

This Management's Discussion and Analysis ("MD&A") provides an overview of Hapbee Technologies, Inc.'s ("Hapbee" or the "Company") financial and operational results for the quarter ended March 31, 2025. It should be read in conjunction with the un-audited consolidated financial statements and notes for the quarters ended March 31, 2024, and the audited consolidated financial statements and notes ending December 31, 2024, and the annual MD&A for the year ended December 31, 2024. These financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are presented in U.S. dollars unless otherwise indicated.

### **Forward-Looking Statements**

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements within the meaning of applicable securities laws. The Company's actual results may differ significantly from those anticipated in the forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by law, Hapbee undertakes no obligation to release the results of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events. Forward-looking statements include, but are not limited to, statements regarding future price levels, success of technology development, success of marketing and product adoption, development timelines, currency fluctuations, requirements for additional capital, unanticipated expenses, trademark or patent disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation.

In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance, or achievements of Hapbee to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the integration of acquisitions; future price levels; accidents, labor disputes and other risks of the technology industry; delays in obtaining approvals or financing. Although Hapbee has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Additional information relating to Hapbee, including the various risk factors that may cause the actual results, performance or achievements of Hapbee to be materially different from any future results, performance or achievements expressed or implied by

the forward-looking statements referenced above, can be found under Hapbee's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca)

## **History of Hapbee**

Hapbee is a company incorporated on January 3, 2019, under the Business Corporations Act (British Columbia). The head office is located at 1771 Robson Street, Suite 1427, Vancouver, BC V6G 3B7. Registered and Corporate office is located at 4060 Sainte-Catherine Street West Suite 600, Westmount, Quebec H3Z 2Z3. The Company's principal business activity is to commercialize wellness technologies and products through the sale of hardware, subscriptions, enterprise licenses and royalty agreements using electromagnetic signals that deliver one or more ultra-low radio electromagnetic frequencies to produce sleep, performance, and mood-enhancing effects.

On December 31, 2024, Hapbee has 198,105,583 Subordinated Voting Shares issued, and outstanding and 450,000 Multiple Voting Shares issued and outstanding.

On March 31, 2025, Hapbee has 210,629,083 Subordinated Voting Shares issued, and outstanding and 450,000 Multiple Voting Shares issued and outstanding.

## **Business of Hapbee**

The Company develops, markets, and sells subscriptions and licenses to a wearable wellness platform and products that enhance the human experience through electro-magnetic technology. Our current hardware products, the Hapbee Neckband, the Hapbee Smart Sleep Pad and the Immersive Mattress Topper are devices that "play" or deliver unique magnetic signals that digitally emulate the effects of compounds that would otherwise be ingested into the body. The effects fall under three broad categories including: Sleep, Performance, and Mood. Hapbee-enabled devices are controlled with a subscription to the Hapbee App available on both iOS and Android smartphones. There are many signal frequencies available on the Hapbee App with potentially hundreds of different sensations that can be produced using Hapbee's patented ultra-low radio frequency energy (uIRFE®) technology.

EMulate Therapeutics, Inc ("EMulate") is a disruptive platform technology company with multiple market opportunities. They have received 47 global patents on technologies relating to the Hapbee Wearable Wellness Product. EMulate invented and patented uIRFE technology that uses precisely targeted ultra-low radio frequency energy to specifically regulate metabolic pathways on the molecular and genetic levels – without chemicals, radiation or drugs – delivered via simple-to-use, non-sterile, non-invasive, non-thermal, non-ionizing devices.

While EMulate remains focused on medical devices, Hapbee has acquired exclusive global licenses to adapt and commercialize the uIRFE technology for a non-medical consumer product for the wellness industry.

## Overall Performance

Following up on the positive momentum seen in Q4, 2024, the Company realized a further acceleration of growth in Q1 2025, with increases across most key growth indicators.

- **Net revenue this quarter increased by 141%** as compared to the previous quarter (Q4, 2024) and increased by 114% as compared to the same period year prior (Q1, 2024).
- **Net device units sold in the quarter increased by 49%** (1,404 units sold vs 941 in the previous quarter - Q4, 2024) and an **increase of 315% sold in the same period the prior year** (338 units sold - Q1, 2024).
- **Operational Expenditures in the quarter decreased by 62%** as compared to the previous quarter (Q4, 2024).

This continued momentum from Q4 2024 was again driven by increased consumer demand and device revenue, higher AOV and increased subscriber revenue. Social media initiatives with Gary Brecka (global bio-hacker), Jaylen Brown (Boston Celtics) and Jason Kidd (Dallas Mavericks) were launched and resulted in increased awareness and sales.

The Company **revised its marketing messaging to focus on seven of the most predominant wellness challenges facing consumers** – sleep, focus, stress, anxiety, energy, body aches/strains and dependency on caffeine, smoking and vaping. This focus is aligned across the revamped Hapbee website, Hapbee App and marketing messaging. Feedback from consumers has been very positive across all platforms.

The Company also continued to advance product development (Mobile App, Frequency Assortment Intensity and Devices). **The newly designed Hapbee App was launched in Q2 2025**, with the recently launched sleep-focused subscription included for purchase. As a result of increased accessibility of memberships and other product improvements, the company anticipates significantly increased subscription revenue through the upcoming quarters in 2025.

The Company undertook a deliberate operational restructuring in Q1 aimed at streamlining overhead and aligning its cost base to drive increased profitability. **This resulted in a 62% overall reduction in operating expenditures compared to Q4 2024**. Significant efficiencies were realized across several key categories: consulting fees were reduced by 53%, general and administrative costs declined by 65%, product development costs dropped by 66% and professional fees were down 98% quarter-over-quarter, reflecting a consolidation of external advisory services. These measures reflect Hapbee's disciplined shift toward a leaner operating model that preserves capital for high-impact initiatives, such as product development of our next generation devices and marketing and sales initiatives. The Company anticipates costs to be further reduced through 2025 as the Company's cost saving measures continued to be applied and expanded. Capital has also been reallocated to product development costs as the Company works towards prototyping and production of the next generation of product offerings, also anticipated to be launched in 2025.

Gross margins also saw an improvement in the quarter as average price points for device sales increased with cost of goods remaining stable. The Company will continue to work towards further reducing its costs of finished goods as well as seeking out opportunities for lower component costs.

The following discussion of Hapbee's overall financial performance is based on the unaudited consolidated financial statements for the quarter-ended March 31, 2025, as well as the year-ended December 31, 2024.

The statement of financial position as at March 31, 2025, indicated a cash balance of \$281,852 (YE 2024 – \$132,274), receivables of \$352,394 (YE 2024 – \$251,175), inventory of \$98,991 (YE 2024 – \$264,891), and prepaid expenses of \$381,645 (unchanged from YE 2024). Intangible assets stood at \$1,177,625 (YE 2024 – \$1,196,750). The total assets increased marginally to \$2,292,427 (YE 2024 – \$2,226,735), reflecting higher receivables and cash, offset by reduced inventory and amortization of intangible assets.

Liabilities as at March 31, 2025, totaled \$6,103,016 (YE 2024 – \$6,347,728), primarily driven by increases in loans payable and accounts payable and accrued liabilities. Warrant liability decreased to \$1,329,081 (YE 2024 – \$1,583,842), reflecting a positive fair value adjustment. Convertible debentures – deferred compensation decreased to \$1,352,776 (YE 2024 – \$1,499,597).

Shareholders' equity stood at negative \$3,810,589 (YE 2024 – negative \$4,120,933), with share capital at \$20,105,371 (YE 2024 – \$19,595,748) reserves at \$6,682,628 (YE 2024 - \$6,702,863, and accumulated deficit increasing to \$30,598,588 (YE 2024 – \$30,419,604).

During the quarter ended March 31, 2025, Hapbee reported a net loss and comprehensive loss of \$178,984 or \$0.01 basic and diluted loss per share, compared to a net loss of \$658,421 (\$0.01 basic and diluted loss per share) for the same period in 2024.

Key expenses for the quarter included:

- Consulting fees of \$250,227 (Q4 2024 – \$573,579)
- Product development costs of \$178,924 (Q4 2024 – \$612,075)
- General and administrative expenses of \$140,370 (Q4 2024 – \$749,597)

Share-based compensation expense was \$20,235 in Q1 2025 (Q4 2024 – \$200,805). The Company recognized a positive fair value adjustment of \$214,760 related to its warrant liability.

## Products

### Hapbee Wearables and Immersive Products

Hapbee currently commercializes three devices that allow users to leverage the benefits of Hapbee's bio-streaming technology, they are: the Hapbee Neckband, the Hapbee Smart Sleep Pad and the Immersive Mattress Topper.

- **Hapbee Neckband:** Designed for daytime use while working, traveling, studying or relaxing. The Neckband provides sufficient battery charge for usage to support a full day of activities controlled by the newly designed Hapbee App, such as sleep (particularly while traveling), wake-up/slump (energy), focus (work), stress reduction (calm), strain/headache relief, reducing dependency on smoking, vaping and caffeine, amongst others. The lightweight (4.5 oz) and low-profile design of the Hapbee Neckband allows users to wear the product comfortably and discreetly around their collars or under their shirts.
- **Hapbee Smart Sleep Pad:** Tailored for nighttime use, the Sleep Pad measures 9" x 11" and is made of soft, foldable foam – designed for use under a pillow or behind the neck and back as needed, and foldable for travel. It supports restful sleep and physical recovery through signal playback.
- **Hapbee Immersive Mattress Topper:** The company's **first next-generation wellness device** is designed to transform any bed into a personalized sleep and recovery environment. Currently available for commercial customers only in the hospitality sector, the Immersive Mattress Topper has embedded signal-emitting technology via Hapbee's proprietary frequency blends - specifically those for **sleep, relaxation and recovery** - delivering a 'full body' experience while resting or sleeping. The company anticipates release of a consumer model in 2025.

Hapbee devices work by playing precise electromagnetic signals designed to trigger desired sensations controlled via the Hapbee Mobile App, available on iOS and Android. All Hapbee products are designed to support everyday wellness by using proprietary signal technology to help users manage common lifestyle challenges:

- **Sleep** – Hapbee's Smart Sleep Pad and Neckband deliver relaxation-focused signals that help users wind down, fall asleep faster, and stay asleep longer, supporting more consistent, restful sleep patterns.
- **Focus** – Hapbee's Focus and Productivity signals promote mental clarity and sustained attention, helping users overcome distractions and stay on task throughout the day.
- **Stress** – A range of calming signals are available to help ease daily stress, reduce mental fatigue, and create a greater sense of relaxation and composure.
- **Anxiety** – Hapbee's relaxation-focused blends are designed to help calm the nervous system and support emotional balance, offering users a sense of ease in high-pressure moments.

- **Energy** – The Energy signal lineup helps users feel more alert and engaged without relying on stimulants — an ideal solution for mid-day slumps or non-caffeine energy boosts.
- **Aches, strains, and body pains** – Hapbee signals designed to support physical recovery help users manage daily discomfort from physical exertion, strain, or overuse, complementing post-exercise routines.
- **Dependency – caffeine, smoking, and vaping** – Hapbee offers behavioral support signals that mimic the effects of certain substances like nicotine or caffeine, helping users reduce reliance on external stimulants or habits in a non-chemical, non-addictive manner.

The purchase of a Hapbee device includes a 30-day trial of Hapbee Subscription (All Access or Sleep-Only) that affords the user access to Hapbee vibes, routines, and functionality. Following 30 days, users have the option to sustain their Premium Subscription through an auto-renew all-access monthly plan (@\$19 per month) or annually (@\$149). Q4 also saw the **launch of a Sleep-only subscription plan**, designed to increase accessibility to the millions of people with sleep challenges. The Sleep only Plan provides user subscription access to all Hapbee Sleep vibes and routines for \$10 per month or annually for \$99.

To further elevate the user experience and increase adoption, Hapbee has integrated **artificial intelligence and natural language training** into the app. Users can now **interact with the app conversationally** - asking questions such as:

- “What does this signal do?”
- “Which vibe is best for focus?”
- “Why is my signal not playing?”

The AI assistant is trained on Hapbee’s signal library, device manuals, FAQs, and customer support workflows, allowing it to provide **real-time, accurate responses** for signal guidance, troubleshooting, and optimal usage.

### **Immersive Mattress Topper and Next-Generation Products**

Design and development are underway for the next generation version of the **Hapbee Neckband (V2)**. This next-generation device will feature a more compact, iconic design with improved wearability. The design brief has been to increase user desirability to wear their Neckband V2 as an innovative fashionable accessory while also increasing its efficacy.

The **consumer version of the Immersive Mattress Topper** will feature a focused, simple and elegant solution to promote sleep readiness, restorative sleep and sleep recovery. It will be available in standard bedding sizes and will be AC-powered available for use at any time controlled via the Hapbee App with a customized interface.

Both the Neckband V2 and the consumer version of the Immersive Mattress Topper are in their final stages of development and are slated for commercial release later in 2025.

## Hapbee Manufacturing and Production

Hapbee products are assembled in the U.S. using a mix of domestic and overseas components. In 2022, the Company established a dedicated assembly, distribution, and reverse logistics facility in Torrance, California. To improve cost efficiency and shorten lead times, the Company has partnered with manufacturers in Indonesia to produce components and finished goods for the Sleep Pad. To date, almost 20,000 Hapbee devices have been manufactured. The Company has also launched an Immersive Mattress Topper, tailored for high-end wellness environments such as spas, luxury hotels, and recovery suites. Hapbee does not anticipate tariffs having an impact on its prices or margins.

## Hapbee App and Subscription Platform

The **Hapbee App** is the primary control center for all Hapbee devices, offering access to **60+ curated signals and routines** across various wellness goals. After the free trial period, users may subscribe to either the full-access or sleep-only library via monthly or annual plans.

The app's design and functionality are continuously evolving through collaboration with mobile developers, API/web engineers, and security experts. To date, the app has undergone more than **60 updates**, with future releases focused on improved UX/UI, deeper personalization, and conversion optimization for paid subscriptions.

All signals streamed through the app are **secured using robust encryption protocols**, including AES 128-bit for signal files and RSA/ECDSA 2048-bit keys for communication. Proprietary tools developed using Microsoft .NET Framework and Windows Desktop Platform ensure that both signal data and user information remain secure.

For further protection, **devices are physically sealed via sonic welding** - if tampered with, embedded signals become inoperable.

## Signal Innovation and Insights

The Hapbee App also enables the Company to collect anonymized usage data, helping refine its signal offerings and user experience. Analytics include usage time, duration, and playback preferences. The platform is designed to support future **co-branded signal partnerships** with industries such as hospitality, automotive, transportation, military and healthcare.

New signals can be dynamically added or updated, and each can carry suggested durations and optimized playback parameters. The Company is also developing **Boosted Signals**, which enhance the user experience by amplifying the perceived intensity—adjustable directly within the app.

Additional signals and features are currently in **R&D**, with prioritization driven by direct user feedback.

## Marketing and Distribution

The Hapbee Neckband and the Hapbee Sleep Pad are available for sale on Hapbee's e-commerce website ([www.Hapbee.com](http://www.Hapbee.com)), a growing footprint of Target stores & Target.com and through an expansion network of independent dealers, marketplaces and distributors. The devices can be purchased individually or with monthly or annual subscription plans included.

The Immersive Mattress Topper is currently available to enterprise clients, including hotels, spas, sports teams and wellness clinics. The Company has announced plans to develop a consumer version of the Immersive Mattress Topper which it intends to launch in 2025.

As part of its revamped go-to-market strategy, Hapbee has focused all platforms – website, app, social marketing - on seven core wellness challenges that affect millions of people daily - offering safe, stimulant-free alternatives for better living:

- **Sleep: Nearly 1 in 3 adults report difficulty sleeping** at least a few nights a week (CDC). Hapbee helps users fall asleep faster and stay asleep longer—supporting healthier sleep without pills or sedatives.
- **Focus: An estimated 8 million U.S. adults live with significant focus issues** such as ADHD, yet nearly **75% remain undiagnosed** (National Institute of Mental Health). Hapbee enhances mental clarity and sustained attention, offering a non-pharmaceutical option for those managing everyday focus challenges.
- **Stress: 77% of people report stress** impacts their physical health (American Psychological Association). Hapbee promotes relaxation and composure, helping users manage daily stress more effectively.
- **Anxiety: Over 40 million adults in North America experience anxiety** (NIH). Hapbee provides a non-invasive way to calm the nervous system and support emotional balance—especially in high-pressure moments.
- **Energy: 3 in 4 U.S. adults consume caffeine daily** (FDA), often leading to crashes or dependency. Hapbee offers a clean energy boost without the jitters, sugar, or withdrawal.
- **Physical Discomfort: 1 in 5 adults suffer from chronic pain** (CDC). Hapbee supports recovery and relief from aches and strains, making it ideal for post-exercise recovery or everyday tension.
- **Dependency (Caffeine, Smoking, Vaping): Over 60% of smokers want to quit, and caffeine overuse is rising** (WHO/FDA). Hapbee mimics the effects of common stimulants, helping users reduce reliance without chemicals or addictive side effects.

Hapbee has also established brand relationships with several high-profile brand ambassadors in sports, media and wellness – including Jaylen Brown (Boston Celtics), Jason Kidd (Dallas Mavericks), Jose Calderone (Cleveland Cavaliers/Toronto Raptors), Gary Brecka (Global Bio Hacker), Dave Asprey and Ben Greenfield among others. The company continues its work with military veteran organizations such as The Grey Team to help mitigate issues related to veteran suicide and re-integration. The ambassadors help Hapbee establish new relationships with teams, companies and other high-profile ambassadors and they actively promote their own Hapbee journeys through their expansive social media platforms. We anticipate continuing to see the impact on revenues in Q2 2025 and beyond.



## **Research and Development**

To date, Hapbee has spent more than \$3 Million on the design, engineering and creation of the Hapbee devices and the Hapbee App. Management has planned ongoing form factor and application development to increase the portfolio of sensations that are available to users. Comprehensive updates on both are planned for the next quarter.

Over the next 12 months, Hapbee's goal is to release new functionality and integrations. Currently there are additional signals in evaluation stages while other signals are being investigated regarding optimizing their strength. The company anticipates releasing these 'boosted' signals and additional functionality in the next quarter.

With the advent of new material such as flexible battery and circuit electronics and electronics integrated into washable fabrics, Hapbee is considering developing form factors for activity specific application such as a helmet or a yoga mat for relaxation or a pillowcase for sleep as well as recovery.

## **Intangible Assets**

The Company capitalized the acquisition costs of licenses and development costs related to the design and development of the product prototype.

### **(a) Licenses**

License Agreement for sensory technologies

On March 29, 2019, Hapbee acquired a license from EMulate. The Company paid an up-front fee of \$1,500,000 for this license. The Company accrues a royalty on quarterly basis, due to EMulate, equal to 20% on the net income from the sale of the authorized product containing cognate signals. In exchange, Hapbee obtained from EMulate certain exclusive rights and licenses to develop, use, import, and commercialize consumer digital products using EMulate's technology. The license has an initial term of 20 years from the effective date.

Pursuant to amendments to the License Agreement with Emulate, the effective date of the License Agreement was changed to October 26, 2020. All other terms remain unchanged.

On October 30, 2019, Hapbee acquired another license from EMulate. The Company paid an up-front fee of \$30,000 for this license. The royalty rate on the first \$10,000,000 will be 20% on the net income from use of the authorized product containing cognate signals. In exchange, Hapbee will obtain from EMulate certain exclusive rights and licenses to develop, use, import, and commercialize consumer digital products using EMulate's technology. This license also has a term of 20 years from the effective date.

Pursuant to amendments to the License Agreement with Emulate, the effective date of the License Agreement was changed to October 26, 2020. All other terms remain unchanged.

On April 21, 2021, Hapbee acquired another license from EMulate. The Company paid an up-front fee of \$10,000 for this license. The Company will pay EMulate, on a quarterly basis, 20% royalties on the net income from sales, lease or rental of the authorized product containing cognate bedtime signals. The royalty rate on the first \$10,000,000 will be 20%. In exchange, Hapbee will obtain from EMulate certain exclusive rights and licenses to develop, use, import, and commercialize consumer digital products using EMulate's technology. The license has a term of 20 years from the effective date.

On July 29, 2021, Hapbee acquired another license from EMulate. The Company paid an up-front fee of \$10,000 for this license. The Company will pay EMulate, on a quarterly basis, 20% royalties on the net income from sales, lease or rental of the authorized product containing cognate bedtime signals. The royalty rate on the first \$10,000,000 will be 20%. In exchange, Hapbee will obtain from EMulate certain exclusive rights and licenses to develop, use, import, and commercialize consumer digital products using EMulate's technology. The license has a term of 20 years from the effective date.

#### **(b) Development Costs**

During the Q1 2025, Hapbee incurred development costs of \$Nil (2024: \$Nil) related to the developing an augmentative wearable product that emulates normal molecular interactions in the body through small, specific magnetic fields.

The following table outlines Hapbee's intangible assets as at March 31, 2025:

	<b>March 31, 2025</b>	<b>December 31, 2024</b>
	\$	\$
License Agreement for certain sensory technologies	1,500,000	1,500,000
License Agreement for certain sensory technologies	30,000	30,000
License Agreement for certain sensory technologies	20,000	20,000
Development costs capitalized	-	1,079,980
Development Cost- Impairment expense	-	(449,993)
Accumulated amortization of intangible assets - license fees	(372,375)	(353,250)
Accumulated amortization of intangible assets - development costs	-	(629,987)
	<b>1,177,625</b>	<b>1,196,750</b>

## Summary of Quarterly Results

The following table sets out selected unaudited quarterly financial information of Hapbee for the eight most recent quarters of operation. This information is derived from unaudited quarterly financial statements prepared by management. The financial data for the quarters ended from June 30, 2023 to March 31, 2025, are prepared in accordance with IFRS.

	2 <sup>nd</sup> Quarter 2023 June 30, 2023	3 <sup>rd</sup> Quarter 2023 September 30, 2023	4 <sup>th</sup> Quarter 2023 December 31, 2023	1 <sup>st</sup> Quarter 2024 March 31, 2024	2 <sup>nd</sup> Quarter 2024 June 30, 2024	3 <sup>rd</sup> Quarter 2024 September 30, 2024	4 <sup>th</sup> Quarter 2024 December 31, 2024	1 <sup>st</sup> Quarter 2025 March 31, 2025
Total revenues	\$837,799	\$230,575	\$303,966	\$197,893	\$127,784	\$151,196	\$171,801	\$414,038
Net loss from continuing operations	(\$1,039,231)	(\$835,127)	(\$518,793)	(\$659,589)	(\$938,441)	(\$1,143,392)	(\$1,679,022)	(\$393,744)
Net loss from continuing operations per common share outstanding – basic & diluted	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)
Net income (loss)	(\$1,009,231)	(\$436,834)	(\$394,764)	(\$658,421)	(\$1,856,316)	(\$1,275,332)	(\$1,443,987)	(\$178,984)
Net income loss per common share outstanding – basic	(\$0.01)	(\$0.01)	\$0.01	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)

Overall, amortization of intangible assets, consulting fees, general and administrative (including advertising and marketing), interest accretion and expense on convertible debentures, product development costs, professional fees, and share-based compensation were the major components that caused variances in net losses from quarter to quarter.

## First Quarter 2025

### Liquidity and Capital Resources

As at March 31, 2025, Hapbee had working capital of negative \$2,105,140 (Q4 2024 - negative \$2,073,107). Cash as at December 31, 2024, was \$281,852 (Q4 2024 - \$132,274).

During the quarter ended March 31, 2025, Hapbee received proceeds of \$NIL (Q4 2023 - \$NIL) from common shares issuances and \$NIL (2024 – NIL) from convertible debentures issuances.

The Company has financed its operations to date primarily through the issuance of its shares and convertible debentures. The Company believes that it has sufficient working capital for its short-term corporate obligations, but additional capital will be required for future operations until sufficient revenue can be generated from Hapbee's sales of its wearable wellness products. As Hapbee cannot predict the time that revenue will exceed expenses, Hapbee continues to seek capital through various means including the issuance of equity and/or debt.

The Company's financial success will be dependent upon the extent that it can complete development of its current product and the user absorption the product receives. Such development may take longer than expected and the amount of resulting revenue, if any, is difficult to determine. The value of the core product is largely dependent upon many factors beyond Hapbee's control.

### Off Balance Sheet Transactions

There are currently no off-balance sheet arrangements that could have a material effect on current or future results of operations, or the financial condition of Hapbee.

### Related Party Transactions

The following are aggregate values of transactions, recorded on an accrual basis. They relate to key management personnel and entities over that they have control or significant influence. Amounts will be settled in cash or equity or a combination of both forms of compensation:

		For the quarter-ended March 31, 2025	For the quarter-ended December 31, 2024
	Notes	(\$)	(\$)
EMulate Therapeutics Inc. – Royalty Fees	(a)	8,495	489,388
Les Consultants Shtern Inc.	(b)	120,000	150,000
MK & Associates	(c)	30,896	30,000
4114566 Canada Inc.	(d)	41,685	60,000
David Hoppenheim	(e)	29,039	48,000
Brian Mogen	(f)	49,800	54,000
Alchemy Global	(g)	30,000	250,000
Madeeha Mirza	(h)	30,000	74,000

- (a) EMulate Therapeutics Inc., an entity which has significant influence on the Company charged royalty fees. See note 5.
- (b) Les Consultants Shtern Inc., an entity owned by Yona Shtern, the new CEO charged consulting fees to the Company.
- (c) MK & Associates, an entity controlled by the Company's Chief Financial Officer, charged consulting fees to the Company.
- (d) 4114566 Canada Inc., an entity controlled by the Company's Corporate Secretary, charged consulting fees to the Company.
- (e) David Hoppenheim is the Chief Operating Officer (COO) of the Company.
- (f) Brian Mogen is the Chief Technology Officer (CTO) of the Company.
- (g) Alchemy Global is an entity controlled by the Company's Chief Commercial Officer (CCO) Rizwan Shah, charged management consulting fees to the Company for CCO services rendered.
- (h) Madeeha Mirza is the Chief Marketing Officer (CMO) of the Company and charged management consulting fees for CMO services rendered.

The following table outlines Hapbee's related party payables (see nature of relationship to Company above):

	March 31, 2025	December 31, 2024
	\$	\$
Les Consultants Shtern	308,248	248,196
MK & Associates	150,587	135,358
4114566 Canada Inc.	171,893	186,906
EMulate Therapeutics Inc.	8,495	489,388
David Hoppenheim	112,230	149,787
Brian Mogen	149,600	185,600
Alchemy Global	260,000	250,000
Madeeha Mirza	74,000	74,000
	1,225,053	1,395,235

### Proposed Transactions

The Company does not currently have any proposed transactions approved by the Board of Directors. All current transactions are fully disclosed in the audited consolidated financial statements for the year ended December 31, 2024.

### Critical Accounting Judgments and Estimates

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments and estimates that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results could differ from these estimates. Revisions to accounting estimates are recognized in the period in that the estimates are revised and in any future periods affected. Information about critical accounting judgments and estimates in applying accounting policies that have the most significant impact on the amounts recognized in the consolidated financial statements are outlined below.

### Share-based payments

The Company makes certain estimates and assumptions when calculating the estimated fair values of stock options granted and warrants issued. The significant assumptions used include estimates of expected volatility, expected life, expected dividend rate and expected risk-free rate of return. Changes in these assumptions may result in a material change to the expense recorded for grants of stock options and the issuance of warrants.

### Deferred income taxes

The Company is periodically required to estimate the tax base of assets and liabilities. Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred

income tax assets and liabilities recorded in the consolidated financial statements. Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period of changes.

Each period, Hapbee evaluates the likelihood of whether some portion or all of each deferred tax asset will not be realized. This evaluation is based on historic and future expected levels of taxable income, the pattern and timing of reversals of taxable temporary timing differences that give rise to deferred tax liabilities, and tax planning initiatives. Levels of future taxable income are affected by, among other things, the market price for commodities, production costs, quantities of proven and probable reserves, interest rates, and foreign currency exchange rates.

### **Going concern**

The determination of Hapbee's ability to continue as a going concern requires Hapbee to make certain judgements about whether Hapbee will be able to realize its assets and discharge its liabilities in the normal course of business. The company is an early-stage technology company and will likely need to raise additional capital in the coming year to continue growth, scaling of operations and funding of future product development.

### **Capitalization of intangible assets**

Management is required to use judgement in determining the economic useful lives of identifiable intangible assets and the capitalization of costs for internally generated intangible assets is subject to judgment including the technical feasibility, timeframe to commercialization, assessment of availability of resources to complete the project, and if economic benefits will be generated from its use. Management is required to use judgement in determining the economic useful lives of identifiable intangible assets. Judgement is also required in identifying indicators of impairment of Hapbee's intangible assets.

### **Change in Accounting Policies including Initial Adoption**

Please refer to Note 3 of Hapbee's audited consolidated financial statements for the year-ended December 31, 2024 for more information regarding Hapbee's significant accounting policies and changes.

### **Financial Instruments and Risk Management**

The Company's financial instruments consist of cash, accounts payable and convertible debentures. The fair values of Hapbee's cash and accounts payable approximate their carrying values, due to their short-term natures. The Company's cash is measured at fair value under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities.

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk, interest rate risk and price risk.

### **Credit risk**

Credit risk is the risk of loss due to the counterparty's inability to meet its obligations. The Company's exposure to credit risk is on its cash. Risk associated with cash is managed through the use of major banks that are high quality financial institutions as determined by rating agencies. Credit risk is assessed as low.

### **Liquidity risk**

Liquidity risk is the risk that Hapbee will encounter difficulties in meeting obligations when they become due. The Company aims to ensure that there is sufficient capital to meet short-term operating requirements, after taking into account Hapbee's holdings of cash. The Company believes that the capital sources will be sufficient to cover the expected cash requirements by obtaining financing through the issuance of debt or shares. Liquidity risk is assessed as high.

### **Market risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices, and foreign exchange rates.

### **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not currently exposed to interest rate risk.

### **Price risk**

The Company is exposed to price risk regarding equity prices. Equity price risk is defined as the potentially adverse impact on Hapbee's ability to obtain equity financing due to movements in individual equity prices or general movements in the level of the stock market. The Company is not exposed to price risk as it has no instruments in publicly held securities.

### **Foreign currency risk**

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign exchange risk as all of its operations are in the United States of America, except for cash held in Canadian Dollars which amounted to \$240,483 Canadian Dollars as at March 31, 2025 (December 31, 2024 – \$134,650), accounts receivable which amounted to \$NIL Canadian Dollars at March 31, 2025 (December 31, 2024 - \$NIL) and accounts payable which amounted to \$213,360 Canadian Dollars at March 31, 2025 (December 31, 2024 - \$382,847).

For a list of additional risk factors that may impact the performance of Hapbee, please refer to "Risk Factors" in the Prospectus available on SEDAR+, [www.sedarplus.ca](http://www.sedarplus.ca)

## **Disclosure of Outstanding Share Data**

The following information relates to share data of Hapbee as at the date of this MD&A:

### **(A) Share capital**

On June 15, 2020, Hapbee amended its articles to change its authorized capital from an unlimited number of common shares, without par value, to an unlimited number of Subordinated Voting Shares, and created a new class of unlimited number of Multiple Voting Shares, all without par value.

#### **Authorized**

The Company's authorized capital consists of (i) an unlimited number of Subordinated Voting Shares, and (ii) an unlimited number of Multiple Voting Shares. The holders of Subordinated Voting Shares are entitled to one vote for each Subordinated Voting share held. The holders of Multiple Voting Shares are entitled to 100 votes for each Multiple Voting Share held.

#### **Voting Rights**

All holders of Subordinated Voting Shares and Multiple Voting Shares are entitled to receive notice of any meeting of shareholders of Hapbee, and to attend, vote and speak at such meetings, except those meetings at that only holders of a specific class of shares are entitled to vote separately as a class under the Business Corporations Act (British Columbia). A quorum for the transaction of business at any meeting of shareholders is two persons present at the meeting, each of whom is entitled to vote at the meeting, and who hold or represent by proxy in the aggregate not less than 5% of the outstanding shares of Hapbee entitled to vote at the meeting.

Each Subordinated Voting Share is entitled to one vote per Subordinated Voting Share; and each Multiple Voting Share is entitled to 100 votes per Multiple Voting Share.

Unless a different majority is required by law or the articles of Hapbee, resolutions to be approved by shareholders require approval by a simple majority of shareholders.

#### **Conversion Rights and Conditions**

Issued and outstanding Multiple Voting Shares, including fractions thereof, may at any time, subject to the FPI Condition (as defined below), at the option of the holder, be converted into Subordinated Voting Shares at a ratio of 100 Subordinated Voting Shares per Multiple Voting Share. Further, the board of directors of Hapbee may determine in the future that it is no longer advisable to maintain the Multiple Voting Shares as a separate class of shares and may cause all of the issued and outstanding Multiple Voting Shares to be converted into Subordinated Voting Shares at a ratio of 100 Subordinated Voting Shares per Multiple Voting Share. The right of the Multiple Voting Shares to convert into Subordinated Voting Shares is subject to certain conditions to maintain the status of Hapbee as a "foreign private issuer" under United States securities laws (the "FPI Condition").



At March 31, 2025, Hapbee has 210,629,083 Subordinated Voting Shares issued, and outstanding and 450,000 Multiple Voting Shares issued and outstanding.

As at the date of this MD&A, Hapbee has 210,629,083 Subordinated Voting Shares issued, and outstanding and 450,000 Multiple Voting Shares issued and outstanding.

### **(B) Stock Options and Restricted Share Units**

The Company has the Stock Option Plan as described above under the heading, "Business to be Transacted at the Meeting – D. Approval of Rolling Stock Option Plan"), and a Restricted Share Unit Plan (the "RSU Plan") that was last amended and approved by the shareholders on December 7, 2022. The Stock Option Plan as proposed and the RSU Plan will comply with the requirements of the Exchange's Policy 4.4 Incentive Stock Options as it relates to Tier 2 issuers. The Company has issued incentive stock options to purchase up to 7,805,000 Subordinate Voting Shares. The Company has made RSU awards for 3,275,000 Subordinate Voting Shares.

During the year ended December 31, 2022, the Company granted an aggregate of 3,275,000 restricted stock units (the "RSU") to officers, directors, key employees and consultants pursuant to the Company's RSU Plan with a fair value of \$0.05 per RSU. The RSU will be vested 1/3 on the 12, 24 and 36 months' anniversary. These units are exercisable until October 15, 2026.

The fair value of RSUs awarded to officers, directors, key employees and consultants was estimated on the dates of award using the fair market value of the Company share price. As at March 31, 2025, the Company has 3,275,000 RSUs issued and outstanding; and 2,183,333 RSUs exercisable.

The Company's RSU Plan, in its current form, is designed to provide certain directors, officers, employees and consultants of Hapbee and its related entities with the opportunity to acquire RSUs to enable them to participate in the long-term success of Hapbee. The purpose of the RSU Plan, similar to the Stock Option Plan, is to promote a greater alignment of the interests of directors, officers, employees and consultants of Hapbee with the interests of the shareholders. The Board (or such other committee the Board may appoint) is responsible for administering the RSU Plan. RSUs vest on terms established by the Board, or any Board committee appointed for such purpose.

### **(C) Warrants**

In connection with private placements closed during the year 2023, the Company issued 13,093,488 non-transferrable warrants. Each warrant entitles the holder thereof to purchase one additional subordinate voting share of the Company at a price of \$C0.15 per share for a period of 24 months from the closing date. The fair value of warrants was valued using the Black-Scholes Option Pricing Model.

In connection with private placements closed during the year 2024, the Company issued 61,801,421 non-transferrable warrants. Each warrant entitles the holder thereof to purchase one additional subordinate voting share of the Company at an average price of \$C0.16 per share for a period of 24

months from the closing date. The fair value of warrants was valued using the Black-Scholes Option Pricing Model.

The warrants outstanding and exercisable as at March 31, 2025 are as follows:

	Expiry date	Number of warrants outstanding	Number of warrants exercisable	Exercise Price (\$)
<b>Balance December 31, 2022</b>		<b>48,179,316</b>	<b>48,179,316</b>	<b>0.29</b>
Expired	January 28, 2023	(182,000)	(182,000)	0.37
<b>Balance December 31, 2023</b>		<b>47,997,316</b>	<b>47,997,316</b>	<b>0.26</b>
Expired	November 9, 2024	(42,354,070)	(42,354,070)	0.37
Granted	October 26, 2025	5,524,398	5,524,398	0.37
Granted	October 19, 2025	3,788,587	3,788,587	0.11
Granted	December 22, 2025	1,400,451	1,400,451	0.11
Granted	June 2, 2025	7,904,450	7,904,450	0.11
Granted	April 18, 2026	50,454,544	50,454,544	0.09
Granted	July 26, 2026	11,346,877	11,346,877	0.16
<b>Balance December 31, 2024</b>		<b>86,062,553</b>	<b>86,062,553</b>	<b>0.11</b>
Expired	January 28, 2025	(5,307,894)	(5,307,894)	0.37
<b>Balance March 31, 2025</b>		<b>80,754,659</b>	<b>80,754,659</b>	<b>0.11</b>

#### Additional Disclosure for Venture Issuers without Significant Revenue

During the quarter-ended March 31, 2025, Hapbee incurred development costs of \$142,924 (December 2024 - \$498,513) related to Hapbee Wearable Wellness Product. Of the total development costs, NIL was recorded as intangible assets – development costs and the balance is recorded as product development costs.

The breakdown of material components for development costs that are capitalized is:

	March 31, 2025	December 31, 2024
Product Development (including salary component in 2022 reallocated for 2023)	<b>\$142,924</b>	<b>\$498,513</b>
Tooling and Production	-	-
Signal Development and Safety Testing	-	-
	<b>\$142,924</b>	<b>\$498,513</b>
Amortization of intangible assets - development costs	-	<b>(134,197)</b>
	<b>\$142,924</b>	<b>\$364,316</b>

Product development consisted mainly of materials and consulting fees. Please note that all references to “product development costs” in the MD&A are in reference to any arms-length

management consulting fees paid primarily to Engineering contractors for product development services rendered.

### **Subsequent Events and Other Items**

Hapbee released a new version of the Hapbee Mobile App in May 2025 which featured a number of important enhancements and features aimed at improving customer satisfaction, including: boosted signals which allow users to increase the intensity of effect with the flick of a switch, guided on-boarding for new users , a completely redesigned user interface and an AI-powered assistant which guides users to the best frequencies that match their desired outcomes.

Hapbee also launched a redesigned and optimized e-commerce website that is driving increased conversion rates and improved product information and ambassador testimonials.

The Company will also grow its social media, lifecycle management and engineering teams in Q1 and Q2 2025 – all with the intent of driving incremental revenues and reducing overhead costs.

### **Growth Initiatives and Partnerships**

#### **Spa and Wellness**

Since the middle of 2024, Hapbee has expanded its focus on enterprise sales to the spa and wellness industry. Hapbee has since been successful in developing an Immersive Mattress Topper product specifically for spas and high-end hotel suites. The spa and sleep plan provides hotel guests with the Hapbee experience allowing them to relax, rejuvenate and focus while at the spa center or in the guest rooms at hotels.

The Company has launched several important partnerships with well-known Ambassadors and Enterprises and has participated in a number of high-profile industry events and exhibitions as part of its growth strategy to build brand awareness and facilitate consumer trial.

#### **Jumeirah**

Jumeirah Group, a member of Dubai Holding and a global luxury hotel company, operates a world-class portfolio of 26 properties, comprising beachfront resorts, city hotels, and luxury serviced residences across the Middle East, Europe, and Asia. Hapbee has partnered with Jumeirah to test-launch Hapbee Sleep Pads and Mattress Toppers along with custom Jumeirah Sleep Routines in all spa treatment rooms as well as in select guest rooms as part of their Sleep Concierge program. Hapbee Neckbands are also being used in spas and with hotel staff to deliver focus and relaxation on demand.

#### **Target Stores**

Target is the seventh largest retailer with over 1,900 stores in the US with a growing focus on health and digital wellness. Hapbee Sleep Pads were available at 104 Target stores in the United States and

online at Target.com. Target has increased the Hapbee footprint to 381 stores for Sleep Pads, to be available in-store by the end of the year, as well as evaluating a Hapbee Neckband rollout in 2025.

### **Snooze Mattress**

Snooze is one of the fastest growing sleep retailers in the United States integrating wellness technology with traditional mattresses and accessories to offer a uniquely integrated solution to improved sleep. Hapbee has entered into an LOI with Snooze to add Hapbee products to Snooze's assortment which will also provide the opportunity for more consumers to experience Hapbee's calming and restful impacts first hand.

### **Ambassadors**

Well-known wellness-centric product ambassadors including Gary Brecka (The Ultimate Human), Jaylen Brown (Boston Celtics), Jason Kidd (Dallas Mavericks), Jose Calderon (former NBA player from Toronto Raptors, New York Knicks, Cleveland Cavaliers) and others are sharing their personal Hapbee experiences with their large audiences on social media platforms.

### **Loan from Investor**

During the months of January and May 2025, Hapbee received a loan totaling \$1,050,000 USD. It will be convertible into subordinate voting shares at the option of the company within a period of six months.