

# **STICKIT TECHNOLOGIES INC.**

**FORM 51-102F1**

## **Management's Discussion and Analysis**

For the year ended December 31, 2023

# StickIt Technologies Inc.

## Management's Discussion and Analysis

As at December 31, 2023  
(Expressed in thousands of Canadian dollars)

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### 1. INTRODUCTION

This Management's Discussion and Analysis ("MD&A") is provided to enable a reader to assess the results of operations and financial condition of StickIt Technologies Inc. for the years ended December 31, 2023. This MD&A is dated March 29, 2023 and should be read in conjunction with the audited annual financial statements and related notes for the year ended December 31, 2023 (the "Annual Financial Statements"). Unless the context indicates otherwise, references to "StickIt", "the Company", "we", "us" and "our" in this MD&A refer to Message Notify Ltd. and its operations.

### 2. FORWARD-LOOKING INFORMATION

Certain information included in this MD&A contains forward-looking information within the meaning of applicable securities laws. This information includes, but is not limited to, statements made in *Business Overview and Strategy*, *Results from Operations*, *Debt Profile* and other statements concerning Company's objectives, its strategies to achieve those objectives, as well as statements with respect to management's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking information generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "would", "expect", "intend", "estimate", "anticipate", "believe", "should", "plan", "continue", or similar expressions suggesting future outcomes or events or the negative thereof. Such forward-looking information reflects management's beliefs and is based on information currently available. All forward-looking information in this MD&A is qualified by the following cautionary statements.

Forward looking information necessarily involves known and unknown risks and uncertainties, which may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, assumptions may not be correct and objectives, strategic goals and priorities may not be achieved. A variety of factors, many of which are beyond Company's control, affect the operations, performance and results of the Company, and could call actual results to differ materially from current expectations of estimated or anticipated events or results.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable and represent the Company's projections, expectations and beliefs at this time, such information involves known and unknown risks and uncertainties which may cause the Company's actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking information. Important factors that could cause actual results to differ materially include but are not limited to: **Business Overview, Results from Operations, Liquidity and Capital Resources, Capital Structure**. See **Risks and Uncertainties** for further information. The reader is cautioned to consider these factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information, as there can be no assurance that actual results will be consistent with such forward-looking information.

The forward-looking information included in this MD&A is made as of the date of this MD&A and should not be relied upon as representing Company's views as of any date subsequent to the date of this MD&A. Management undertakes no obligation, except as required by applicable law, to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

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### 3. BUSINESS OVERVIEW AND OVERALL PERFORMANCE

#### (a) Business overview

StickIt was incorporated on October 2, 2019, under incorporation number 516091360 in Israel under the Israeli Company Act and is a private technology company existing under the laws of the State of Israel. StickIt's primary business is the technological development and manufacturing of smoking utensils containing plant extracts and in particular the Extra-C sticks. Currently, derived from a proprietary production process, Extra-C stick offers condensed cannabis oil in a unique matrix giving it just the right rigidity, similar to a toothpick that instantly converts a regular cigarette into a cannabis/hemp cigarette. Once inserted, Extra-C stick burns at the same rate as the cigarette. The principal assets of StickIt are various patents and patent applications with respect to (i) plant extracts and therapeutic compounds in smoking utensils and in honey complexes, and (ii) devices and method for prevention and treatment of fungal and bacterial microorganisms.

The facilities of StickIt are currently located in Dalton, Northern Israel, where StickIt currently leases 110 m2 of industrial building for the purpose of its current manufacturing and packaging operations. In addition, on January 30, 2023, StickIt entered into a joint venture agreement with two individuals for the purpose of forming a private company for Extra-C sticks manufacturing at the industrial facilities of those individuals in Bangkok, Thailand.

#### (b) Growth strategy

StickIt is a technology company, and its operating model is to establish joint ventures in countries around the world where recreational cannabis is permitted. Each licensee/joint venture partner will establish a production facility in which they will add the cannabis content to sticks produced and supplied by StickIt. As part of the agreement StickIt is expected to provide the joint venture with the know-how required to manufacture the finished product. The licensee is expected to pay a setup fee by investing the funds necessary to set up the local production facility. Each licensee will have exclusive rights to produce and market StickIt products in their designated territory.

StickIt utilizes its production facility in Northern Israel to produce all the raw materials, except the cannabis, required to produce the Extra-C sticks. The raw materials are supplied to joint venture partners each located in regions selected according to their size and favorable regulation for recreational cannabis. The licensee/joint venture partner will produce the finished product, adding cannabis to the raw materials, and will sell them either directly to the points of sale or through distributors. Following the initial set-up costs the ownership of the joint venture shall be 50% StickIt and 50% local partner. The straightforward nature of the production process will make local production, using locally grown cannabis, quick and economically reasonable.

Each Joint Venture will recruit a team of business development and marketing executives who will aim to (i) locate the right network of distributors in each region, map the point of sale and carry out market research to gauge local demand; (ii) sign sub-service agreements with licensed distributors in each territory if required; (iii) and work closely to support points of sale with a view to maximizing sales and create pull marketing where such point of sale will drive demand from the distributors for increasing volumes of product. Marketing departments of such joint ventures are expected to create "local marketing materials" to be compliant with the local regulations. The operations department of such joint venture is expected to arrange for local packing & delivery in accordance with local la

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### 3. BUSINESS OVERVIEW AND OVERALL PERFORMANCE (CONT'D)

#### (b) Growth strategy (cont'd)

StickIt's licensees are expected to study local demand and preference is expected be given to a long-term supply agreement exploiting the unique ability of StickIt to supply product at a consistent quality and composition.

It is recognized that advertising may not be allowed, especially in the US, and therefore the marketing strategies will be multi-level including:

- a) Public Relations – extensive campaigns to build awareness of the product, utilizing TV and online media.
- b) Events – including conferences and demos.
- c) Point of Sale – promotional material.

#### (c) Proprietary Protection

The development, licensing, and protection of intellectual property is a core part of StickIt's business strategy and is a key element to its success. StickIt intends to seek appropriate patent protection and intellectual property protection for its business, as well as other proprietary technologies and their uses, by filing applications with the European Union, the U.S., Canada, Israel and selected other countries.

StickIt has invested significant resources towards developing a recognizable and unique brand consistent with premium, high-end products in other industries. StickIt currently has five patent applications with respect to the plant extracts and therapeutic compounds in smoking utensils and in honey complexes and two patent applications with respect to devices and method for prevention and treatment of fungal and bacterial microorganisms, as described in the table below:

<u>Country</u>	<u>Application Number</u>	<u>Date</u>	<u>Status</u>
USA	US11,582,996 B2	02/21/2023	Granted
Brazil	BR 1120210014560	7/25/2023	RFE filed. Awaiting first Office Action.
Canada	CA 3107730	02/12/2023	Granted
Israel	IL 280409	08/18/2022	Granted
Europe	P22361EPPC	05/09/2023	Granted

On February 21, 2023, StickIt was granted a US patent under registration US11,582,996 B2 in connection with the plant extracts and therapeutic compounds in smoking utensils.

On May 9, 2023 StickIt was notified by the examining division of European Patent Office, that is was granted a European patent in connection with the plant extracts and therapeutic compounds in smoking utensils in 38 European countries, including Albania, Austria, Belgium, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Monaco, Netherlands, Norway, Poland, Portugal, Romania, San Marino, Serbia, Slovakia, Slovenia, Spain, Sweden, Switzerland, The Former Yugoslav Republic of Macedonia, Turkey and United Kingdom.

On 30 July 2023 and 30 September 2023 StickIt has been granted patents in Canada and Israel respectively.

StickIt's business practices protect its intellectual property rights through confidentiality policies and provisions and the use of appropriate restrictive covenant agreements with, among others, StickIt's contractors, consultants and customers. StickIt actively seeks to protect and enforce its intellectual property rights to prevent unauthorized use by third parties.

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3. **BUSINESS OVERVIEW AND OVERALL PERFORMANCE (CONT'D)**

(d) Reverse takeover

On October 23, 2023, StickIt Technologies Inc. (formerly Aquazoom Hydropower Solutions Inc.) (the "Company") closed its business acquisition of StickIt Ltd., an Israeli private company ("StickIt" and the "Acquisition" respectively). In connection with the completion of the Acquisition, the Company changed its name to Stick It Technologies Inc. Pursuant to the terms of the Acquisition, the Company issued a total of 110,816,407 common shares (111.1357 common shares in the capital of the Company for each ordinary share in the capital of StickIt) (the "Payment Shares"), at a deemed price of 0.4304 CAD per Payment Share. Following completion of the Acquisition, StickIt became a wholly owned subsidiary of the Company. Concurrently with completion of the Acquisition, the Company completed a financing of 441,000 CAD. The financing consisted of a total of 1,024,628 subscription receipts at a price of 0.4304 CAD each, that were converted on a 1:1 basis into the Company's common shares. In addition, in connection with closing of the Acquisition, the Company issued (i) 23,232 finder warrants to arms'-length finders in connection with the Company's concurrent financing, and (ii) 5,342,404 incentive stock options to employees of StickIt (111.1357 incentive Options in exchange for each currently outstanding StickIt Option). The terms of the exercise of the Options shall be consistent with the terms of the originally issued underlying StickIt securities. Each of the finder warrants will be exercisable into one common share of the Company at a price of 0.55 CAD per Company's common share for a period of 24 months from the date of issuance.

Immediately following the completion of the Acquisition, the following persons were appointed as directors of the Company:

Eli Ben-Haroosh  
Asher Holzer  
Sophya Galper-Komet  
Steven Glaser  
Orit Berger

Also, immediately following the completion of the Acquisition, the following persons were appointed as officers of the Company:

Eli Ben-Haroosh, Chief Executive Officer  
Sophya Galper-Komet, Chief Financial Officer and Corporate Secretary  
Asher Holzer, Executive Chairman of the Board of Directors

The purchase price, for the acquisition was approximately CAD 47.7 million, determined in accordance with the value of StickIt LTD.'s capital instruments on October 23, 2023. The excess purchase price over the carrying amount of assets and liabilities value of the companies in the amount of approximately CAD 47.7 million was recorded as registration expenses (issuance expenses) within the profit or loss statements.

The results of the merger transaction by share split resulted in the fact that, from a legal point of view, the company owns StickIt Ltd. Since the controlling owners of StickIt Ltd. gain control of the company, it was determined that StickIt Ltd. is the accounting acquirer of the activity and therefore the transaction was treated as a reverse acquisition which does not constitute Business combination.

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### 3. BUSINESS OVERVIEW AND OVERALL PERFORMANCE (CONT'D)

#### (e) Management and key employees

Eli Ben-Haroosh - President, CEO and Director

Mr. Ben-Haroosh is a seasoned executive and prior to joining StickIt he served as President of Vonetize PLC, a cannabis cultivation company in Colorado, USA, listed on the Tel-Aviv Stock Exchange. In the previous 7 years served as VP and CEO of Premier – Dead Sea and was responsible for sales in 74 countries and in close to 1,000 points of sale generating tens of millions of dollars a year. MR. Ben-Haroosh currently serves as the director of several companies. and as the president of Mariana Inc. and Zero Candida. He holds a degree in business management from Ben Gurion University of the Negev.

Asher Holzer – Founder and Director

Mr. Holzer has over 30 years' experience in management of both private and public corporations in the medical device and the biotech industry. His expertise covers a wide range of activities including product development, clinical studies, regulatory affairs and marketing. Asher founded several successful bio-tech companies and served as their chairman and president. These included InspireMD (NYSE MKT: NSPR), a medical device company which improves treatment of patients undergoing heart stenting and UroGen Pharma (NASDAQ: URGN) focusing on developing therapies for urological pathologies. Asher was part of the management team of Biosense which was acquired by Johnson & Johnson in 1997 and became the worldwide market leader in developing and marketing products for the diagnosis and treatment of cardiac arrhythmias. He holds a Ph.D. in Applied Physics and a M.Sc. in Material Science from Hebrew University in Jerusalem, Israel. He holds several granted and pending patents, mainly in the fields of interventional cardiology and urology.

Sophya Galper-Komet– CFO, Corporate Secretary and Director

Ms. Galper-Komet is a seasoned executive and currently a funder of Wisdom Star, a boutique consultancy that provides C-level executive corporate services to corporate clients and qualified investors in a wide variety of industries. Prior to that she has served as Chief Operating Officer of a private real estate investment company. With over 20 years of experience working on different angles of capital markets and private equity, her expertise in developing diverse funding solutions to corporate issuers includes initial public offerings, bond offerings, M&A and private equity transactions. Ms. Galper-Komet has served as a director of numerous public companies and financial institutions including a chair of several board committees. Ms. Galper-Komet holds an MBA in Finance and Accounting and a BA in Economics and Psychology from Tel Aviv University.

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**4. PRESENTATION OF FINANCIAL INFORMATION AND NON-IFRS MEASURES**

(a) Presentation of Financial Information

Unless otherwise specified herein, financial results, including historical comparatives, contained in this MD&A are based on the Company's Annual Financial Statements, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations Committee ("IFIRC"). Unless otherwise specified, amounts are in thousands of United States dollars and percentage changes are calculated using whole numbers.

(b) Non-IFRS Measures

In addition to the reported IFRS measures, industry practice is to evaluate entities giving consideration to certain non-IFRS performance measures, such as earnings before interest, taxes, depreciation and amortization ("EBITDA") or adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA").

These measures are not in accordance with IFRS and have no standardized definitions, and as such, our computations of these non-IFRS measures may not be comparable to measures by other reporting issuers. In addition, Company's method of calculating non-IFRS measures may differ from other reporting issuers, and accordingly, may not be comparable.

*Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA")*

EBITDA is used as an alternative to net income because it includes major non-cash items such as interest, taxes and amortization, which management considers non-operating in nature. A reconciliation of EBITDA to IFRS net income is presented under the section **Results from Operations** of this MD&A.

*Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA")*

Adjusted EBITDA is used as an alternative to net income because it excludes major non-cash items such as amortization, stock-based compensation, current and deferred income tax expenses and other items management considers non-operating in nature. A reconciliation of adjusted EBITDA to IFRS net income is presented under section **Results from Operations** of this MD&A.

EBITDA and Adjusted EBITDA are measured used by management as inputs in our internal metrics and in evaluating our ability to satisfy the Company's obligations. EBITDA and Adjusted EBITDA are used as alternatives to IFRS net income (loss) because it excludes major non-cash items (including depreciation and amortization, interest, taxes and share-based payments) and other items that management considers non-operating in nature.

Management believes that these measures are helpful to investors because they are widely recognized measures of Company's performance and provides a relevant basis of comparison to other entities. In addition to IFRS results, these measures are also used internally to measure the operating performance of the Company.

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**4. PRESENTATION OF FINANCIAL INFORMATION AND NON-IFRS MEASURES (CONT'D)**

(c) Adoption of new and revised accounting standards

At the date of authorization of the Company's financial statements, the Company has not applied the following new and revised IFRS Standards that have been issued but are not yet effective and, in some cases, had not yet been adopted by the relevant accounting body:

Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>

The directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Company in future periods.

**5. RESULTS FROM OPERATIONS**

(a) Select annual information

The following table provides selected financial information from the Financial Statements of the Company for the years ended December 31, 2023, 2022 and 2021:

	2023	2022	2021
	CAD	CAD	CAD
<b>REVENUES</b>	203	564	7
<b>DIRECT COSTS</b>	154	420	203
<b>GROSS PROFIT</b>	49	144	-196
<b>EXPENSES</b>			
Research and development	101	253	240
General and administrative expenses	1,004	591	2,683
Other expenses (income)	-	1	-1
Issuance costs in reverse acquisition	47,695	-	-
	-48,821	-701	-3,118
<b>OTHER ITEMS</b>			
Equity in net (gain) loss of investee	64	186	-
Finance expense (income), net	6	-154	9
Foreign currencies translation adjustments	-165	-73	0
<b>NET LOSS AND COMPREHENSIVE LOSS FOR THE YEAR</b>	-48,986	-806	-3,399
<b>LOSS PER SHARE</b>			
Basic and diluted	-0.046	-0.007	-0.03



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### RESULTS FROM OPERATIONS (CONT'D)

(a) Select annual information (cont'd)

<i>Financial position</i>	2023	2022
Total assets	1,038	1,146
Total liabilities	575	206
Working capital	517	907

(c) Revenues

For the year ended December 31, 2023, total revenues amounted to 203 CAD, compared to 564 CAD for the year ended December 31, 2022. All the revenues have been generated by selling the licenses for distribution of Extra-C stick.

*Technology license and distribution agreement with Alta Inc.*

1. On May 5, 2023, the StickIt Ltd. entered into an agreement with Alta Inc., outlining the terms of collaboration. Pursuant to the agreement, the company will grant Alta Inc. a license to utilize its raw materials and engage in the manufacturing of its products. In consideration for these rights, Alta Inc. has agreed to provide the following:
2. Set-up Fee: Alta Inc. will pay a set-up fee of 25,000 Canadian dollars upon the execution of the agreement. This fee covers initial access to raw materials and operational resources necessary for manufacturing.
3. Additional Training Fee: Alta Inc. has the option to request additional training. For each additional week of training provided by the company, Alta Inc. will pay an extra fee of 15,000 Canadian dollars.
4. Exclusive Distribution Rights: Alta Inc. has the opportunity to acquire exclusive distribution rights for the company's products within a specified territory. This exclusivity can be obtained by paying 125,000 Canadian dollars to the company, granting Alta Inc. sole distribution privileges within the designated area.
5. According to the agreement, to maintain the exclusivity rights, Alta Inc is committed, commencing on January 1, 2024, to comply with certain annual minimum volume of purchasing from StickIt LTD.
6. The financial statements include CAD 93 deferred income from technology, trademark and distribution rights.

	2023	2022
	CAD	CAD
Revenue from sales and services to associated companies (U.S)		370
Revenue from sales and services to associated company (Thailand)	138	
Revenue from sales (Europe)	9	194
Revenue for technology, trademark and distribution (Canada)	56	
	<b>203</b>	<b>564</b>

StickIt continues to develop its wide range of products, including, without limitation, testing the products, experimenting new flavors, strengths and product configurations, and working on new production method.

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### 5. RESULTS FROM OPERATIONS (CONT'D)

#### (c) Direct costs and gross profit

Direct costs consist primarily of the cost of recurring subscriptions, support, costs related to providing Company's cloud-based applications and delivering application support to customers.

For the year ended December 31, 2023, direct costs amounted to 154 CAD, compared to 420 CAD for the year ended December 31, 2022. The decrease was driven primarily by the decrease in revenues and was a result of cut of the manufacture costs such as purchase of goods, manpower and other operating expenses as well as import and export expenses.

	2023	2022	2021
	CAD	CAD	CAD
Purchase of goods	13	60	52
Payroll	23	102	2
Rent and maintenance	42	51	35
Depreciation	10	16	33
Import and export		76	-
Professional services	36	57	54
Operating and other expenses	30	58	27
	<b>154</b>	<b>420</b>	<b>203</b>

In general, the cost of goods for these periods is associated with Start-up costs incurred at the beginning of the business operations. Thus, the company's current gross margin is relatively low and not fully representing the future potential.

#### (d) Research and Development expenses

	2023	2022	2021
		CAD	CAD
Professional fees	33	212	167
Raw material	6	13	49
Share-based payment expenses	49	19	14
Other expense	13	9	10
	<b>101</b>	<b>253</b>	<b>240</b>

For the year ended December 31, 2023, research and development expenses amounted to 101 CAD, compared to 253 CAD for the year ended December 31, 2022. The decrease was mainly driven by the decrease in the professional fees compared to the previous year.

Research and development expenses consist primarily of personnel-related expenses including new products and new configurations development as well as production method improvements. Our research and development team is focused on both continuous improvement of our production method, as well as developing new product flavors, configurations and solutions. In the immediate future, as Company's growth continues, we expect our research and development costs to increase proportionately.

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(e) Selling, general and administrative expenses

	2023	2022	2021
		CAD	CAD
Payroll and contactors	511	249	231
Share-based payments	40	186	1637
Marketing and advertising	21	11	242
Professional fees	339	44	456
Other expense	94	101	117
	<b>1,004</b>	591	2,683

Selling, general and administrative expenses for the year ended December 31, 2023, amounted to 1,004 CAD, compared to 591 CAD for the year ended December 31, 2022, an increase of 413 CAD. **The increase was primarily attributable the professional fees as well as additional services hike associated with the transaction costs of the RTO and the listing with CSE. Most of these fees had a one-time character.**

In January of 2023, Mr. Eli Ben Harosh, CEO and the founder of the Company, exercised a total of 100,500 stock options of the Company previously granted to him, into a total of 100,500 Ordinary shares of the Company. The exercise price under the option is 0.01 NIS represent the nominal (par) value of an Ordinary Share.

On January 2022, the Company's Board of Directors approved a share option plan (the "2022 ESOP") to grant certain employees and service providers of the Company options to purchase 33,790 Ordinary shares of the Company, at nominal value of 0.01 NIS par value.

(f) Financial expenses

For the year ended December 31, 2023, financial expenses amounted to 6 CAD, compared to 154 CAD one time financial income for the year ended December 31, 2022.

(g) Operating loss

During 2023 the Company incurred losses of CAD 48,810 of which CAD 47,695 resulted from registration and issuance costs from a reverse merger, see Note 1 A of the Financial Statements.

For the year ended December 31, 2023, operating loss amounted to 1,280 CAD, before the incurred losses associated with the issuance compared to 806 CAD for the year ended December 31, 2022. The increase in loss was primarily attributed to the decrease in generated revenues and the one-time costs associated with the RTO transaction and the listing.

StickIt has incurred continuous losses from its business operations and has generated negative cash flows from operating activities of CAD 745 and CAD 467 during 2023 and 2022, respectively.

The Company has so far financed its operations mainly through equity resulting from capital raising.

The Company is expected to further generate losses from operations which will be expressed in negative cash flows from operating activity. Hence the continuation of the Company's operations depends on raising the required financing resources or reaching profitability, which are not guaranteed at this point. The Company's ability to continue as a going concern, is dependent on the Company meeting the factors of the business plan designed by Management, forecasts and related key assumption, potential liquidity risks and cash flow projection.

As part of their ongoing responsibilities, the Company's Board of Directors and Management have undertaken a thorough review of the Company's cash flow forecast and potential liquidity risks. Forecasts of operating results and cash flow projections were prepared for the period of 12 months from the date of approval of the financial statements. According to such projections, the Company's Board of Directors and Management believe that the Company have sufficient resources for the continuation of its activities and to meet its obligations for at least 12 months from the date of approval of the financial statements.

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**6. SUMMARY OF QUARTERLY RESULTS**

(h) Quarterly results

Three-month period ended	revenue	loss	(loss) per share	assets
	CAD	CAD	CAD	CAD
31-Dec-23	203	48821	-0.046	1038
30-Sep-23	187	617	-0.635	661
30-Jun-23	130	365	-0.38	864
31-Mar-23	127	103	-0.11	1172
31-Dec-22	564	733	-0.007	1146
30-Sep-22	532	480	-0.55	1269
30-Jun-22	194	507	-0.58	1,246
31-Mar-22	180	208	-0.24	1612
31-Dec-21	7	3,127	-4	1,554

**7. MATERIAL TRANSACTIONS**

(a) Investment in associate joint venture company – StickIt USA

1. On January 2022 the StickIt LTD entered into investment agreement with Hempacco CO. whereby, the Company invest CAD 101 thousand in Stick-It USA, Inc (out of CAD 319 thousand agreed investment in share capital) and Hempacco invested CAD 255 thousands; for the issuance of 50% of the outstanding and issued share capital for each of the joint parties. According to the investment agreement the Company and Hempacco have joint control over the StickIt USA.
2. StickIt LTD committed to provide Stick-it USA a license to the Company IP and license to distribute CBD Sticks within USA and Mexico.
3. StickIt LTD and Stick-it US will enter into manufacturing and supply agreement, whereby Stick-it USA will pay CAD 319 for service rendered by the StickIt LTD, manufacturing equipment of CBD Sticks, training, and material for producing 30,000 StickIt products.
4. As of the date of the financial position the StickIt LTD has fulfill all the above commitment to Stick-it USA, however StickIt USA has not yet commenced business activities, in the USA and Mexico.
5. Pursuant to the investment agreement, upon the execution date of the investment agreement, Green Globe International, Inc. (hereafter: "GGII") the parent company of Hempacco Co.Incs.. issued to each of Mr. Asher Holzer, President of the Company and Mr. Eli Ben Haroosh, CEO of the Company the following executed warrants: (i) 12,500,000 5- year warrants of GGII common shares, at an exercise price of \$0.01 per share. 100% of such warrants will be exercisable on their issuance date; (ii) 12,500,000 5- year warrants of GGII common shares, at an exercise price of \$0.01 per share. 100% of such warrants will be exercisable upon StickIt Ltd achieves gross revenues of \$5,000,000 or above in total and for 5 years thereafter; and (iii) 25,000,000 5-years warrants of GGII common shares, at an exercise price of \$0.01 per share. 100% of such warrants will be exercisable upon StickIt Ltd achieves gross revenues of \$10,000,000 or above in total and for 5 years thereafter. At warrant granting date, the exercise price of the warrants was out of the money, in relation to the stock price of GGII, and meeting the exercise conditions by GGII was considered remote.

Accordingly, the Company estimated the warrants fair value as immaterial amounts for recognition of stock-based compensation.

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Changes in Investment in associate joint venture company:

	<b>2023</b>	2022
Balance at the beginning of the year	-85	-
Investment		101
Equity in net loss	7	-186
Balance at the end of the year	<b>78</b>	85

(b) Joint Venture StickIt -Thailand Ltd.

1. On January 30, 2023, StickIt LTD entered into a joint venture agreement with for the purpose of forming a private company for Extra-C sticks manufacturing at the industrial facilities of those individuals in Bangkok, Thailand.
2. Following the initial set-up costs the ownership of the joint venture shall be 50% StickIt and 50% local partner.
3. StickIt Thailand LTD will recruit a team of business development and marketing executives who will aim to (i) locate the right network of distributors in each region, map the point of sale and carry out market research to gauge local demand; (ii) sign sub-service agreements with licensed distributors in each territory if required; (iii) and work closely to support points of sale with a view to maximizing sales and create pull marketing where such point of sale will drive demand from the distributors for increasing volumes of product.
4. During 2023 StickIt LTD granted StickIt Thailand LTD: productions rights, use of trademark rights, use of patents and distribution rights in total consideration of CAD 75 and sold raw material in total consideration of CAD 37.

Changes in Investment in associate joint venture company:

	<b>2023</b>	2022
Balance at the beginning of the year		-
Investment		
Equity in net loss	-68	
Balance at the end of the year	<b>-68</b>	

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**7. MATERIAL TRANSACTIONS (CONT'D)**

(c) Options plan

As of June 2021, the Company granted in total 173,957 share options to its employees. The total fair value of the share options was approximately 4,430 thousand NIS. Of the above options, 60,673 vested during 2021, 78,284 vested in equal quarterly installments starting from the 1st quarter of 2021 and 35,000 vested in equal quarterly installments over 12 quarters starting from the 2nd quarter of 2021.

Also, a total of 55,000 of these options, with a vesting period of 8 quarters in equal in installments worth 1,423 thousand NIS, were granted to Eli Ben Harosh, CEO and founder of the Company. On 16, November 2021, the Company granted an additional 45,500 share options to Eli Ben Harosh, CEO and founder of the company. The total fair value of the 45,500 share options is approximately 1,167 thousand NIS. During a three-months period ended March 31, 2023, Mr. Ben-Haroosh exercised all of his stock options into a total of 100,500 ordinary shares of the Company. See Note 15 of Audited annual FS.

	2023		2022	
	Number	Weighted average exercise price	Number	Weighted average exercise price
Options outstanding at beginning of year	153,957	4.202	153,957	4.202
Changes during the year:				
Granted	26,070	2.84	-	-
Exercised	-	-	-	-
Forfeited	-	-	-	-
Options outstanding at end of year	180027	<b>4.01</b>	<b>153957</b>	4.202
Options exercisable at year-end	153286	<b>3.61</b>	<b>102804</b>	4.202

**8. LIQUIDITY AND CAPITAL RESOURCES**

(a) Overview

The general objectives of our capital management strategy is to ensure financial stability and sufficient liquidity to increase shareholder value through organic growth and investment in sales, marketing and product development.

(b) Liquidity and cash management

On March 25, 2021, StickIt concluded the public phase of its investment campaign in Israel through a crowd funding platform FundIt (2016) Ltd. In accordance with Israeli securities laws and issued a total of 85,200 StickIt Shares to a total of 602 subscribers at a price of 35 NIS per StickIt Share.

*Going concern auditors note:*

Since inception the Company has incurred continuous losses from its business operations and has generated negative cash flows from operating activities of CAD 745 thousand and CAD 467 thousand during 2023 and 2023, respectively.

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### 8. LIQUIDITY AND CAPITAL RESOURCES (CONT'D)

During 2023 the Company has recorded losses of CAD 48,810 thousands of which CAD 47,695 thousand resulted from registration and issuance costs from a reverse merger, see Note 1 B of the Financial Statements.

The Company has so far financed its operations mainly through equity resulting from capital raising.

The Company is expected to further generate losses from operations which will be expressed in negative cash flows from operating activities.

As address in Note 1D of the Financial Statements, the Company's Board of Directors and Management of the Company designed a business plan for 12 months of operations from the date of the financial position, and review the Company's forecast of operating results, cash flow projections and potential liquidity risks.

Based the results of this review, the Company Board of Director and Management concluded that the Company have sufficient resources for the continuation of its activities and to meet its obligation in the foreseeable future.

As at December 31, 2023, the Company had total assets in excess of total liabilities of 463 CAD (As at December 31, 2022 – 940 CAD).

#### (c) Capital management framework.

The Company defines capital as the aggregate of common shares and debt. The Company's capital management framework is designed to maintain a level of capital that funds the operations and business strategies and builds long-term shareholder value. The Company's objective is to manage its capital structure in such a way as to diversify its funding sources, while minimizing its funding costs and risks.

As of December 31, 2023, the Company had a shareholders' equity surplus of 463 CAD (December 31, 2022 – surplus of 940 CAD). The Company's objective when managing its capital is to seek continuous improvement in the return to its shareholders while maintaining a moderate to high tolerance for risk. The objective is achieved by prudently managing the capital generated through internal growth and profitability, through the use of lower cost capital, including raising share capital or debt when required to fund opportunities as they arise.

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	Shares	Consideration	
	#	CAD	
Balance as at December 31, 2020	670,092	715	
Issuance of shares	131,997	1,731	Note 9(3)
Exercise of stock options	65,835	499	Note 9(3)
Warrants			
Share-based payments			
<b>Balance as at December 31, 2021</b>	<b>867,924</b>	<b>2,945</b>	
Exercise of stock options	10,001	156	Note 9(4)
Warrants			
Share-based payments			
<b>Balance as at December 31, 2022</b>	<b>877,925</b>	<b>3,101</b>	
Exercise of stock options	100,500	1100	Note 9(4)
Warrants			
reverse merge	111,841,035	-154	
Share-based payments			
<b>Balance as at December 31, 2023</b>	<b>112,819,460</b>	<b>4,047</b>	

  

	2023	2022	2021
	CAD	CAD	CAD
Balance, beginning of period	877,925	867,924	670,092
Issuance of shares			
Share-based payments	0	0	0
Exercise of stock options	100,500	10,001	65,835
reverse merge	111,841,035		
Warrants			
	111,941,535	10,001	65,835
<b>Balance, end of period</b>	<b>112,819,460</b>	<b>877,925</b>	<b>735,927</b>

(e) Contractual obligations

As at December 31, 2023 the Company had no debt guarantees, off-balance sheet arrangements or long-term obligations.



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**9. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES**

The Company's significant accounting policies are described in Notes 2 of the Financial Statements. The preparation of the Financial Statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and the related disclosures as of the date of the Financial Statements. Actual results may differ from estimates under different assumptions and conditions.

**10. DISCLOSURE / PROCEDURES / INTERNAL CONTROLS OVER FINANCIAL REPORTING**

(a) Inherent limitations

It should be noted that in a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Given the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, including instances of fraud, if any, have been detected. These inherent limitations include, among other items: (i) that management's assumptions and judgments could ultimately prove to be incorrect under varying conditions and circumstances; (ii) the impact of any undetected errors; and (iii) controls may be circumvented by unauthorized acts of individuals, by collusion of two or more people, or by management override.

**11. RELATED PARTY TRANSACTIONS AND BALANCES**

Key management includes the Company's directors, officers and any consultants with the authority and responsibility for planning, directing, and controlling the activities of an entity, directly or indirectly. The Company's related parties consist principally, Mr. Eli Ben Haroosh, CEO of the Company, and Dr. Asher Holzer, President of the Company see also Note 7 of the Financial Statements with respect to warrants granted under investment agreement in Stick-it USA.

1. In January 2021, Dr. Asher Holzer transferred the patent application to the Company in exchange for 1 USD. See Note 1.
  2. On September 28, 2023, following the completion of the reverse merger, see Note 1 of the Financial Statements the Company and its CEO Mr. Eli Ben Harosh entered into a new service agreement for a period of 5 years. According to the agreement Mr. Eli Ben Harosh will work part time at 50% capacity for a payment of 10,000 Canadian dollars per month. Additionally, the Company will pay the CEO a monthly car allowance and reimbursement for other travel expenses totaling 2,200 Canadian dollars per month.
  3. Pursuant to the service agreement, StickIt Ltd. Will recommend the Company to grant restricted stock units (RSUs) to the CEO an amount equal to up to 500,000 shares of StickIt Ltd according to the merger exchange ratio. The RSUs will vest during 3 years in 3 equal portions and further subject to certain milestone as shall be determined by The Company's board.
  4. As of December 31, 2023, the RSUs were not granted to the CEO under the agreement.
  5. The agreement provided that the terms and condition shall be applied with retroactive effect to March 1, 2021.
  6. The financial statements include a reserve of CAD 170 to cover the total liability of the Company to the CEO.
  7. On September 28, 2023, following the completion of the reverse merger, see Note 1, the Company and Dr. Asher Holzer entered into a new service agreement for a period of 5 years. According to the agreement Dr. Asher will work part time at 50% capacity for a payment of 10,000 Canadian dollars per month. The agreement provided that the terms and condition shall be applied with retroactive effect to October 1, 2019.
  8. The financial statements include a reserve of CAD 90 to cover the total liability of the Company to the Dr. Asher Holzer
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During the years ended December 31, 2023, 2022, and 2021 key management personnel compensation consisting exclusively of short-term benefits as follows:

	<b>2023</b>	<b>2022</b>	2021
	<b>CAD</b>	<b>CAD</b>	CAD
Sales to associates	<b>183</b>		
Total compensation paid to key management	<b>457</b>	<b>328</b>	220
Share-based payments			100
	<b>640</b>	<b>328</b>	320

Total compensation paid to key management is recorded in consulting fees and salaries and wages in the consolidated statement of loss and comprehensive loss for the years ended December 31, 2022, and 2021.

*Balances with related parties:*

	<b>2023</b>	<b>2022</b>	<b>2021</b>
Other Accounts receivable Stick-it Thailand	42		
Other accounts payable	-270	-49	-1,268

All related party transactions were entered into in the normal course of business and are recorded at the exchange amount established and agreed to between the related parties.

**12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

(a) Financial risk management objectives and policies

The Company's activities expose it to a variety of financial risks including foreign currency risk, interest rate risk, credit risk, and liquidity risk. These financial instrument risks are actively managed by the Company under the policies approved by the Board of Directors. On an ongoing basis, the finance department actively manages market conditions with a view to minimizing the exposure of the Company to changing market factors, while at the same time limiting the funding costs to the Company.

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**12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONT'D)**

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company uses information supplied by independent rating agencies where available, and if not available, the Company uses other publicly available financial information and its own records to rate its customers.

The Company is exposed to credit risk from its operating activity (primarily trade receivables) and from its financing activity, including deposits with banks and other financial institutions. At this point of time the credit risk of the company is not significant as the company's doesn't possess any significant short term financial assets as well as short term financial liabilities.

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to liquidity risk with respect to its contractual obligations and financial liabilities. The Company manages liquidity risk by continuously monitoring forecasted and actual cash flows and matching maturity profiles of financial assets and liabilities. Forecasts of operating results and cash flow projections were prepared for the period of 12 months from the date of approval of the financial statements. The Company seeks to ensure that it has sufficient capital to meet short term financial obligations after taking into account its operating obligations and cash on hand.

The Company's policy is to seek to ensure adequate funding is available from operations and other sources, including debt and equity capital markets, as required.

(d) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to fair value risk with respect to debt which bears interest at fixed rates.

(e) Foreign exchange rates

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in foreign currency exchange rates.

The Company's exposure to the risk of changes in foreign exchange rates relates to the Company's continuing operation (when revenue or expense is recognized in a different currency from the Company's functional currency) as well as to fluctuations of financial instruments related to cash, accounts and other receivables, debt and accounts payable denominated in foreign currencies.

**12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONT'D)**

(f) Fair value measurement

Fair value is the price to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurement is based on the assumption that the transaction will take place in the assets or the liability's principal market, or in the absence of a principal market, in the most advantageous market.

The fair value of an asset or a liability is measured using the assumptions that market

participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities measured at fair value or for which fair value is disclosed are categorized into levels within the fair value hierarchy based on the lowest level input that is significant to the entire fair value measurement:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.

Level 3 – inputs that are not based on observable market data (valuation techniques which use inputs that are not based on observable market data)

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**13. RISKS AND UNCERTAINTIES**

There are several risk factors that could cause future results to differ materially from those described herein. The risks and uncertainties described herein are not the only ones the Company faces. Additional risks and uncertainties, including those that the Company does not know about as of the date of this MD&A, or that it currently deems immaterial, may also adversely affect the Company's business. If any of the following risks occur, the Company's business may be harmed, and its financial condition and the results of operation may suffer significantly.

(a) COVID-19

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business.

The Company may be impacted by business interruptions resulting from pandemics and public health emergencies, including those related to the COVID-19 pandemic. An outbreak of infectious disease, a pandemic, or a similar public health threat, such as the recent outbreak of the novel coronavirus known as COVID-19, or a fear of any of the foregoing, could adversely impact the Company. It is unknown whether and how the Company may be affected if such an epidemic persists for an extended period. The Company may incur expenses or delays relating to such events outside of its control, which could have a material adverse impact on its business, operating results and financial condition.

To protect the health and safety of our employees, the majority of our workforce is currently working from home, and we have placed restrictions on non-essential business travel. We have implemented business continuity plans and have increased support and resources to enable employees to work remotely and thus far have been able to operate with minimal disruption.

(b) Risks relating to current operations.

StickIt activities will be subject to operational risks that include competition from other businesses, performance of key suppliers, product performance warranties, regulatory risks, successful integration of new acquisitions and dependence on key personnel, all of which could affect the Issuer's ability to meet its obligations.

*The Company is in the development stage with little operating history.*

As the Company is in the initial stage of generating revenue, it is extremely difficult to make accurate predictions and forecasts of its finances. In addition, the Company intends to operate in the technology industry, which is rapidly transforming. There is no guarantee that the Company's products or services will be attractive to potential consumers. Therefore, the Company is subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources, and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and likelihood of success must be considered considering the early stage of operations.

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**13. RISKS AND UNCERTAINTIES (CONT'D)**

(b) Risks relating to current operations (cont'd)

*Going concern*

The Company's ability to continue as a going concern depends on its ability to either generate sufficient revenues or to secure sufficient financing, whether debt or equity, to sustain its continued operations. There can be no assurance that the Company can obtain such revenues or financing on commercially favorable terms and there is therefore no guarantee that the Company will be able to sustain its ongoing operations in the future.

*Competition*

StickIt operates and expects to continue to operate in highly dynamic market that is characterized by a growing number of competitors working in the same product category. The smoking utensils industry, including, without limitation, cannabis industry, is highly competitive. Many of StickIt competitors for the acquisition, production and development of smoking utensils, and for capital to finance such activities, will include companies that have greater financial and personnel resources available to them than the company.

To the knowledge of management of StickIt, the main direct competitor of StickIt is an Israeli company Trichom Shell. Trichom Shell pours cannabis oil into a mold in the shape of an oil stick. Management of StickIt believes that Extra-C stick's primary advantage is its technology that uses insulated powder and liquid and does fusing - impregnation and not solidification. However, current new competitors may have better capitalization, a longer operating history, more expertise and able to develop higher quality equipment or products, at the same or a lower cost. The Company cannot provide assurances that it will be able to compete successfully against current and future competitors. Competitive pressures faced by the Company could have a material adverse effect on its business, operating results, and financial condition.

*Reliance on Various Suppliers*

The operations of The company will require significant resources and the business will be heavily dependant on its key suppliers. If The company was, for any reason to be unable to maintain a business relationship with its key suppliers, its business and financial condition may be materially adversely affected.

To date, StickIt has not experienced any difficulties in obtaining adequate supplies from its suppliers. The company will attempt to assure the availability of many of its products by contracting in advance for its annual requirements.

*No History of Earnings*

The Company, StickIt and Resulting Issuer has no history of earnings, and there is no assurance that any of the current or future products and technological developments of the company will generate earnings, operate profitably or provide a return on investment in the future.

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**13. RISKS AND UNCERTAINTIES (CONT'D)**

(b) Risks relating to current operations (cont'd)

*Risk Associated with Foreign Operations in Other Countries*

The company's primary revenues are expected to be achieved in Israel, Europe and Canada. . However, The company may expand to markets outside of the aforementioned countries and become subject to risks normally associated with conducting business in other countries. The company cannot predict government positions on such things as foreign investment, intellectual property rights or taxation. A change in government positions on these issues could adversely affect The company's business.

StickIt intends to expand internationally. As a result, it is expected to become further subject to the laws and regulations of (as well as international treaties among) the foreign jurisdictions in which the company operates or imports or exports products or materials. In addition, StickIt may avail itself of proposed legislative changes in certain jurisdictions to expand its product portfolio, which expansion may include business and regulatory compliance risks as yet undetermined. The company's failure to comply with the current or evolving regulatory framework in any jurisdiction could have a material adverse effect on its business, financial condition and results of operations. If the company's sales or operations were found to be in violation of such international regulations, it may be subject to enforcement actions in such jurisdictions including, but not limited to civil and criminal penalties, damages, fines, the curtailment or restructuring of its operations or asset seizures and the denial of regulatory applications.

Risks The company may face in operating in foreign jurisdictions include unforeseen government actions, acts of God, terrorism, hostage taking, military repression, extreme fluctuations in currency exchange rates, high rates of inflation, labour unrest, the risks of war or civil unrest, expropriation and nationalization, renegotiation or nullification of existing concessions, licenses, permits and contracts, changes in taxation policies, restrictions on foreign exchange and repatriation, and changing political conditions, currency controls, export controls, and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction or other events.

*Industry risk*

The industry of smoking utensils involves a substantial degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Shareholders must rely on the ability, expertise, judgment, direction and integrity of StickIt management.

*Development of new products*

The Company's success will depend, in part, on its ability to develop, introduce and market new and innovative products. If there is a shift in consumer demand, the Company must meet such demand through new and innovative products or else its business will fail. The Company's ability to develop, market and produce new products is subject to it having substantial capital. There is no assurance that the Company will be able to develop new and innovative products or have the capital necessary to develop such products.

*Effective commercialization*

There is a risk that the technology and the Company's products will not perform as expected in certain applications and therefore, the Company may encounter delays to commercialization or may run the risk that the technologies will never be successfully commercialized. This means that the Company may never receive revenues or return on its technology development.

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**13. RISKS AND UNCERTAINTIES (CONT'D)**

(c) Other risks

*Technical risks*

Technical risks are inherent in the development and commercialization process, in that an immature technology could present unexpected challenges that exceed the planned time or financial resources to overcome. There can be no guarantee that the Company will be able to overcome technical risks associated with the development of its technology.

*Technological Advances*

The industry of smoking utilities is susceptible to significant technological advances and the introduction of new products utilizing new technologies. Further, this industry is also subject to changing industry standards and market trends and to competitive pressures. Due to rapid changes, StickIt's success will depend in part on its ability to develop and market products and services that respond in a timely manner to the technological advances and health industry standards.

*Technology and Intellectual Property*

StickIt will rely on the protection of its intellectual property rights and the rights of third parties from which it has licensed intellectual property rights for its success. Notwithstanding precautions that StickIt may take to protect its rights, third parties may copy or obtain and use the company's proprietary and licensed technologies, ideas, know-how and other proprietary information without authorization, or may independently develop technologies or other intellectual property similar or superior to the company's proprietary and licensed technologies and other intellectual property. StickIt will have a policy of entering into confidentiality and non-competition agreements with its employees, strategic partners and clients. However, these agreements may not provide meaningful protection of StickIt's proprietary and licensed technologies or other intellectual property in the event of unauthorized use or disclosure. Policing unauthorized use of such technologies and intellectual property is extremely difficult and expensive. Furthermore, the laws of jurisdictions other than Canada and Israel may not provide meaningful protection of StickIt's and such third parties' intellectual property rights

*Key personnel*

The Company's success has depended and continues to depend upon its ability to attract and retain key management, including the officers and technical experts. The Company will attempt to enhance its management and technical expertise by continuing to recruit qualified individuals who possess desired skills and experience in certain targeted areas. The Company's inability to retain employees and attract and retain sufficient additional employees or engineering and technical support resources could have a material adverse effect on the Company's business, results of operations, sales, cash flow or financial condition. Shortages in qualified personnel or the loss of key personnel could adversely affect the financial condition of the Company, results of operations of the business and could limit the Company ability to develop and market its products. The loss of any of the Company senior management or key employees could materially adversely affect the Company's ability to execute the Company's business plan and strategy, and the Company may not be able to find adequate replacements on a timely basis, or at all.



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**13. RISKS AND UNCERTAINTIES (CONT'D)**

(c) Other risks (cont'd)

*Government Regulations*

Successful execution of StickIt's strategy is contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products, including maintaining and renewing its licences. Although StickIt will position itself as a technology company certain aspect of its operation will rely on cannabis industry. Cannabis laws and regulations are dynamic and subject to evolving interpretations which could require the company to incur substantial costs associated with compliance or alter certain aspects of its business plan. It is also possible that regulations may be enacted in the future that will be directly applicable to certain aspects of the company's business. StickIt cannot predict the nature of any future laws, regulations, interpretations or applications, nor can we determine what effect additional governmental regulations or administrative policies and procedures, when and if promulgated, could have on their business. Public opinion can also exert a significant influence over the regulation of the cannabis industry. A negative shift in the public's perception of the cannabis industry could affect future legislation or regulation in different jurisdictions, including in countries that the StickIt Issuer plans to distribute its products.

In addition, the operations of StickIt may require licenses and permits from various governmental authorities, including in foreign jurisdictions. There can be no assurance that the company will be able to obtain all necessary licenses and permits that may be required to carry out the development of its products.

*Foreign Currency Fluctuations*

The company will consolidate the accounts of its foreign subsidiaries that will generate a significant portion of its revenue with customers based in countries outside Canada, will contract with suppliers and customers in currencies other than the Canadian dollar, and will carry monetary balances in foreign currencies. Any material fluctuation in the Canadian dollar relative to other currencies, particularly NIS, could have a negative impact on The company's revenue, receivables, cost of sales, working capital position and earnings.

*Variable Demand*

StickIt believes that demand for smoking utensils, including Extra-C Sticks, can be highly sensitive to changes in consumers' disposable income, and thus can be affected by changes in the economy and consumer tastes, both of which are difficult to predict and beyond its control. Any significant or prolonged decrease in consumer spending on smoking products and activities could adversely affect the demand for StickIt's product offerings, reducing its cash flows and revenues. If StickIt experiences a significant unexpected decrease in demand for its product offerings, its business may be harmed.

*Product Liability*

Resulting Issuer's products will be produced for sale both directly and indirectly to end consumers, and therefore it might face an inherent risk of exposure if product liability claims, regulatory action and litigation of Resulting Issuer's products are alleged to have caused significant loss or injury. Previously unknown adverse reactions resulting from human use of The company's products alone or in combination with other medications or substances could occur. Teh Resulting Issuer may be subject to various product liability claims, including, among others, that our products caused injury or illness or include inadequate instructions for use or warnings concerning possible side effects or interactions with other substances. A product liability claims or regulatory action against The company could result in increased costs to produce its products and could have a material adverse effect on its business and operational results.

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**13. RISKS AND UNCERTAINTIES (CONT'D)**

(c) Other risks (cont'd)

*Changing Consumer Preferences*

As a result of changing consumer preferences, many smoking, cannabis or other innovative products attain financial success for a limited period of time. Even if The company's products find some retail success, there can be no assurance that any of its products will continue to see extended financial success. The company's success will depend upon its ability to develop new and improved product lines.

*Unfavourable Publicity*

Smoking industry in general and cannabis industry in particular, is extremely dependent upon consumer perception regarding the safety, efficacy and quality of the products and perceptions of regulatory compliance. Consumer perception of smoking products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favorable to the smoking utensils market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the company's products and its business, results of operations, financial condition and cash flows.

*Additional Labeling or Warning Requirements on our Products*

Various jurisdictions may seek to adopt significant additional product labeling or warning requirements or limitations on the availability of the company's products relating to the content or perceived adverse health consequences of the company's products. Federal laws may pre-empt some or all of those attempts by state/provincial or localities to impose additional labeling or warning requirements. If these types of requirements become applicable to the company's products under current or future environmental or health laws or regulations, they may inhibit sales of The company's products. Moreover, if the company fails to meet compliance deadlines for any such new requirements, its products may be deemed misbranded or mislabeled and could be subject to enforcement action, or The company could be exposed to private lawsuits alleging misleading labels or product promotion.

*Financial Risks*

Management believes that the financial resources of the company will be at a sufficient level to cover all of its operating and financial costs in connection with the implementation of the short-term business plans of The company. However, there can be no assurance that growth will be achieved at such levels or that additional financial resources may not be required due to unforeseen circumstances or a change in the business plans of the company.

*Additional Financing*

The company may acquire additional financing in order to make further investments or take advantage of future opportunities. The ability of the company to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as upon the business success of The company. There can be no assurance that The company will be successful in its efforts to arrange additional financing on terms satisfactory to The company. If additional financing is raised by the issuance of shares or other forms of convertible securities from the treasury, control over the company may change and the Shareholders may suffer additional dilution. If adequate funds will not be available, or will not be available on the accepted terms, The company may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business.

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**13. RISKS AND UNCERTAINTIES (CONT'D)**

(c) Other risks (cont'd)

*Conflict of Interest*

Certain directors of the company are or may become associated with other companies which may give rise to conflicts of interest. In accordance with the BCBCA, a director or officer who is a party to a material contract or proposed material contract or is a director or officer of or has a material interest in any entity who is a party to a material contract or a proposed material contract with The company is required, subject to certain exemptions, to disclose that interest and generally to abstain from voting on any resolution to approve the contract. In addition, the directors are required to act honestly and in good faith with a view to the best interest of the company. All of the outside directors of the company have either other full-time employment or other business or time restrictions placed on them and accordingly, The company will not constitute the only business interest of such directors.

*Payment of Dividends*

The future payment of dividends on the company Shares will be dependent upon the financial requirements of The company to finance future growth, the financial condition of The company and other factors which the Board of Directors of The company may consider appropriate in the circumstances. The payment of dividends in the future is uncertain.

*Financial reporting and internal controls*

Upon the completion of the listing, Company will become subject to reporting and other obligations under applicable Canadian securities laws and exchange rules. These reporting and other obligations will place significant demands on Company's management, administrative, operational, and accounting resources.

To meet such requirements, Company is working with its legal, accounting, and financial advisors to identify areas in which changes should be made to Company's financial management control systems. These areas include corporate governance, corporate controls, internal audit, disclosure controls and procedures and financial reporting and accounting systems. Company has made, and will continue to make, changes in these and other areas, including Company's internal controls over financial reporting. If Company is unable to accomplish any such necessary objectives in a timely and effective fashion, its ability to comply with its financial reporting requirements and other rules that apply to reporting issuers could be impaired. Moreover, any failure to maintain effective internal controls could cause Company to fail to meet its reporting obligations or result in material misstatements in its financial statements. If Company cannot provide reliable financial reports or prevent fraud, its reputation and operating results could be materially harmed which could also cause investors to lose confidence in the reported financial information, which could lower share prices. There can be no assurance that internal controls over financial reporting will prevent all error and all fraud. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Furthermore, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within the Company are detected. The inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of some persons, by collusion of two or more people or by management override of the controls. Due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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**13. RISKS AND UNCERTAINTIES (CONT'D)**

(c) Other risks (cont'd)

*Dilution*

Current shareholders will experience significant dilution to their shareholdings as a result of the Acquisition and the Listing. Moreover, should the company require additional funds, it is likely that to obtain the necessary funds The company will have to sell additional securities, including but not limited to, common shares or some form of convertible security, the effect of which would result in a substantial further dilution of the present equity interests of the shareholders. Further dilution may occur if the company chooses to conclude further acquisitions of businesses in the future and to pay for such acquisitions by the issuance of common shares.

*Management of growth*

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train, and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

*Dependence on suppliers and skilled labor*

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labor, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labor, equipment, parts and components.

*Conflicts of Interest*

Certain directors and officers of the Company are or may become associated with other companies in the same or related industries which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Company. The directors and officers of the Company have either other full-time employment or other business, or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these directors and officers.

*Research and development*

We believe that we must continue to dedicate a significant amount of resources to our research and development efforts to maintain and develop our solutions and maintain and enhance our competitive position. We recognize the costs associated with these research and development investments earlier than the anticipated benefits, and the return on these investments may be lower, or may develop more slowly, than we expect. If we spend significant resources on research and development and are unable to generate an adequate return on our investment, our business, financial condition and results of operations may be materially and adversely affected.

**13. RISKS AND UNCERTAINTIES (CONT'D)**

(c) Other risks (cont'd)

*Enforcement of Judgments Against Foreign Persons*

A number of the proposed directors and officers of the company reside outside of Canada. Some or all the assets of such persons may be located outside of Canada. Therefore, it may not be possible for investors to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian securities laws against such persons. Moreover, it may not be possible for investors to effect service of process within Canada upon such persons.

*Global economic risk*

The ongoing economic slowdown and downturn of global capital markets has generally made the raising of capital equity or debt financing more difficult. Access to financing has been negatively impacted by the ongoing global economic risks. As such, the Company is subject to liquidity risks in meeting our 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 Company. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and trading price of the Company Shares on the stock exchange.

*Economic environment*

The Company's operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence consumer trends and consequently, impact the Company's sales and profitability. As well, general demand for banking services and alternative banking or financial services cannot be predicted, and prospects of such areas might be different from those predicted by the Company's management.

*Risks associated with acquisitions*

As part of the Company's overall business strategy, the Company may pursue select strategic acquisitions after the completion of the Listing, which would provide additional product offerings, vertical integrations, additional industry expertise, and a stronger industry presence in both existing and new jurisdictions. Future acquisitions may expose it to potential risks, including risks associated with: (a) the integration of new operations, services and personnel; (b) unforeseen or hidden liabilities; (c) the diversion of resources from the Issuer's existing business and technology; (d) potential inability to generate sufficient revenue to offset new costs; (e) the expenses of acquisitions; or (f) the potential loss of or harm to relationships with both employees and existing users resulting from its integration of new businesses. In addition, any proposed acquisitions may be subject to regulatory approval.

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### 13. RISKS AND UNCERTAINTIES (CONT'D)

(c) Other risks (cont'd)

*Political environment*

The Company's core business operations are in Israel. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its neighboring countries. As a result, the Company is vulnerable to the political, economic, legal, regulatory, and military conditions affecting Israel and the Middle East. Armed conflicts between Israel and its neighbouring countries and territories occur periodically and a protracted state of hostility has, in the past, resulted in security and economic difficulties for Israel. Any such hostilities or escalation thereof, armed conflicts or violence in the region could adversely affect the Company's business, results of operations and financial condition.

To date, such conflicts have not had a material effect on business, results of operations or financial condition. In addition, the Company may be adversely affected by other events or factors affecting Israel such as the interruption or curtailment of trade between Israel and its trading partners, a significant downturn in the economic or financial condition of Israel, a significant downgrading of Israel's internal credit rating, labour disputes and political instability, including riots and uprisings.

Furthermore, there are a number of countries, primarily in the Middle East, including Malaysia and Indonesia that restrict business with Israel or Israeli companies. There may also be certain countries, businesses or other global movements that may exert pressure on the Company's partners, customers or others not to do business with Israel or Israeli companies. Restrictive laws policies or movements directed towards Israel or Israeli businesses could have a material adverse effect on the Company's business, results of operations and financial condition.

*Emerging market*

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

The Company's core business operations are located in Israel, which has a history of military instability. While there is no current instability, this is subject to change in the future and could adversely affect the Company's business, financial condition, and results of operations. Fluctuations in the Israeli economy and actions adopted by the government of Israel may have a significant impact on companies operating in Israel, including the Company. Specifically, the Company may be affected by inflation, foreign currency fluctuations, regulatory policies, business, and tax regulations and in general, by the political, social and economic scenarios in Israel and in other countries that may affect Israel.

*Income taxes*

The Israeli corporate tax rate was 23% for the years ended December 31, 2022 and 2021. This tax rate could be changed by government decisions and tax regulations, which could have a material effect on the Company's profit in the future.

Limitation of statute on the Company's tax reports for the years ended December 31, 2022, and 2021. The general limitation of statute on tax reports in Israel is four years, and therefore the Company's tax reports for the years ended December 31, 2021, and 2020 could still be assessed by the Israeli Tax Authority.

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**14. CONTINGENCIES AND COMMITMENTS**

The Company is not contingently liable with respect to litigation, claims, and environmental matters, including those that could result in mandatory damages or other relief. Any expected settlement of claims in excess of amounts recorded will be charged to the statements of loss and comprehensive loss as and when such determination is made.

**15. MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION**

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management and have been examined and approved by the Company's audit committee and Board of Directors. The accompanying financial statements are prepared by management in accordance with IFRS and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board of Directors supervises the financial statements and other financial information through its audit committee, which is comprised of two independent directors.

This committee's role is to examine the financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.