ECC DIVERSIFIED INC.
INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS
AS AT AND FOR THE THREE MONTHS ENDED MARCH 31, 2025

Dated: May 27, 2025

MANAGEMENT'S RESPONSIBILTY FOR FINANCIAL REPORTING

This interim management's discussion and analysis ("MD&A") reports on the operating results and financial condition of ECC Diversified Inc. for the three months ended March 31, 2025 and is prepared as at May 27, 2025. Throughout this MD&A, unless otherwise specified, "ECC Diversified", "Company", "we", "us" and "our" refer to ECC Diversified Inc. This MD&A should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2024 and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB"), together with the unaudited condensed interim financial statements as at and for the three months ended March 31, 2025 and 2024, which were prepared in accordance with IFRS and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting (collectively referred to as the "Financial Statements"). Other information contained in these documents has also been prepared by management and is consistent with the data contained in the Financial Statements. All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

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Approval

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that this filing does not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the periods reported. The Financial Statements together with the other financial information included in this MD&A fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented in this MD&A. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing. The Board of Directors has approved the Financial Statements and MD&A, as well as ensured that management has discharged its financial responsibilities.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These forward-looking statements include but are not limited to statements concerning:

- The Company's ability to identify and successfully negotiate and/or finance an acquisition of a new business opportunity;
- The Company's success at completing future financings;
- The Company's strategies and objectives;
- General business and economic conditions;
- The Company's ability to meet its financial obligations as they become due;
- The positive cash flows and financial viability of new business opportunities;
- The Company's ability to manage growth with respect to a new business opportunity; and
- The Company's tax position, anticipated tax refunds and the tax rates applicable to the Company.

Readers are cautioned that the preceding list of risks, uncertainties, assumptions and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in or implied by these forward-looking statements. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, investors in securities of the Company should not place undue reliance on these forward-looking statements.

CORPORATE OVERVIEW AND OUTLOOK

ECC Diversified was incorporated under the Business Corporations Act of British Columbia on January 2, 2015 and is a reporting issuer in the provinces of British Columbia and Alberta. There is no published market for the Company's shares. The address of the Company's head office is 515 – 701 West Georgia St., Vancouver, BC, Canada, V7Y 1C6, and its registered and records office is located at 2200 - 885 West Georgia St., Vancouver, BC, Canada, V6C 3E8.

The Company is currently managing its investment portfolio and is investigating and evaluating business opportunities to either acquire or in which to participate.

Entities that meet the definition of an investment entity within International Financial Reporting Standards ("IFRS") 10 – Consolidated Financial Statements, are required to measure their subsidiaries at fair value through profit or loss ("FVTPL") in accordance with IFRS 9 rather than to consolidate them. Management has concluded that the Company meets the definition of an investment entity. This will be reassessed on a continuous basis in case any of the criteria or characteristics change.

SELECTED ANNUAL FINANCIAL INFORMATION[1]

	For the year ended December 31, 2024	For the year ended December 31, 2023	For the year ended December 31, 2022
Comprehensive loss:			
(i) total for the year	$(1,264,612)	$(113,928)	$(200,564)
(ii) per share	($0.06)	($0.01)	($0.01)
Total assets	$173,374	$1,227,533	$1,486,339
Total current liabilities	$1,793,843	$1,583,390	$1,728,268
Total long-term financial liabilities	$nil	$nil	$nil

[1]*Audited financial information prepared in accordance with International Financial Reporting Standards ("IFRS")*

The Company's principal activity is the development of its asset and equity portfolio. The Company retains the flexibility to make any investments which management determines are in its best interests. The ultimate objective of these investments is to maximize the Company's return. For the current fiscal year and going forward for the foreseeable future, the corporate operating cost structure is comparatively simple, consisting primarily of consulting and management fees paid to maintain the Company as a reporting issuer, professional fees that cover legal and audit costs, expenditures required to sustain the Company's status as a reporting issuer, expenses relating to investee subsidiaries, and other administrative expenses. Fluctuations in comprehensive loss between the 2022, 2023, and 2024 fiscal years were mostly due to fluctuations in the unrealized gains and losses stemming from the Company's investment portfolio and realized gains from the sale of investments.

SUMMARY OF QUARTERLY RESULTS[1]

	1st Quarter Ended March 31, 2025	4th Quarter Ended December 31, 2024	3rd Quarter Ended September 30, 2024	2nd Quarter Ended June 30, 2024
Total realized gains	$13,249	$15,069	$-	$-
Gain (loss)	($85,318)	($1,112,557)	($38,506)	($63,685)
Comprehensive gain (loss)	($85,318)	($1,112,557)	($38,506)	($63,685)
Gain (loss) per share (basic and diluted)	($0.00)	($0.06)	($0.00)	($0.00)
Investments at fair value	$207,853	$152,895	$176,465	$172,405
Total assets	$220,001	$173,374	$1,213,223	$1,210,263
	1st Quarter Ended March 31, 2024	**4th Quarter Ended December 31, 2023**	**3rd Quarter Ended September 30, 2023**	**2nd Quarter Ended June 30, 2023**
Total realized gains	$-	$82,641	$12,786	$99,047
Gain (loss)	($49,864)	($325,987)	$277,435	($22,188)
Comprehensive gain (loss)	($49,864)	($325,987)	$277,435	($22,188)
Gain (loss) per share (basic and diluted)	($0.00)	($0.02)	$0.01	($0.00)
Investments at fair value	$179,025	$178,820	$579,085	$281,543
Total assets	$1,218,348	$1,227,533	$1,603,582	$1,308,749

[1] *Unaudited financial information prepared in accordance with IFRS.*

The Company's principal activity is the development of its asset and equity portfolio. Fluctuations in comprehensive gains/(losses) between the quarters presented in the table above were mostly due to fluctuations in the realized and unrealized gains and losses stemming from the Company's investment portfolio and realized gains from the sale of investments.

INVESTING ACTIVITIES

All of the Company's investments have been classified as FVTPL.

As at March 31, 2025 and December 31, 2024, investments at fair value included the following:

	March 31, 2025		December 31, 2024	
	Fair value	**Cost**	Fair value	Cost
	$	**$**	$	$
Publicly traded securities	**628**	**-**	25,670	13,208
CoTerra	**-**	**1,434,263**	-	1,434,263
Nota Bene	**24,725**	**24,725**	24,725	24,725
Adrianna	**25,000**	**25,000**	25,000	25,000
Brandlin	**25,000**	**25,000**	25,000	25,000
Noemi	**25,000**	**25,000**	25,000	25,000
Orinswift	**25,000**	**25,000**	25,000	25,000
Queue	**2,500**	**2,500**	2,500	2,500
Aubert	**20,000**	**20,000**	-	-
Montelena	**20,000**	**20,000**	-	-
Nacido	**20,000**	**20,000**	-	-
Varozza	**20,000**	**20,000**	-	-
	207,853	**1,641,488**	152,895	1,574,696

Changes in the Company's investments at fair value were as follows:

	March 31, 2025	December 31, 2024
	$	$
Opening Balance	**152,895**	178,820
Acquisition of Aubert	**20,000**	-
Acquisition of Montelena	**20,000**	-
Acquisition of Nacido	**20,000**	-
Acquisition of Varozza	**20,000**	-
Proceeds from sale of investments	**(30,151)**	(3,273)
Realized gain (loss) on sale of investments	**13,249**	(19,227)
Unrealized losses	**(8,140)**	(3,425)
Ending Balance	**207,853**	152,895

Publicly traded securities

The Company's publicly traded securities can be sold at any time at the Company's discretion, subject to market conditions and from time to time hold period restrictions of not more than four months pursuant to the terms of each respective private placement subscription agreement, as well as escrow restrictions, if applicable. As at March 31, 2025 the Company's investments consisted of the following:

i. **Nevada King Gold Corp. TSX-V: NKG ("NKG")**
As at March 31, 2025, the Company holds no shares of NKG (December 31, 2024 - 35,000). The Company and NKG have no common directors.

ii. **Allied Gold Corporation TSX: AAUC ("Allied")**
As at March 31, 2025 the Company holds no shares of Allied (December 31, 2024 – 4,500). The Company and Allied have no common directors.

iii. **Palisades Goldcorp Ltd. TSX-V: PALI ("PALI")**
As at March 31, 2025, the Company holds 616 (less than 1% of the issued and outstanding share capital of PALI), (December 31, 2024 – Nil) common shares in PALI valued at $628 (December 31, 2024 - $Nil). The Company and PALI have no common directors.

Investment in CoTerra

On October 3, 2018, the Company acquired 100% of the issued and outstanding share capital of CoTerra Labs Inc. ("CoTerra") (the "Transaction"). Pursuant to the Transaction, the shareholders of CoTerra received an aggregate of 5,039,000 common shares valued at $0.25 per share ($1,259,750) of the Company in consideration for all the issued and outstanding share capital in CoTerra. CoTerra amalgamated with an inactive, wholly owned subsidiary of the Company, acquired in 2018, and is now an investee subsidiary.

As at March 31, 2025 and December 31, 2024 the Company has one common director with CoTerra.

On February 18, 2021 a compliance order ("Order") was issued to CoTerra by Health Canada on its only revenue generating product, Harvest Miracle Liquid Plant Nutrient ("Harvest Miracle"). The Order was issued on the basis that Harvest Miracle cannot be marketed as a specialty fertilizer and is required to be registered as a pesticide in order to be permitted to be sold in Canada. As a result of the Order, CoTerra has ceased sales of Harvest Miracle in Canada while it continues the process of registering the product as a pesticide.

As the Order has significant impact on CoTerra's business for the foreseeable future and while it makes application for its pesticide license in Canada, management determined the current market value of the Company's investment in CoTerra to be $nil and recorded a write-down of investment in CoTerra in fiscal year 2020 of $1,509,750. There were no changes in the estimated fair value during the periods ended March 31, 2025 and 2024.

Pursuant to an agreement dated March 31, 2022, the Company sold 100,000 common shares of CoTerra to Adrianna in exchange for a promissory note with a face value of $10,000. The promissory note bears interest at 10% per annum. The entire unpaid principal and any interest are payable upon demand of the Company. The promissory note was recorded at $nil, being the fair value of shares exchanged. No interest is accrued on the promissory note.

Investment in Nota Bene

On January 14, 2021, the Company acquired 909,090 common shares of Nota Bene Ventures Ltd. ("Nota Bene") for $0.0275 per common share. In connection with a plan of arrangement on March 22, 2021, Nota Bene became an investee subsidiary of the Company. Nota Bene currently has three directors in common with the Company.

Pursuant to an agreement dated March 31, 2022, the Company sold 10,000 common shares of Nota Bene to Orinswift in exchange for a promissory note with a face value of $10,000. The promissory note bears interest at 10% per annum. The entire unpaid principal and any interest are payable upon demand of ECCD. The promissory note was recorded at $275, being the fair value of shares exchanged. No interest is accrued on the promissory note.

As of March 31, 2025, the Company has 899,090 common shares of Nota Bene, which is 13.7% of the issued and outstanding share capital of Nota Bene (December 31, 2024 – 13.7%).

Investment in Adrianna

On February 7, 2022, the Company acquired 5,000,000 units of Adrianna Ventures Ltd. ("Adrianna") for $0.005 per unit (the "Adrianna Unit"), which as of March 31, 2025, is 20% of the issued and outstanding share capital of Adrianna (2024 – 20%). Each Adrianna Unit consisted of 1 common share and 1 Series A preferred share. In connection with a plan of arrangement on March 31, 2022, the 5,000,000 Series A preferred shares of Adrianna owned by the Company were cancelled without consideration, and Adrianna became an investee subsidiary of the Company. Adrianna currently has two directors in common with the Company.

Investment in Orinswift

On February 7, 2022, the Company acquired 5,000,000 units of Orinswift Ventures Ltd. ("Orinswift") for $0.005 per unit (the "Orinswift Unit"), which as of March 31, 2025, is 20% of the issued and outstanding share capital of Orinswift (2024 – 20%). Each Orinswift Unit consisted of 1 common share and 1 Series A preferred share. In connection with a plan or arrangement on March 31, 2022, the 5,000,000 Series A preferred shares of Orinswift owned by the Company were cancelled without consideration, and Orinswift became an investee subsidiary of the Company. Orinswift currently has two directors in common with the Company.

Investment in Queue

On February 7, 2022, the Company acquired 40,000 units of Queue Ventures Ltd. ("Queue") for $0.625 per unit (the "Queue Unit") (on December 4, 2024, Queue completed a 125:1 share consolidation; all Queue share figures in these Financial Statements have been adjusted to reflect this consolidation). Each Queue Unit consisted of 1 pre-consolidated common share and 1 pre-consolidated Series A preferred share. In connection with a plan of arrangement on March 31, 2022, the 40,000 Series A preferred shares of Queue owned by the Company were cancelled without consideration, and Queue became an investee subsidiary of the Company. On December 5, 2024, the Company sold 36,000 common shares of Queue for proceeds of $3,273 resulting in a loss of $19,227. As of March 31, 2025, the Company holds 4,000 common shares of Queue which is less than 1% of the issued and outstanding share capital of Queue (2024 < 1%). Queue currently has one director in common with the Company.

Investment in Brandlin

On February 7, 2022, the Company acquired 5,000,000 units of Brandlin Ventures Ltd. ("Brandlin") for $0.005 per unit (the "Brandlin Unit"), which as of March 31, 2025, is 20% of the issued and outstanding share capital of Brandlin (2024 – 20%). Each Brandlin Unit consisted of 1 common share and 1 Series A preferred share. In connection with a plan of arrangement on March 31, 2022, the 5,000,000 Series A preferred shares of Brandlin owned by the Company were cancelled without consideration, and Brandlin became an investee subsidiary of the Company. Brandlin currently has two directors in common with the Company.

Investment in Noemi

On February 7, 2022, the Company acquired 5,000,000 units of Noemi Ventures Ltd. ("Noemi") for $0.005 per unit (the "Noemi Unit"), which as of March 31, 2025, is 20% of the issued and outstanding share capital of Noemi (2024- 20%). Each Noemi Unit consisted of 1 common share and 1 Series A preferred share. In connection with a plan of arrangement on March 31, 2022, the 5,000,000 Series A preferred shares of Noemi owned by the Company were cancelled without consideration, and Noemi became an investee subsidiary of the Company. Noemi currently has two directors in common with the Company.

Investment in Aubert

On January 28, 2025, the Company acquired 5,000,000 units of Aubert Ventures Ltd. ("Aubert") for $0.004 per unit (the "Aubert Unit"), which as of March 31, 2025, is 20% of the issued and outstanding share capital of Aubert (2024 - nil). Each Aubert Unit consisted of 1 common share and 1 Series A preferred share. In connection with a plan of arrangement on March 3, 2025, the 5,000,000 Series A preferred shares of Aubert owned by the

Company were cancelled without consideration, and Aubert became an investee subsidiary of the Company. Aubert currently has two directors in common with the Company.

Investment in Montelena

On January 28, 2025, the Company acquired 5,000,000 units of Montelena Ventures Ltd. ("Montelena") for $0.004 per unit (the "Montelena Unit"), which as of March 31, 2025, is 20% of the issued and outstanding share capital of Montelena (2024 - nil). Each Montelena Unit consisted of 1 common share and 1 Series A preferred share. In connection with a plan of arrangement on March 3, 2025, the 5,000,000 Series A preferred shares of Montelena owned by the Company were cancelled without consideration, and Montelena became an investee subsidiary of the Company. Montelena currently has two directors in common with the Company.

Investment in Nacido

On January 28, 2025, the Company acquired 5,000,000 units of Nacido Ventures Ltd. ("Nacido") for $0.004 per unit (the "Nacido Unit"), which as of March 31, 2025, is 20% of the issued and outstanding share capital of Nacido (2024 - nil). Each Nacido Unit consisted of 1 common share and 1 Series A preferred share. In connection with a plan of arrangement on March 3, 2025, the 5,000,000 Series A preferred shares of Nacido owned by the Company were cancelled without consideration, and Nacido became an investee subsidiary of the Company. Nacido currently has two directors in common with the Company.

Investment in Varozza

On January 28, 2025, the Company acquired 5,000,000 units of Varozza Ventures Ltd. ("Varozza") for $0.004 per unit (the "Varozza Unit"), which as of March 31, 2025, is 20% of the issued and outstanding share capital of Varozza (2024 - nil). Each Varozza Unit consisted of 1 common share and 1 Series A preferred share. In connection with a plan of arrangement on March 3, 2025, the 5,000,000 Series A preferred shares of Varozza owned by the Company were cancelled without consideration, and Varozza became an investee subsidiary of the Company. Varozza currently has two directors in common with the Company.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2025

The following is an analysis of the Company's operating results for the three months ended March 31, 2025 and includes a comparison against the three months ended March 31, 2024.

Unrealized gain (loss) on investments at fair value for the three months ended March 31, 2025 and 2024 was ($8,140) and $205, respectively. The unrealized gain and loss resulted from market fluctuations in the Company's publicly traded securities portfolio.

Realized gain on sale of investments for the three months ended March 31, 2025 and 2024 amounted to $13,249 and $nil, respectively. The gains and losses resulted from the investing activities of the Company in its publicly traded securities portfolio.

Administration and bank charges for the three months ended March 31, 2025 and 2024 were $3,240 and $3,167, respectively. These expenses were the result of administrative and office rent costs, and costs incurred to maintain the Company's bank account.

Finance expenses for the three months ended March 31, 2025 and 2024 were $33,888 and $30,481, respectively. Finance expenses are comprised of accrued interest on the outstanding debt of the Company.

Management fees for the three months ended March 31, 2025 and 2024 were $15,750 and $15,750, respectively. These fees were incurred by the Company to pay for accounting, recordkeeping and administrative services.

Professional fees for the three months ended March 31, 2025 and 2024 amounted to $31,680 and $nil, respectively. These fees include auditing and legal services.

Shareholder communication and filing fees for the three months ended March 31, 2025 and 2024 were $5,869 and $671, respectively. The fees include transfer agent and regulatory filing fees.

Loss and comprehensive loss for the period

As a result of the activities discussed above, the Company incurred a loss and comprehensive loss of $85,318 for the three months ended March 31, 2025 (three months ended March 31, 2024 – $49,864).

RISKS AND UNCERTAINTIES

Strategic Risk

At present, the Company has very limited sources of funding from which to repay its existing obligations and fund on-going operating costs. If the Company is unable to obtain adequate additional financing, management might be required to curtail the Company's operations. If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case its ability to continue as a going concern may be adversely affected.

There is also no guarantee that the Company will be able to complete the acquisition of or participation in a new business opportunity. If an acquisition of or participation in corporations, properties, assets or businesses is identified, the Company may find that even if the terms of an acquisition or participation are economic, it may not be able to finance such acquisition or participation, and additional funds will be required to enable the Company to pursue such an initiative. There is no guarantee that additional financing will be available or that it will be available on terms acceptable to management of the Company. The Company will be competing with other companies, many of which will have far greater resources and experience than the Company. No assurance can be given that the Company will be successful in raising the funds required for an acquisition.

Fluctuation in Investments

The Company's investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject shares could be subject to wide fluctuations in response to various factors beyond the Company's control, including, quarterly variations in the subject companies' results of operations, changes in earnings (if any), estimates by analysts, conditions in the industry of the subject companies and general market or economic conditions. In recent years equity markets have experienced extreme price and volume fluctuations. These fluctuations have had a substantial effect on market prices, often unrelated to the operating performance of the specific companies. Such market fluctuations could adversely affect the market price of the Company's investments.

Private Issuers and Illiquid Securities

The Company may invest in securities of private companies, illiquid securities of public companies and publicly traded securities that have low trading volumes. The value of these investments may be affected by factors such as investor demand, resale restrictions, general market trends and regulatory restrictions. Fluctuation in the market value of such investments may occur for a number of reasons beyond the control of the Company and there is no assurance that an adequate market will exist for investments made by the Company.

Lack of Dividend Policy
The Company does not at present intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Company's Board of Directors and will depend on the results of operations, cash requirements and future prospects of the Company and other factors.

Possible Dilution to Present and Prospective Shareholders
The Company's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence of Key Personnel
The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries.

Lack of Trading
The Company is a private company, therefore there is limited ability to trade Company shares, thus restricting the liquidity of an investment in the Company's shares.

SHARE CAPITAL

Authorized: Unlimited common shares without par value
Unlimited preferred shares without par value

Issued and outstanding:

As at March 31, 2025, December 31, 2024, and the date of this MD&A, the Company had 19,930,500 common shares issued and outstanding.

	Number of Shares	Amount
Balance, as at March 31, 2025, December 31, 2024, and the date of this MD&A	**19,930,500**	**$ 1,968,900**

Stock options

The Company has adopted a rolling 10% stock option plan ("Plan") which provides that the directors of the Company may grant options to purchase common shares of the Company to directors, officers, employees, and service providers, with the number of options being limited to 10% of the issued shares at the time of granting of options. The Board in its sole discretion may determine any vesting provisions for options. Options are equity settled. The exercise price shall be determined by the directors of the Company at the time of grant in accordance with the provisions of the Plan. The expiry date for an option shall not be more than ten years from the grant date.

A summary of the Company's stock option activity is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, as of March 31, 2025, December 31, 2024, and the date of this MD&A	**1,900,000**	**$ 0.05**

As at March 31, 2025, and the date of this MD&A, stock options outstanding and exercisable are as follows:

Grant Date	Number of Options Outstanding and Exercisable	Exercise Price	Expiry Date	Remaining Contractual Life (Years)
December 17, 2021	1,900,000	$ 0.05	December 17, 2031	6.72
Total	**1,900,000**	**$ 0.05**		**6.72**

LIQUIDITY, CAPITAL RESOURCES AND MANAGEMENT OF CAPITAL

The Company defines capital as consisting of shareholder's deficiency (comprised of issued share capital, share-based payment reserve, accumulated other comprehensive loss, and deficit). Management's objective is to provide investment management services to shareholders, which includes investing in marketable securities for the purpose of returns in the form of investment income and capital appreciation, as well as the ability to meet its on-going operational obligations as they become due.

The Company manages its capital structure to maximize its financial flexibility by adjusting it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company's management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. As at March 31, 2025 and 2024, the Company is not subject to any externally imposed capital requirements or debt covenants. There were no changes to management's approach to capital management during the period ended March 31, 2025.

A summary of the Company's cash flows during the periods ended March 31, 2025 and 2024 is as follows:

	2025	2024
Cash flows provided by (used in) operating activities	**$ 7,518**	$ (19,390)
Cash flows provided by financing activities	**54,000**	8,500
Cash flows used in investing activities	**(49,849)**	-
Change in cash for the period	**11,669**	(10,890)
Cash, beginning of the period	**204**	15,947
Cash, end of the period	**$ 11,873**	$ 5,057

Cash flows provided by (used in) operating activities were $7,518 during the period ended March 31, 2025, compared to ($19,390) for the period ended March 31, 2024. Cash is used in operating activities primarily to maintain the Company as a reporting issuer, and for the investigation of investment opportunities.

Cash flows provided by financing activities were $54,000 for the period ended March 31, 2025 compared to $8,500 for the period ended March 31, 2024. The Company received $65,000 from its credit facility with LP2017 during the period ended March 31, 2025 (2024 - $10,000). In the current period, $11,000 was repaid to LP2017 and applied toward the accrued interest on the LP2017 credit facility.

Cash flows used in investing activities were $49,849 for the period ended March 31, 2025 compared to $nil for the period ended March 31, 2024. During the current period $80,000 was used to acquire four investee subsidiaries (Aubert, Montelena, Nacido and Varozza) offset by proceeds of $30,151 from the sale of some of its publicly held securities.

As a result of the above activities, at March 31, 2025, the Company has $11,873 of cash to settle current liabilities of $1,925,788.

As such, the Company has insufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year, therefore, the Company may be required to rely on its secured credit facilities, described below, or proceeds from the sale of its investments, from which to fund operating activities for the next 12 months.

Pursuant to an agreement dated January 8, 2015, as amended on March 30, 2015 and April 1, 2015, the Company has a $250,000 credit facility with 685733 BC Ltd. (the "685BC Credit Facility"), a former significant shareholder of the Company. Amounts advanced under this credit facility accrue interest at a rate of 10% per annum, are secured by a general security agreement over all the present and future assets on the Company, are due on demand, and are convertible into common shares of the Company, at a price of $0.05 per common share. The Company has assigned zero value to this conversion feature.

During the period from incorporation to March 31, 2015, the Company utilized $205,200 of the available credit limit to purchase marketable securities. The Company did not utilize any additional amount subsequent to March 31, 2015. Interest expense for the period ended March 31, 2025, was $5,060 (2024 - $5,116).

On August 22, 2024, the Company accepted settlement of certain promissory notes receivable due to it, by assignment of those notes to a third party in consideration of the assumption by the third party of $18,610 of accrued interest on the 685BC Credit Facility. This resulted in a gain of $17,569.

As of March 31, 2025, a total of $186,885 (December 31, 2024 - $181,825) has been recorded as interest payable on the 685BC Credit Facility, which is included in accounts payable and accrued liabilities.

The Company has a $1,200,000 credit facility with The Emprise Special Opportunities Fund (2017) Limited Partnership ("LP2017") (the "LP2017 Credit Facility"). Any amounts advanced under this facility accrue interest at a rate of 10% per annum, are secured by a general security agreement over all the present and future assets on the Company, are due on demand, and are convertible into common shares of the Company at a price of $0.05 per share. The Company has assigned zero value to this conversion feature.

During the period ended March 31, 2025, the Company utilized an additional $65,000 of the available credit limit for working capital and investment purposes (December 31, 2024 - $106,800). As at March 31, 2025, the total principal balance outstanding on the LP2017 Credit Facility is $1,188,636 (December 31, 2024 - $1,123,636). Interest expense for the period ended March 31, 2025, was $28,828 (2024 - $25,365).

During the period ended March 31, 2025, $11,000 was repaid to LP2017 and applied to accrued interest. The balance of accrued interest as at March 31, 2025, is $203,130 (December 31, 2024 - $185,302) and has been recorded as interest payable which is included in accounts payable and accrued liabilities.

On December 5, 2024, pursuant to debt assignment agreements, the Company acquired $32,126 in debt for $nil from an arm's length third-party (the "Queue Debt"), and then sold the Queue Debt to two arm's length third parties for aggregate proceeds of $16,727, resulting in a gain of $15,399. As of December 31, 2024, the aggregate proceeds had not been received, resulting in amounts receivable of $16,727. This amount was received by the Company on January 23, 2025.

Until such time as the Company's investments increase in value or begin generating significant dividend income, the Company will remain dependent upon the financial support of its shareholders and debt holders. Therefore, to fund future operating costs and/or settle its obligations with debt holders, the Company may seek to raise additional debt financing, re-negotiate its debt maturity, issue shares of its common stock to either settle the debt, sell its existing marketable securities, or raise equity financing to settle the debt. There is no assurance that the Company will be able to issue shares, sell its existing marketable securities, raise the debt financing, or re-negotiate the terms of the debt on a timely basis or on terms acceptable to it. Should the Company issue common shares to settle its debt it would significantly dilute the existing shareholders. If the Company is unable to continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

The Financial Statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. The Financial Statements do not reflect adjustments that may be necessary if the going concern assumption were not appropriate. If the going concern basis were not appropriate, adjustments may be necessary to the carrying amounts and/or classification of assets and/or liabilities and the reported expenses in the Financial Statements. Such adjustments could be material.

RELATED PARTY TRANSACTIONS

Key management personnel:

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers. There was no key management remuneration during the years presented.

The Company has secured promissory notes with related parties, Adrianna and Orinswift. ECCD is a shareholder in each of these companies. The promissory notes were issued in exchange for shares from the Company's publicly traded securities and have been recorded at the market value of these securities at the date of exchange. Although each of these promissory notes bear simple interest at the rate of 10% per annum, the Company is not accruing interest on any of the promissory notes.

Summary of expenses incurred:

Nature	**Relationship**	**For the period ended March 31, 2025**	For the period ended March 31, 2024
		$	$
Finance expense	Significant shareholder of the Company – LP2017	**28,828**	25,365

Amounts due to related parties included in accounts payable and accrued liabilities:

Nature	**Relationship**	**March 31, 2025**	December 31, 2024
Commitment fee	Significant shareholder of the Company – LP2017	**$ 5,000**	$ 5,000
Finance expense	Significant shareholder of the Company – LP2017[1]	**$ 203,130**	$ 185,302

1. In addition to the principal amount of the respective loan payable described in Liquidity and Capital Resources Section.

Unless otherwise specified, amounts due to related parties referred to above are non-interest bearing, unsecured, payable on demand, and have arisen from the provision of services as described above. The Company has / had directors in common with some of the companies in which it has invested. See Investing Activities section for details on the Company's investments.

There were no other related party transactions during the periods ended March 31, 2025 or 2024.

FINANCIAL INSTRUMENTS

Fair value risk

When participating in investment activities, the Company may incur losses if it is unable to resell the securities it has purchased or if it is forced to liquidate its holdings at less than their respective carrying values. The Company is also exposed to fair value risk as a result of its trading activities in publicly traded securities. All the Company's investments are carried on a FVTPL basis and are recorded at their fair value. As such, changes in fair value affect earnings as they occur. The carrying value of cash, advances, amounts receivable, promissory notes receivable, accounts payable and accrued liabilities, and loans payable at March 31, 2025 approximate their fair values.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The fair value of the financial instruments is included at the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

For assets and liabilities that are recognized in the financial statements on a recurring basis at fair value, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest-level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Company's assets that are recognized at fair value on a recurring basis are the FVTPL investments.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described, as follows, based on the lowest-level input that is significant to the fair value measurement as a whole:

	March 31, 2025	Level 1	Level 2	Level 3
FVTPL investments	$ 207,853	$ 628	$ 207,225	$ -

Level 2 consists of private company investments. The key assumptions driving the valuation of private company investments include but are not limited to the value of completed financings by the investee.

Market risk

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk and are disclosed as follows:

(i) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollars. As at March 31, 2025, the Company is not exposed to currency risk.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

(iii) Price rate risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Management closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Given the Company's limited market exposure at this time, it has assessed there to be a low level of price rate risk. The Company is also exposed to price risk with respect to its investments classified as FVTPL. A 10% change in the share prices of investments classified as FVTPL would affect profit or loss by approximately $21,000.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash is currently held in Canadian based banking institutions, authorized under the Bank Act (Canada) to accept deposits, which may be eligible for deposit insurance provided by the Canadian Deposit Insurance Corporation. Management has assessed there to be a low level of credit risk associated with its cash balance.

The Company's promissory notes receivable are from loans to its investee subsidiaries Adrianna and Orinswift. If these investee subsidiaries are unable to generate enough cash through revenues or financing, there is a significant risk that these loans may not be repaid in full or at all, resulting in losses for the Company.

The Company's maximum exposure to credit risk is equal to the carrying value of cash and promissory notes receivable.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At March 31, 2025, the Company has limited sources of income and has a cash balance of $11,873 to settle current liabilities of $1,925,788. As such, the Company has insufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year, therefore the Company may need to rely on its credit facilities or proceeds from the sale of its investments, from which to fund operating activities for the next 12 months.

Until such time as the Company's investments increase in value or begin generating significant dividend income, the Company will remain dependent upon the financial support of its shareholders and debt holders or the sale of investments. If the Company is unable to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

Additionally, the Company has insufficient funds from which to finance any identified business acquisition and as such will require additional financing to accomplish the Company's long-term strategic objectives. Future funding may be obtained by means of issuing share capital and/or debt financing. There can be no certainty of the Company's ability to raise additional financing through these means. If the Company is unable to continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

Consequently, the Company is exposed to liquidity risk as at March 31, 2025.

CRITICAL ACCOUNTING ESTIMATES, JUDGMENTS AND ASSUMPTIONS

The preparation of the financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The information about significant areas of estimation uncertainty considered by management in preparing the financial statements is as follows:

Income Tax

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in profit or loss both in the period of change, which would include any impact on cumulative provisions, and in future periods. Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as the amounts recognized in profit or loss in the period in which the change occurs.

Valuation of investments at fair value

The Company recognizes its investments at fair value. Fair value is determined on the basis of market prices from independent sources, if available. If there is no market price, then fair value is determined by using valuation models. The inputs to these models are derived from observable market data where possible, but where observable data is not available, judgment is required to establish fair values.

There is inherent uncertainty and imprecision in estimating the factors that can affect fair value, and in estimating fair values generally, when observable data is not available. Changes in assumptions and inputs used in valuing financial instruments could affect reported fair values.

Stock options

Determining the fair value of stock options requires estimates related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could have a significant impact on the Company's future operating results or on other components of shareholders' equity.

The information about significant areas of judgment considered by management in preparing the financial statements is as follows:

Going concern

The preparation of the financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 1 of the Financial Statements.

Assessment as investment entity

The preparation of the Financial Statements requires management to make significant judgments and assumptions in determining how the Company meets the definition of an investment entity as previously discussed in Note 1 of the Financial Statements. Entities that meet the definition of an investment entity within IFRS 10 are required to measure their subsidiaries at FVTPL in accordance with IFRS 9 rather than to consolidate them. An investment entity is an entity that meets all of the following criteria:

- An entity that obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
  - The Company's main source of financing since inception has been via funds received from investors.
  - Through ownership of the Company's shares, these investors are provided with investment management services through their right to investment returns via the performance of the Company's investments.
- An entity that commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
  - The Company has communicated to investors via corporate documents that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both.
- An entity that measures and evaluates the performance of substantially all its investments on a fair value basis.
  - Substantially all of the Company's investment portfolio has been carried at fair value since inception.

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

STATUTORY PLAN OF ARRANGEMENT

On January 21, 2025, the Company acquired 1 common share in each of Aubert, Montelena, Nacido, and Varozza for $0.001 per common share on incorporation of these entities. On January 28, 2025, the Company acquired 5,000,000 units in each of Aubert, Montelena, Nacido, and Varozza for $0.004 per unit, and the original incorporator common share in each company was cancelled. Each unit consisted of 1 common share and 1 Series A preferred share.

On March 3, 2025, the Company's shareholders approved a strategic reorganization of certain of the Company's assets pursuant to which the Company would spin out a portion of its interest in Aubert, Montelena, Nacido, and Varozza to its shareholders by way of a plan of arrangement pursuant to the Business Corporations Act (British Columbia) (the "2025 Arrangement").

The 2025 Arrangement received final approval of the British Columbia Supreme Court on March 7, 2025, and on March 10, 2025, shareholders of the Company received one common share of each of Aubert, Montelena, Nacido, and Varozza, for every common share of the Company they held as of January 31, 2025. The was no change in the shareholders' holdings in the Company as a result of the 2025 Arrangement.

Upon completion of the 2025 Arrangement, the 5,000,000 Series A preferred shares of Aubert, Montelena, Nacido, and Varozza, were cancelled in consideration of the issuance of the common shares of each of Aubert, Montelena, Nacido, and Varozza to the shareholders of the Company, but the Company continues to hold 5,000,000 common shares in each of Aubert, Montelena, Nacido, and Varozza.

PROPOSED TRANSACTIONS

No transactions are proposed.

OFF-BALANCE SHEET ARRANGEMENTS

The Company currently has no off-balance sheet arrangements.

ADDITIONAL INFORMATION

Additional information relating to the Company is available at www.sedarplus.ca.