Sprout AI Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS AND YEAR ENDED JANUARY 31, 2025

(Expressed in United States Dollars)

INTRODUCTION

This management's discussion and analysis ("MD&A") of the financial position and results of operations for Sprout AI Inc. (the "Company") is prepared by management as at June 6, 2025. The information herein should be read in conjunction with the audited consolidated financial statements for the year ended January 31, 2025 and the related notes contained therein, which have been prepared under International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

This MD&A was reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on June 6, 2025.

The information contained herein is not a substitute for detailed investigation or analysis on any particular issue of the Company. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in United State dollars, the reporting currency of the Company, unless specifically noted.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Information set forth in this MD&A may involve forward-looking statements within the meaning of Canadian securities laws. These statements relate to future events or future performance and reflect management's expectations regarding the Company's growth, results of operations, performance and business prospects and opportunities. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue", "target" or the negative of these terms or other comparable terminology. Forward-looking statements in this MD&A include but are not limited to: volatility of stock price and market conditions, regulatory risks, difficulty in forecasting, key personnel, limited operating history, competition, investment capital and market share, market uncertainty, additional capital requirements, management of growth, pricing policies, litigation, no dividend history. The risk factors described in this MD&A are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in the Company's forward-looking statements. In addition, any forward-looking statements represent the Company's estimates only as of the date of this MD&A and should not be relied upon as representing the Company's estimates as of any subsequent date. The material factors and assumptions that were applied in making the forward-looking statements in the MD&A include: (a) execution of the Company's existing plan to become a global leader and distributor of its products and related product lines. (b) ability to secure distribution partners (c) demand for the Company's products. Forward looking statements are based on a number of assumptions that may prove to be incorrect including but not limited to assumptions about: the impact of competition; the ability to obtain new financing on acceptable terms; the ability to retain skilled management and staff; currency, exchange and interest rates; the availability of financing opportunities, risks associated with economic conditions, dependence on management and conflicts of interest. The preceding list is not exhaustive of all possible factors. All factors should be considered carefully when making decisions with respect to the Company. Readers should not place undue reliance on the Company's forward-looking statements, as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that such forward-looking statements will materialize. Unless required by applicable securities laws the Issuer disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, see "Risk Factors".

While the Company considers these assumptions may be reasonable based on information currently available to it, these assumptions may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in the section titled "Risk Factors".

COMPANY BACKGROUND

Sprout AI Inc. (the "Company" or "Sprout AI") was incorporated on August 25, 2020, under the Business Corporations Act in British Columbia. On June 1, 2021, the Company changed its name from 1262803 B.C. LTD. to Sprout AI Inc. upon closing of its acquisition of Sprout AI S.A. ("Sprout SA"). Sprout AI is a vertical farming technology company in the business of planning, designing, manufacturing and/or assembling sustainable and scalable AI-controlled vertical cultivation equipment for indoor vertical farming. The Company's habitats utilize vertical automated fogponic technology and are designed to operate within high density urban settings with access to limited power and water. The Company trades on the Canadian Stock Exchange under the symbol BYFM.

Sprout AI S.A. ("Sprout"), the Company's Panama subsidiary, is a limited liability company incorporated on November 19, 2018, in the Republic of Panama through Public Deed No. 30280. The registered office of Sprout is located in Panama Viejo Business Center. "Sprout" was registered in the Panama Pacifico Special Economic Area according to the Administrative Resolution No. 339-19 on October 7, 2019. On May 29, 2024, through Administrative Resolution No. 166-2024, was canceled the registration 472 for the Panama Pacifico area, granted under Resolution 339-19, thereby confirming the exit from the Panama Pacifico free zone regime.

Beyond Farming Panama, S.A. ("BYFMSA") is a limited liability company incorporated on May 20, 2024, in the Republic of Panama through Public Deed No. 3642. The registered office of "BYFMSA" is located at The Panama Viejo Business Center Galey 7, Parque Lefevre, Republic of Panama. The company's primary activity is the cultivation of food products using AI-controlled vertical cultivation equipment.

Sprout AI Australia PTY Ltd. ("SAPTY") is a company limited by shares, incorporated on September 6, 2021, in Australia through the corporation Act 2001, ACN 653 452 905. The registered office is located at Suite 46-47, Level 3 Building 2, 1 Ricketts Road, Mount Waverley VIC 3149.

On December 8, 2020, the Company signed a Securities Exchange Agreement (the "Definitive Agreement") with Sprout SA and the shareholder of Sprout SA, to acquire all of the outstanding securities of Sprout SA in consideration for i) 50,000,000 common shares of the Company (issued on June 1, 2021) and ii) 10,000,000 performance-based share purchase warrants of the Company (granted on June 1, 2021). Each warrant will entitle the holder to purchase an additional common share of the Company at an exercise price of $0.17 CAD for a period of three years. These warrants vast as follows:

a. One third vesting upon the Company realizing $3,000,000 in total revenue;
b. One third vesting upon the Company realizing $6,000,000 in total revenue; and
c. One third vesting upon the Company realizing $9,000,000 in total revenue.

The above transaction constitutes a reverse takeover ("RTO") of the Company with Sprout SA being the acquirer for accounting purposes.

COMPANY'S OPERATIONS AND OUTLOOK

"Sprout" operations are located in Panama, Central America where it's manufacturing facilities are located in Panama Viejo Business Center. Production is conducted at the Company's Centre of Excellence ("COE"). The COE is comprised of both a two-level open office concept as well as a warehouse designed for large-scale manufacturer, quality assurance, packaging, and shipping of Sprout AI habitats. The total building occupies 924.76 mt2.

Sprout AI Inc. is committed to both environmental and social sustainability. Its vision is to be a leader in urban vertical cultivation by ensuring each harvest is of high quality, producing high yield, and is consistent with the last batch to reduce product variability. To accomplish this vision its mission is to develop an innovative and adaptable solution to the regulatory demands relating to quality, traceability, and audit of crop production.

Sprout AI's business model is to plan, design, implement, and support vertical automated fogponic grow habitats designed to operate within high-density urban settings with access to limited power and water.

At the time of the acquisition, the Company provided "Sprout" with bridge financing to fund operations. On the closing of the transaction on June 1, 2021, the Company changed its name to Sprout AI Inc. and the bridge funding was consolidated.

Over the past three years, the Company has completed a number of key initiatives and transactions that have affected the operations of the Company. The key events are as follows:

➢ Amalgamation with TheraCann International approval:

- On May 29, 2023, Sprout AI Inc. entered into an Amalgamation Agreement with TIBC. Under the terms of the Agreement, TIBC will acquire the Company in a reverse takeover structure, whereby the companies operations will be combined. The entities have agreed to Sprout AI well complete a 3.333 to 1 share consolidation prior to the share conversion with TIBC at a ratio of 5.296 Sprout AI shares for 1 TIBC share. This will results in TIBC shareholders owning approximately 70% of the common equity post completion. The arrangement is subject to the regulatory authorities' approval and the Company's shareholder approval.
- **Special Meeting Approval**: On August 30, 2024, 95% of Sprout AI's minority shareholders voted in favor of the amalgamation with TheraCann International Benchmark Corp.
- **Structure and Terms**: This amalgamation is structured as a reverse takeover (RTO). Sprout AI will consolidate its shares on a 3.333-to-1 basis, and TheraCann shareholders will receive 5.296 Sprout AI shares for each TIBC share. Upon closing, TheraCann shareholders will hold 70% of the resulting entity.
- **Expected Outcomes**:
    - Immediate resumption of Sprout AI share trading under the new Beyond Farming (BYFM) entity.
    - Increased market visibility and investor engagement post-listing.

Expressed in US Dollars

- **Financing Commitments**

- **GEM Share Subscription Facility**: In October 2024, Global Emerging Markets (GEM) signed a non-binding term sheet to provide BYFM with a USD $50M financing facility. The facility will become available post-amalgamation and will remain open for three years.

- **Emirate Development Bank (EDB)**: In November 2024, EDB agreed to finance up to 80% of BYFM's UAE projects, under favorable long-term debt terms (1% + SPFR, 10-year term, one-year grace). BYFM is now reviewing three UAE projects for execution.

- **Strategic Land-for-Equity and Facility Development**

- **Capira, Panama**: On July 19, 2024, The subsidiary TheraCann International Benchmark Corp. secured 5 hectares near Panama City via a US$2.65M share swap., Construction of a 7,665 m² facility, capable of producing 294,000 kg annually, is expected by 2026. The project targets $11M revenue, $5M profit, 62% EBITDA.

- **Product Development**

- **Mushroom Integration**: In February 2025, Sprout AI successfully validated production of five mushroom varieties grown in shared racks with vegetables and berries—proving safety, efficiency, and non-contamination.

- **Habitat Versioning and show room**: Sprout AI Habitat v3 reduced build costs from $11,900 to $8,017. The company targets $5,000 per unit to shorten ROI to under two years depending on crop type. As part of its commercialization strategy, the Company expects to have 68 Habitat V3 units installed in the showroom by Q3 2025.

Financial statement readers should note that the above statements may contain forward looking information and/or assumptions and actual results may vary from the forward-looking information presented. In order to deliver on the contracts mentioned, the Company will face several risk factors such as obtaining supplies and financing to complete the order and standard manufacturing completion risks all of which may cause actual results to differ materially from the forward-looking information. This is also the case with any press releases issued by the Corporation on operations.

FINANCIAL PERFORMANCE

SELECTED FINANCIAL INFORMATION

	2025	2024	2023
Total Revenue	**79**	240,703	884,016
Net income/(loss) for the year	**(1,152,744)**	(1,185,845)	(1,328,644)
Net income/(loss) per share	**(0.01)**	(0.01)	(0.01)
Capital expenditures net of dispositions	**(26,266)**	(105,721)	(250,860)

	2025	2024	2023
Total assets	**1,216,664**	1,466,592	2,109,957
Total long term financial liabilities	**463,062**	505,401	1,205,422
Total Liabilities	**6,420,236**	5,517,419	4,974,939
Working Capital	**(5,487,225)**	(4,518,113)	(3,394,245)

RESULTS OF OPERATIONS

The following paragraphs provide information about the results of the Company's on-going operations for the three months and year ended January 31 2025.

Revenue

For the three months ended January 31, 2025, the Company generated revenue of $Nil as compared to $60,287 revenues for same periods of 2024.

For the year ended January 31, 2025, the Company generated revenue of $79 as compared to $240,703 revenues for the year ended January 31, 2024.

Expressed in US Dollars

Revenue is primarily generated from the sale of products in habitat manufacturing and management and consulting services from related parties.

Net Loss for the period-end

For the three months ended January 31, 2025, the Company recorded a net loss of $222,460 as compared to an net loss of $194,467 in the same period of 2024.

For the year ended January 31, 2025 the Company recorded a net loss of $1,152,744 as compared to a net loss of $1,185,845 for the year ended January 31, 2024. The losses were primarily as a result of payroll expenses, professional fees and general and office administration costs.

Depreciation expense

Depreciation expense on capital assets for the three months ended January 31, 2025, was $46,028 as compared to $118,497 in the same period of last year.

For the year ended January 31, 2025 depreciation expense was $252,191 as compared to $362,012 for the year ended January 31, 2024. The Company's depreciation relates to the equipment owned at the manufacturing facility in Panama as well as the depreciation of the Company's right of use assets and intangible assets.

Capital expenditures:

The following table shows the Company's capital additions for the year ended January 31, 2025:

	Capital expenditures
Equipment	1,962
Total property and equipment additions	**1,962**
Product development	6,674
Patent	17,870
Total intangible assets additions	**24,544**

SUMMARY OF QUARTERLY RESULTS

The following table summarizes the operation results for the past quarters since incorporation:

Quarter Ended	Total Assets	Working Capital	Shareholders' Equity	Revenue	Net Loss	Loss per Share
January 31, 2025	1,216,664	(5,487,225)	(5,203,571)	0	(222,460)	0.002
October 31, 2024	1,278,293	(5,269,614)	(4,981,110)	0	(329,129)	0.002
July 31, 2024	1,349,989	(5,036,506)	(4,718,646)	0	(283,764)	0.003
April 30, 2024	1.441,343	(5,015,584)	(4,434,880)	79	(317,391)	0.003
January 31, 2024	1,466,592	(4,518,113)	(4,050,827)	60,287	(194,467)	0.002
October 31, 2023	2,028,925	(4,395,777)	(3,653,087)	60,159	(323,344)	0.004
July 31, 2023	2,073,219	(4,170,825)	(3,274,366)	60,206	(318,685)	0.004
April 30, 2023	2,369,709	(3,763,842)	(3,274,366)	60,051	(349,349)	0.004

During the quarters presented above and subsequent to the initial round of funding by the Corporation, Sprout was building its manufacturing facilities, developing its technology and constructing habitats for its own use as floor models and for its initial contract in Zimbabwe. As a result, the Company had minimal revenue during these periods and losses created from the growth activities and listing expenses for the RTO and CSE listing. In addition, it received capital injections from its related company, TheraCann International Benchmark Corp, which has been recorded through inter-company transfers and as a result generated negative working capital.

LIQUIDITY AND CAPITAL RESOURCES

Capital management

The Company considers its capital to be the main component of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its business and maintain the necessary corporate and administrative functions to facilitate these activities. The Company will finance its future activities with debt, equity, hybrid securities and funds from operations.

Expressed in US Dollars

Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

Cash and Working Capital

	January 31, 2025	January 31, 2024
Deficit	**(11,965,513)**	(10,812,769)
Working capital	**(5,487,225)**	(4,518,113)
Cash	**1,151**	6,812

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing or deposits will be favorable. The Company may seek additional financing through debt or equity offerings for the purposes of international expansion, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

Operating Activities

Net cash used in operating activities for the year ended January 31, 2025, was $993,199 compared to $1,083,453 in the year ended January 31, 2024. The Company is focusing on ramping up operations during the period and incurred operating expenses as discussed above.

Investing Activities

Net cash used in investing activities for the year ended January 31, 2025, was $26,266 split between cash invested on product development and property and equipment. In year ended January 31, 2024, the Company had cash used in investing activities of $105,721 mostly due to cash invested on product development and property and equipment.

Financing Activities

Net cash provided by financing activities during the year ended January 31, 2025, was $1,013,804. Proceeds of $694,800 received for a related party loan payable, as well as an increase due to related parties, offset by repayment of lease liabilities and loan payable. In the year ended January 31, 2024, the Company had cash provided by financing activities of $1,168,216 as the Company received proceeds from a loan payable offset by repayment of lease liabilities and decrease in due to related parties.

OUTSTANDING SHARE DATA

The common shares of the Company were put on a trading halt on April 6, 2022 as a result of missed filing dates and the revocation of the CTO was made on December 22, 2022. The Company shares are listed on the CSE under the symbol "BYFM" and US OTC stock market under the symbol "BYFMF"

.As at January 31, 2025 the Company had 90,964,806 shares issued and outstanding (January 31, 2024 – 90,964,806).

The following is a summary of the share transactions since inception:

	Number of common shares	**Amounts**
At January 31, 2023, 2024 and 2025	**90,964,806**	**6,009,390**

RELATED PARTY TRANSACTIONS

a) Transactions with key management personnel

Transactions with key management personnel of the Company include certain members of the Company's executive management team and the Board of Directors which have the responsibilities for strategic planning, oversight and control of the Company. During the year, the total compensation paid to executive management team and Board of Directors amounted to $115,649 (2024 - $346,928).

b) Other related party transactions

Expressed in US Dollars

During the year, the Company received revenue from TheraCann International Benchmark Corp., an entity controlled by an officer of the Company, in the amount of $Nil (2024 $143,133) for management and consulting services provided during 2025.

During the year, the Company received other revenue from One System One solution, S.A., an entity controlled by an officer of the Company, in the amount of $Nil (2024 - $97,017) for software development services provided during 2025.

During the year, the Company was charged a software licensing fee in the amount of $10,497 (2024 - $45,487) by One System One Solution, S.A., an entity controlled by an officer of the Company.

During the year, the Company was charged $80,186 (2024 - $320,742) by TheraCann International Benchmark Corp., an entity controlled by an officer of the Company, in connection with the Company's premises sublease.

During the year, the Company received proceeds from related party loan in the amount of $694,800 (2024 – $1,000,000) from TheraCann International Benchmark Corp., an entity controlled by an officer of the Company.

Included in accounts payable are $44,886 (2024 - $36,398) payable to an officer of the Company, received to facilitate the Company's operation.

As at January 31, 2025 and 2024, the Company had amounts due from (to) related parties, which are controlled by an officer of the Company.

Due from related parties	**2025**	2024
Theracann Canada Benchmark Ltd.	**55,242**	33,673
ETCH BioTrace, S.A.	**45,296**	44,884
One System One Solution, S.A.	**202,215**	210,363
TheraCann Africa Benchmark Corporation	**562**	562
	303,315	**289,482**

Due to related parties	**2025**	2024
Theracann International Benchmark Corporation	**2,803,568**	2,395,572
Theracann Australia Benchmark Pty Ltd.	**124,292**	118,675
Theracann Canada Inc.	**746**	4,113
	2,928,606	2,518,360

The amounts due from/to related parties are from companies that are owned or controlled by the majority shareholder. The amounts due from/to related parties are unsecured, non-interest bearing and due within 12 months.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Several amendments to existing accounting standards became effective January 31, 2025, and were first adopted by the Company during this period end.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

The preparation of consolidated financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the balance sheet date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained and are subject to change. The Company's accounting policies and estimates used in the preparation of the consolidated financial statements are considered appropriate in the circumstances but are subject to judgments and uncertainties inherent in the financial reporting process. In preparing these MD&A, management has made significant assumptions regarding the circumstances and timing of the transactions contemplated therein, which could result in a material adjustment to the carrying amount of certain assets and liabilities if changes to the assumptions are made.

Expressed in US Dollars

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, due from related parties, accounts payable and accrued liabilities, loan payable, related party loan payable, and due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to credit, liquidity or market risks arising from these financial instruments.

Credit risk and economic dependence

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to credit risk on the accounts receivable from its customers and due from related parties. In order to reduce its credit risk, the Company has adopted credit policies which include the analysis of the financial position of its customers and regular review of their credit limits. As at January 31, 2025, Nil% (2024 - 100%) of the contracted revenues are from Nil (2024 - two) related companies.

As of January 31, 2025, the Company had $303,315 (2024 - $289,482) of financial assets carried at amortized cost which were subject to expected credit loss assessment in accordance with IFRS 9. The Company had determined $Nil (2024 - $Nil) for the allowance for expected credit loss.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company has historically relied upon equity financings to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipates it will need additional capital in the future to finance ongoing operations, such capital to be derived from the exercise of outstanding warrants and/or the completion of other equity financings. The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to fund its operations, although the Company has been successful in the past in financing its activities through the sale of equity securities.

The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and operational success. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

While the Company has been successful in securing parent company loans in the past, there is no assurance that it will be able to do so in the future. All the Company's liabilities, with the exception of the lease liabilities and non-current portion of the long term debt, are due within the next 12 months

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents. No securities commission or regulatory authority has reviewed the accuracy of the information presented herein.

January 31, 2025	0 - 12 months	1 - 3 years	3 - 5 years	Beyond 5 years	Indefinite maturity	Total
Financial assets						
Financial assets at FVTPL	**1,151**	**0**	**0**	**0**	**0**	**1,151**
Financial assets at amortized cost	**303,315**	**0**	**0**	**0**	**0**	**303,315**
Total	**304,466**	**0**	**0**	**0**	**0**	**304,466**
Financial liabilities						
Financial liabilities at amortized cost	**5,206,028**	**463,062**	**0**	**0**	**0**	**5,669,090**

January 31, 2024	0 - 12 months	1 - 3 years	3 - 5 years	Beyond 5 years	Indefinite maturity	Total
Financial assets						
Financial assets at FVTPL	6,812	0	0	0	0	6,812
Financial assets at amortized cost	289,482	0	0	0	0	289,482
Total	296,294	0	0	0	0	296,294
Financial liabilities						
Financial liabilities at amortized cost	4,164,781	505,401	0	0	0	4,670,182

Expressed in US Dollars

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk.

Foreign currency risk is the risk is the risk to the Company's earnings that arises from volatility in foreign exchange rates. The Company may have contracts with clients to receive fees in currencies other than its measurement currency. This may have an adverse effect on the value of future revenues and assets dominated in currencies other than the United States Dollars, absent any Company specific event.

Included in the undernoted accounts are the following Canadian dollar balances:

	January 31, 2025	January 31, 2024
Cash	**313**	2,929
Due from related parties	**74,078**	35,112
Account payable	**456,037**	463,910

Interest rate risk

The Company has deposits in financial institutions. The Company is exposed to reductions in interest rates, which could impact expected current and future returns. As at January 31, 2025, the amount of $1,151 (2024 - $6,812) was held in deposits with financial institutions.

January 31, 2025	Floating Rate Financial Instruments	Fixed Rate Financial Instruments	Non-interest bearing	Total
Financial assets				
Financial assets at FVTPL	**1,151**	**0**	**0**	**1,151**
Financial assets at amortized cost	**0**	**0**	**303,315**	**303,315**
	1,151	**0**	**303,315**	**304,466**
Financial liabilities				
Financial liabilities at amortized cost	**0**	**551,184**	**5,117,906**	**5,669,090**

January 31, 2024	Floating Rate Financial Instruments	Fixed Rate Financial Instruments	Non-interest bearing	Total
Financial assets				
Financial assets at FVTPL	6,812	0	0	6,812
Financial assets at amortized cost	0	0	289,482	289,482
	6,812	0	289,482	296,294
Financial liabilities				
Financial liabilities at amortized cost	0	528,004	4,142,178	4,670,182

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest risk or currency risk. The Company is not exposed to any other price risk.

Fair value measurements of financial assets

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's accounts payable and accrued liabilities, loan payable, and due from/to related parties approximate their carrying value due to their short term in nature. The Company's cash is measured at fair value using Level 1 inputs.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RISKS AND UNCERTAINTIES

The following are certain factors relating to the Company's business which prospective investors should carefully consider before deciding whether to purchase common shares in the Company's authorized capital. These risks and uncertainties are not the only ones we are facing. Additional risk and uncertainties not presently known to us, or that we currently deem immaterial, may also impair our operations. If any such risks actually occur, the business, financial condition, liquidity and results of our operations could be materially adversely affected.

Risk Factors

We may need to raise further capital

Our business strategy is based in part on the scalability of our operations. In order to expand our operations, we will need to raise additional funds in the future, and such funds may not be available on commercially reasonable terms, if at all. If we cannot raise enough funds on acceptable terms, we may not be able to fully implement our business plan, take advantage of future opportunities, or respond to competitive pressures or unanticipated requirements. This could seriously harm our business, financial condition and results of operations.

Related Party

TheraCann owns approximately 53% of the outstanding common shares, giving legal control of the Company. TheraCann will be able to exert control on all matters requiring shareholders' approval and strategic operations of the Company.

Key Personnel Risk

Our success will depend on our directors and officers to develop our business and manage our operations, and on our ability to attract and retain key quality assurance, scientific, sales, public relations and marketing staff or consultants once operations begin. The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on our business. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense and no assurance can be provided that we will be able to attract or retain key personnel in the future, which may adversely impact our operations.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents. No securities commission or regulatory authority has reviewed the accuracy of the information presented herein.