in the current period.

Nine months ended December 31, 2023 and 2022

Revenue and gross profit

Revenue for the nine months ended December 31, 2023 and 2022 was \$(32,463) and \$2,673,484 respectively with gross profit of (\$168,896) and \$33,087, respectively. Due to cash flow limitations, the Company was not able to maintain Beanfields production at sufficient levels to avoid punitive chargebacks and deductions which negatively impacted revenue and gross margin.

Operating expenses

Operating expenses for the nine months ended December 31, 2023 were \$767,857 versus \$3,492,330 in the prior comparative period. The significant decrease is related to cost mitigation efforts in the current period which resulted in lower costs in general and administrative, salaries and benefits, marketing and sales and professional fees. In addition, there was a significant decrease in depreciation and amortization expense due to asset write downs at the end of the previous year, and a reduction in share-based payments as no options were issued in the current period.

Summary of Quarterly Results

The table below sets forth selected results of operations for the Company's eight most recently completed quarters (in Canadian dollars). All figures are in accordance with IFRS.

| | Total Revenues (\$) | Net loss for the period (\$) | Basic and fully diluted loss per share (\$) |
|---------------------------|---------------------------|------------------------------------|--|
| Three months ended | | | |
| December 31, 2023 | 61,563 | (141,854) | (0.001) |
| September 30, 2023 | (60,179) | (581,231) | (0.005) |
| June 30, 2023 | (33,847) | (950,100) | (0.12) |
| March 31, 2023 | (11,350) | (12,601,970) | (0.19) |
| December 31, 2022 | 523,247 | (926,602) | (0.03) |
| September 30, 2022 | 700,850 | (1,172,955) | (0.04) |
| June 30, 2022 | 1,449,387 | (1,111,412) | (0.04) |
| March 31, 2022 | 472,157 | (2,513,710) | (0.16) |

Summary of Results During Prior Quarters

The Company has incurred losses over the last eight quarters as it continues to grow its operations and execute its long-term business strategy and build its business. Results have varied between these fiscal quarters principally because of the following:

- An impairment charge of \$8,209,074 during the quarter ended March 31, 2023 related to the intangible asset and goodwill initially booked related to the acquisition of Beanfields
- Completion of an RTO and IPO during 2020 resulting in increased costs as a reporting issuer
- Completion of multiple strategic acquisitions during 2021 and 2022 which include non-recurring acquisition costs, financing fees and referral fees
- Increased salaries and wages, professional fees and general and administrative expenses commensurate with the Company's rapid growth and transition to a public company

Capital Resources and Liquidity

The Company's capital currently consists of equity and working capital. Historically and prospectively, the Company's primary sources of liquidity and capital resources have been and will continue to be proceeds from the issuance of debt and common shares.

Based on the current level of operations and management's expected results of operations over the next 12 months, management believes that cash generated from operations in addition to cash on hand and anticipated future capital raises will be adequate to meet the Company's anticipated liquidity requirements, capital expenditures and working capital needs for the next 12 months. However, the Company cannot be certain that the business will generate sufficient cash flow from operations, that the Company's anticipated earnings from operations will be realized, or that future borrowings will be available or otherwise to enable the Company to service its indebtedness or to make anticipated capital expenditures. The Company's future operating performance and its ability to service its debt will be subject to future economic conditions and to financial, business and other factors, many of which are beyond the Company's control. See "Financial Risk Management" of this MD&A for a discussion of the risks related to the Company's liquidity and capital structure.

Cash Flows

The following table provides information regarding the Company's cash flows:

| Increase (decrease) in cash for the fiscal year ended, | December 31, 2023 | | December 31, 2022 | |
|---|--------------------------|-----------|--------------------------|-----------|
| Operating activities | \$ | 245,288 | \$ | (23,414) |
| Investing activities | | - | | 2,298 |
| Financing activities | | 187,896 | | 718,560 |
| Impact of currency translation on cash | | (459,242) | | (730,098) |
| Total change in cash | | (26,058) | | (32,654) |
| Cash, beginning of the period | | 48,524 | | 217,117 |
| Cash, end of the period | \$ | 22,466 | \$ | 184,463 |

At December 31, 2023, the Company had cash of \$22,466 (March 31, 2023 - \$48,524). Cash stayed relatively constant from March 31, 2023 as cash obtained of \$245,288 and \$187,896 from operating and financing activities, respectively, which was offset by the impact of currency translation on cash of \$459,242.

Operating activities

Cash used in operating activities primarily consist of marketing and sales, professional fees, salaries and benefits and general and administrative expenditures. The source of cash for operating activities was primarily related to the change in non-cash working capital items. A net loss of 1,618,138 was more than offset by a significant non-cash expense relating to finance costs which was paid through this issuance of shares with a value of \$1,039,800.

Financing activities

Cash from financing activities for the period ended December 31, 2023 was \$187,896 versus \$718,560 during the comparable period. During the current period, the Company received \$218,000 from the issuance of debt which was offset against the repayment of lease principal of \$21,351 and the repayment of debt of \$8,753. During the prior period, the Company obtained \$718,560 primarily related to the issuance of \$250,000 of convertible debt and the issuance of \$385,000 in shares, offset by the repayment of lease principal of \$37,374.

Off-Balance Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation to, such considerations as liquidity and capital resources that have not previously been disclosed.

Financial Instrument Risk Management and Liquidity

The Company is exposed in varying degrees to a variety of financial instrument related risks. The main types of risk are credit risk, liquidity risk and market risk, which is the risk of loss that may arise from changes in market factors such as foreign currency exchange, interest rates and equity price risk . These risks arise throughout the normal course of operations and all transactions are undertaken as a going concern. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Management has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. Management reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous reported periods unless otherwise stated in the note. The overall objective of management is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company is subject to credit risk on its cash and accounts receivable. The Company limits its exposure to credit loss on cash by placing its cash with a high-quality financial institution. The Company has concentrations of credit risk with respect to accounts receivable as large amounts of its accounts receivable are concentrated amongst a small number of customers.

The Company performs credit evaluations of its customers but generally does not require collateral to support accounts receivable.

The Company has certain amounts of aged trade receivables that are not deemed impaired as follows:

| | December 31, 2023 | March 31, 2023 |
|-------------------------|------------------------------|-------------------|
| 1 - 60 days | \$ 47,603 | \$ 107,871 |
| 61 - 90 days (past due) | 11,049 | 38,647 |
| Over 90 days (past due) | 30,769 | 21,570 |
| Total | \$ 89,422 | \$ 168,088 |

Liquidity risk

Liquidity risk arises from the Company's general and capital financing needs. The Company continuously monitors and reviews both actual and forecasted cash flows, and also matches the maturity profile of financial assets and liabilities, when feasible.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate because of changes in market interest rates. The interest earned on cash is insignificant and the Company does not rely on interest income to fund its operations. The Company has an outstanding convertible promissory note at a fixed interest rate. As a result, the Company is not significantly exposed to interest rate risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of a change in foreign exchange rates. The Company is primarily exposed to foreign currency risk related to the operations of its U.S. subsidiary. The Company does not use derivative instruments to hedge its exposure to this risk.

The statements of financial position include the following amounts expressed in Canadian dollars with respect to financial assets and liabilities which are denominated in U.S. dollars:

| | December 31, 2023 | March 31, 2023 |
|---|------------------------------|-------------------|
| Accounts receivable and other receivables | \$ 89,422 | \$ 160,029 |
| Accounts payable and accrued liabilities | (1,510,888) | (1,528,202) |
| Future receipts advances | (276,811) | (285,564) |
| Promissory note | (529,040) | (538,604) |
| Total | \$ (2,227,317) | \$ (2,192,341) |

Transactions with Related Parties

Amounts due to related parties, including amounts due to key management personnel, at the period-end are unsecured, interest free and settlement generally occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

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. Key management personnel comprise officers and directors of the Company.

Remuneration attributed to key management personnel for the nine months ended December 31, 2023 and 2022:

| | December 31, 2023 (\$) | December 31, 2022 (\$) |
|----------------------|---------------------------------------|------------------------------|
| Management fees | 113,000 | 72,000 |
| Professional fees | - | 31,721 |
| Share-based payments | - | 510,000 |
| | 113,000 | 445,721 |

Other compensation

During the three and nine months ended December 31, 2023, the Company incurred salaries and wages of \$16,154 and \$46,154, respectively (2022 \$16,153 and \$26,900, respectively) from an individual related to the CEO of the Company.

Due to related parties

As at December 31, 2023, due to related parties of \$29,729 (December 31, 2022 - \$17,362) consisted of expense reimbursements. These amounts are due on demand, unsecured and non-interest-bearing.

Restricted Share Units

Upon completion of the RTO on December 21, 2020, the Company granted 3,000,000 restricted share units ("RSUs") to the President of the Company. The RSUs had a fair value of \$0.20 at time of grant and expire on

December 21, 2024 (the “Expiry Date”). The RSUs vest on revenue related performance conditions as follows:

- a) 1,000,000 RSUs if in any rolling 12 months following the grant date of the RSUs until December 21, 2024, the annual gross sale revenues of the Company exceed \$2,000,000;
- b) 1,000,000 RSUs if in any rolling 12 months following the grant date of the RSUs until December 21, 2024, the annual gross sale revenues of the Company exceed \$4,000,000; and
- c) 1,000,000 RSUs if in any rolling 12 months following the grant date of the RSUs until December 21, 2024, the annual gross sale revenues of the Company exceed \$8,000,000.

The performance conditions are not related to the market price of the equity instruments of the Company and, as a result, they are non-market performance conditions. The first condition was met during the year ended March 31, 2023 and therefore the Company issued 1,000,000 common shares to the President on March 22, 2023.

During the year ended March 31, 2023, management determined that the remaining performance conditions are not probable of achievement unlikely to be met and therefore revised its estimate to recognize a share-based payment expense of \$134,000 for the year ended March 31, 2023, related to the first performance milestone only, with a corresponding increase to reserves.

Outstanding Share Data

At time of writing, the Company had 139,947,205 common shares outstanding, 13,341,044 warrants and 750,000 stock options outstanding.

Significant Accounting Policies

The accounting policies followed by the Company are set out in Note 3 on the audited consolidated annual financial statements for the years ended March 31, 2023 and 2022 and have been consistently followed in the preparation of the condensed consolidated interim financial statements for the three and nine months ended December 31, 2023 and 2022.

Adoption of New Standards and Interpretations, and Recent Accounting Pronouncements

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are relevant to the Company.

Risk Factors

Investing in the Company’s securities involves a high degree of risk. Before deciding to invest in the Company’s securities, you should carefully consider the risks described in the Company’s Annual Information Form, together with other information included in or incorporated by reference into this MD&A and filed on SEDAR at www.sedar.com. If any of the following risks materialize, the business, financial condition, results of operation and future prospects of the Company will likely be materially and adversely affected. This could cause actual future events to differ materially from those described in forward-looking statements and may cause the trading price of our securities to decline.