

VEGANO FOODS INC.
Management Discussion and Analysis
For the three and nine months ended September 30, 2022
(Expressed in Canadian dollars)

INTRODUCTION

The following management's discussion and analysis ("MD&A") is dated November 29, 2022, provides information concerning the financial condition and results of operations of Vegano Foods Inc. ("Vegano" or the "Company") for the nine months ended September 30, 2022. The following MD&A should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2022 and the annual audited financial statements for the year ended December 31, 2021 and the notes thereto. The Company's financial statements and financial information included in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise stated, all dollar figures included therein and the following MD&A are presented in Canadian dollars.

Additional information relating to the Company is available on the Company's website at www.veganofoods.com.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Statements in this MD&A that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation ("forward-looking information"). Such forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under section "Risks and Uncertainties" in this MD&A.

In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "anticipate", "believe", "expects" or "does not expect", "estimates", "outlook", "prospects"; "projection", "intends", "believes", "should", "will", "would" or the negative of these terms, and similar expressions intended to identify forward looking statements. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is given as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward-looking information 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 information.

OVERVIEW

Vegano Foods Inc. was incorporated under the Business Corporation Act of British Columbia on March 19, 2020. The registered office of the Company is located at 1500 West Georgia Street, Suite 1300, Vancouver BC V6G 2Z6, Canada. The Company's principal activities relate to the sales and delivery of vegan grocery and household staples to end customers through its proprietary technology platform, the Vegano Marketplace.

The Company's common shares trade on the Canadian Securities Exchange (the "CSE") under the trading symbol "VAGN" and the OTCQB Venture Market under the trading symbol "VAGNF".

PRINCIPAL PRODUCTS AND SERVICES

Vegano Marketplace

The Company launched a vegan marketplace, accessible through the Company's website, offering a large selection of vegan grocery and household items with e-commerce shopping experience. The marketplace features Vegano proprietary branded supplement products as well as vegan, gluten-free, and vegetarian products from well-know plant-based brands, with the objective of aiming to become the world's largest online destination for plant-based food products.

The Vegano Marketplace is operating in a limited capacity at the moment as the Company does not have enough operating cash to stock appropriate levels of inventory to fulfill customer orders in a timely way. Effectively, orders from the Vegano Marketplace are operating on a drop shipment basis whereby management purchases the inventory after a customer purchase and attempts to fulfill the order after it has been received.

Meal Subscription Service

The Company previously offered a selection of plant-based meals on a subscription basis, through its custom-built online platform www.veganofoods.com, which were delivered to its customers on a weekly basis. The meals accommodated the following dietary preferences: vegan, vegetarian, and gluten-free and were available for delivery to Metro Vancouver, Vancouver Island, Squamish, Whistler and Pemberton, British Columbia.

During the year ended December 31, 2021, the Company manufactured meal kits, using high-quality ingredients sourced from local farmers and producers to ensure that its meal kits were delivered fresh to subscribers every week. The meal kits could be prepared in less than 45 minutes. The meal kit sales allowed the Company to capitalize on the demands for home delivery of fresh and plant-based, ready-to-cook ingredients that have been emerging in the market and secure a recurring income stream.

Starting January 31, 2022, the Company modified its meals subscription service, replacing meal kits with ready-made meals which required no further preparation by customers. The ready-made meals accommodated the same dietary preferences as the meal kits, were no longer manufactured inhouse, and were sourced from leading plant-based companies local to Vancouver, BC.

Since May 2022, the Company ceased the procurement and delivery of ready-made meals and focused its business strategy on the Vegano Marketplace.

SMPL Oats

On June 20, 2022, the Company completed the acquisition of SMPL Oats Ltd. ("SMPL"). Refer to "Acquisition of SMPL Oats Ltd." below. SMPL has a number of fulfilment issues post acquisition, which resulted in an impairment charge of \$2,722,308 after the Company has assessed it is unlikely to recover its investment. In particular, the formulation which was being done with a local vendor proved to be ineffective with quality control. There isn't a clear path to maintaining a consistent quality of standard with

this vendor. The Company has solidified a vendor in the United States to procure the oat milk, but the Company currently does not have the working capital to manage the order, as it will require an investment of approximately US\$50,000.

HIGHLIGHTS AND DEVELOPMENTS

During the period from January 1, 2022 to the date of this MD&A:

- The Company transitioned from producing and offering meal kits to ready-made meals sourced from local companies, as described in “Principal Products and Services”. Meals have since been discontinued from the Company’s offerings.
- The common shares of the Company began trading on the CSE on February 15, 2022 and later on the OTCQB Venture Market.
- The Company developed and launched a digital marketing platform to enable other plant-based companies to market their products to Vegano’s community, leveraging tools such as banner ads, blog features, SEO optimization services, collaborations and social media content to promote brands to Vegano’s audience. The digital marketing platform is anticipated to generate an additional revenue stream with the sale of bundles to these plant-based brands.
- On April 3, 2022, the Company, its wholly-owned subsidiary, 1355441 B.C. Ltd., and SMPL Oats Ltd. entered into an amalgamation agreement for the purpose of amalgamating SMPL Oats Ltd. and 1355441 B.C. Ltd. (the “Amalgamation”)
- On June 20, 2022, the Company completed the acquisition of SMPL. Refer to “Acquisition of SMPL Oats Ltd.”
- On October 25, 2022, the Company consolidated its common shares on the basis for one post-consolidated share for every ten pre-consolidated common shares held. All references to share and per share amounts have been retroactively restated to reflect this share consolidation.

RESULTS OF OPERATIONS

Nine months ended September 30, 2022 and 2021

During the nine months ended September 30, 2022, the Company recorded a net loss of \$5,105,537 compared to a net loss of \$2,462,114 for the same period of the prior year. A detailed discussion of the components which make up net loss for each period is below.

Revenue

During the nine months ended September 30, 2022, the Company recognized revenue of \$187,638 (2021 - \$227,915) generated from the sale of meal kits and prepared meals totaling \$139,962 (2021 - \$192,901) and the sale of grocery and household staples via Vegano Marketplace totaling \$47,676 (2021 - \$35,014). The decrease in revenue period over period of \$40,277 is explained by the cessation of meals kits and prepared meals in May 2022 resulting in a decrease to revenue of \$52,939. This decrease to revenue was partially offset by the increase in sales of grocery staples of \$12,662 due to launching the Vegano Marketplace in the third quarter of fiscal 2021.

Cost of goods sold and gross profit (loss)

Cost of goods sold consists of costs of ingredients, direct labour, packaging and shipping, merchandise, and other direct costs. During the nine months ended September 30, 2022, the Company incurred \$316,117 (2021 - \$349,176) in costs of goods sold and a negative gross margin of \$128,479 (2021 - \$121,261) or 68% (2021 - 53%) of total revenue. The decline in gross margin is attributable to the impact of inflation on the price of inputs and fulfillment costs.

Operating expenses

	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Advertising and promotion	\$ 234,264	\$ 262,644
Amortization of intangible assets	279,633	58,098
Consulting fees	738,867	216,370
Depreciation of equipment	12,945	10,843
General and administrative	192,613	474,389
Professional fees	336,536	310,122
Salaries and benefits	184,078	660,228
Share-based compensation	188,241	386,397
Travel expenses	57,797	184,793
Total operating expenses	\$ 2,224,974	\$ 2,563,884

Operating expenses decreased by \$338,910 for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021. Variances within expense items are summarized below.

- Decrease in advertising and promotion of \$28,380 was due to curtailing advertising and promotion initiatives during the nine months ended September 30, 2022. This reduction in advertising and promotion activities was partially offset by SMPL engaging a third party for marketing services for which payment was made in advance prior to the Acquisition. During the nine months ended September 30, 2021, the Company focused on advertising and promotion to support the recently launched meal kits subscriptions and the Vegano Marketplace to bolster sales and the Company's market share.
- Amortization of intangible assets increased by \$221,535. Amortization for the nine months ended September 30, 2022 consists of amortization of the intangible assets acquired from SMPL in connection with the Amalgamation. Refer to "Acquisition of SMPL Oats Ltd." Amortization for the nine months ended September 30, 2021 consisted of amortization of the Company's website.
- Increase in consulting fees of \$522,497 is explained by engaging business advisory services with respect to acquisition target identification, market research and business development during the nine months ended September 30, 2022. Included in consulting fees is \$337,908 paid to related parties. Refer to "Related Party Disclosures".
- General and administrative expenses consist of expenses relating to business activities such as occupancy costs for office spaces, costs for website maintenance and user interface development, office supplies, utilities, regulatory and filing fees, and meals and entertainment. The decrease in general and administrative expenses of \$281,776 is primarily due to the closure of leased commercial space and reduction in meals and entertainment in an effort to conserve cash resources. During the nine months ended September 30, 2021, the Company incurred website expenses prior to launching the Vegano Marketplace in the period whereas during the nine months ended September 30, 2022 website expenses primarily reflect ongoing maintenance costs. These decreases were partially offset by increased filing fees incurred in connection with the Company's recent listing on the CSE and the OTCQB Venture Market.
- Increase in professional fees of \$26,414 was due to higher legal and accounting fees incurred during the nine months ended September 30, 2022 in connection with the Company's listing on the CSE on February 15, 2022 and public company regulatory compliance thereafter.

- Decrease in salaries and benefits of \$476,150 was due to the Company reducing its workforce and focusing its business strategy on the Vegano Marketplace and evaluating new opportunities.
- Decrease in share-based compensation of \$198,156 is explained by the number of stock options granted in each period and the underlying vesting terms and resulting fair values recognized.
- Decrease in travel expenses of \$126,996 was a result of the Company's focus on completing the listing on the CSE and the Amalgamation during the nine months ended September 30, 2022. During the nine months ended September 30, 2021, the Company was focused on engagement with shareholders and investors.

Other expenses

During the nine months ended September 30, 2022, the Company recorded a loss on disposal of equipment of \$28,714 related to the sale of kitchen equipment and a vehicle, a gain on debt settlement of \$1,500 upon issuing shares to settle amounts payable, and an impairment loss of \$ 2,722,308 related to the intangible assets of SMPL as a result of a revised assessment of the recoverable amount of the assets.

During the nine months ended September 30, 2021, the Company recorded accretion expense and finance costs of \$8,581 and \$17,122, respectively, related to a convertible note issued to the CEO of the Company on July 10, 2020. Refer to "Related Party Disclosures". As a result of the change in fair value of the Company's investment in Superbolt Tea Inc., the Company also recorded a gain on investment of \$250,000 during the nine months ended September 30, 2021.

Three months ended September 30, 2022 and 2021

During the three months ended September 30, 2022, the Company recorded a net loss of \$3,529,697 compared to a net loss of \$883,070 for the same period of the prior year. A detailed discussion of the components which make up net loss for each period is below.

Revenue

During the three months ended September 30, 2022, the Company recognized revenue of \$383 (2021 - \$126,520). During the three months ended September 30, 2022, revenue of \$383 related only to sales via the Vegano Marketplace as the sale of prepared meals was suspended in the second quarter of fiscal 2022. The decrease in revenue is also correlated with decreased digital marketing in the period. During the three months ended September 30, 2021, revenue was derived from meal kits and prepared meals (\$91,506) and the Vegano Marketplace (\$35,014) following the recent launches and concurrent marketing campaigns.

Cost of goods sold and gross profit (loss)

Cost of goods sold consists of costs of ingredients, direct labour, packaging and shipping, merchandise and other direct costs. During the three months ended September 30, 2022, the Company incurred \$963 (2021 - \$203,327) in costs of goods sold and a negative gross margin of \$580 (2021 - \$76,807). The decline in gross margin is attributable to the decline in sales volumes.

Operating expenses

	Three months ended September 30, 2022	Three months ended September 30, 2021
Advertising and promotion	\$ 98,596	\$ 85,335
Amortization of intangible asset	252,218	19,366
Consulting fees	355,025	44,252
Depreciation of equipment	2,841	4,006
General and administrative	19,416	213,073
Professional fees	99,617	165,815
Salaries and benefits	10,384	216,058
Share-based compensation (recovery)	(2,682)	283,898
Travel expenses	354	24,317
Total operating expenses	\$ 835,769	\$ 1,056,120

Operating expenses decreased by \$220,351 for the three months ended September 30, 2022 compared to the three months ended September 30, 2021. Variances within expense items are summarized below.

- Increase in advertising and promotion of \$13,261 was due to the Company engaging a third party for marketing services for which payment was made in advance by SMPL prior to the Acquisition. This contract was partially offset by the Company reducing digital marketing spend in the period. During the three months ended September 30, 2021, the Company focused on advertising and promotion to support the recently launched meal kits subscriptions and the Vegano Marketplace to bolster sales and increase the Company's market share.
- Amortization of intangible assets increased by \$232,852. Amortization for the three months ended September 30, 2022 consists of amortization of the intangible assets acquired from SMPL in connection with the Amalgamation. Refer to "Acquisition of SMPL Oats Ltd.". Amortization for the three months ended September 30, 2021 consisted of amortization of the Company's website.
- Increase in consulting fees of \$310,773 is explained by engaging business advisory services with respect to acquisition target identification, market research and business development during the three months ended September 30, 2022. Included in consulting fees is \$128,250 paid to related parties. Refer to "Related Party Disclosures".
- The decrease in general and administrative expenses of \$193,657 is primarily due to decreased operating levels and transaction volumes, the closure of leased commercial space and the reduction in meals and entertainment in an effort to conserve cash resources. These decreases were partially offset by increased filing fees incurred in connection with the Company's recent listing on the CSE and the OTCQB Venture Market.
- Professional fees for the three months ended September 30, 2022 decreased by \$66,198 compared to the three months ended September 30, 2021 due to the nature and timing of corporate and strategic transactions in each period. During the three months ended September 30, 2022, the Company experienced decreased overall corporate activity.
- Decrease in salaries and benefits of \$205,674 was due to the Company reducing its workforce and focusing its business strategy on the Vegano Marketplace and evaluating new opportunities.
- Decrease in share-based compensation of \$286,580 is explained by the forfeiture of stock options during the three months ended September 30, 2022 and resulting expense recovery recorded.

- Decrease in travel expenses of \$23,963 was a result of the Company reducing discretionary spending in the three months ended September 30, 2022. During the three months ended September 30, 2021, the Company was focused on engagement with shareholders and investors.

Other expenses

During the three months ended September 30, 2022, the Company recorded an impairment loss of \$2,722,308 related to the intangible assets of SMPL as a result of a revised assessment of the recoverable amount of the assets.

As a result of the change in fair value of the Company's investment in Superbolt Tea Inc., the Company recorded a gain on investment of \$250,000 during the three months ended September 30, 2021.

SUMMARY OF QUARTERLY RESULTS

Three months ended,	Quarter	Total revenue (\$)	Net loss (\$)	Basic and diluted net loss per share (\$)
September 30, 2022	Q3	383	(3,559,697)	(0.41)
June 30, 2022	Q2	43,645	(526,382)	(0.09)
March 31, 2022	Q1	143,610	(1,049,458)	(0.19)
December 31, 2021	Q4	179,779	(1,505,757)	(0.27)
September 30, 2021	Q3	126,520	(883,070)	(0.16)
June 30, 2021	Q2	51,321	(715,868)	(0.13)
March 31, 2021	Q1	50,074	(863,176)	(0.29)
December 31, 2020	Q4	11,528	(405,458)	(0.20)

Historical quarterly results of operations and loss per share data do not necessarily reflect any recurring expenditure patterns or predictable trends.

Revenue has generally increased each quarter since the launch of the Vegano Marketplace in the third quarter of fiscal 2021. Since the second quarter of fiscal 2022, sales have decreased as the Company focused its attention on the completion of the Amalgamation and ceased the procurement and delivery of ready-made meals.

The Company's expenditures and net loss are primarily driven by the availability of financing and the timing of new product and offering launches and corporate and strategic transactions. Net loss has generally increased over the previous eight quarters as corporate activities increased and the Company transitioned to a publicly listed entity in the first quarter of fiscal 2022. In the second quarter of fiscal 2022, net loss decreased due to the closure of the Company's leased spaces and workforce reductions. The increased loss incurred in the third quarter of fiscal 2022 is primarily explained by the amortization and impairment of intangible assets from the Acquisition.

OFF BALANCE SHEET ARRANGEMENTS

As at the date of this MD&A, the Company has not entered into any off-balance sheet arrangements.

LIQUIDITY AND CAPITAL RESOURCES

The following table summarizes the Company's cash flows for the nine months ended September 30, 2022 and 2021:

	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Cash used in operating activities	\$ (1,382,580)	\$ (2,208,692)
Cash provided by (used in) investing activities	16,978	(378,086)
Cash provided by (used in) financing activities	(59,000)	2,534,436
Change in cash and cash equivalents	(1,424,602)	(52,342)
Cash and cash equivalents, beginning of period	1,439,582	2,275,929
Cash and cash equivalents, end of period	\$ 14,980	\$ 2,223,587

During the nine months ended September 30, 2022, the Company used cash of \$1,382,580 in operating activities. As the Company is in its early-stage and only started carrying on business in its current capacity as of December 2020, the cash used to fund the development of its operations exceeded the cash inflows from revenue that it generated. As a result, the Company has relied on its ability to raise financing through the issuance of equity securities to obtain sufficient cash flows. There is no certainty that equity financing will continue to be available at the times and in the amounts required to fund the Company's future activities.

Cash provided by investing activities for the nine months ended September 30, 2022 consisted of \$41,500 received from the sale of equipment and \$44,025 in cash assumed on the acquisition of SMPL Oats Ltd., net of equipment purchases of \$68,547. Cash used in investing activities for the nine months ended September 30, 2021 related to an investment of \$350,000 in common shares of Superbolt Tea Inc. and the purchase of equipment for \$28,086.

Cash used in financing activities for the nine months ended September 30, 2022 related to the repurchase of 130,000 common shares for consideration paid of \$32,500, loan repayments of \$25,000, and share issuance costs paid of \$1,500. Cash generated by financing activities for the nine months ended September 30, 2021 related to the proceeds on issuance of common shares for net proceeds of \$3,105,942. The cash generated from equity financings was partially offset by the repayment of \$540,959 to Conor Power, CEO of the Company, for the principal and interest on a convertible note which matured on May 5, 2021 and other loan repayments of \$30,547.

As at September 30, 2022, the Company had a working capital deficit of \$326,014 (December 31, 2021 – working capital of \$1,222,034). As at September 30, 2022, the Company has not generated profits or positive cash flows from operations. These conditions cast significant doubt about the Company's ability to continue as a going concern. The Company is dependent on its ability to develop profitable operations and to continue to raise adequate financing from external sources to carry out its business objectives. The Company will require additional financing for continuing operations, to evaluate strategic opportunities, and for working capital purposes. However, there is no assurance that the Company will be able to secure such financing on favorable terms.

RELATED PARTY DISCLOSURES

The Company has determined that related parties consist of the Company's Directors and its senior officers who are responsible for planning, directing and controlling the activities of the Company. A summary of current and former directors and senior officers of the Company applicable to the reporting periods presented are summarized as follows:

- Conor Power, CEO and Director (appointed on March 19, 2020)
- Alexander McAulay, CFO (appointed on November 30, 2020)
- Kaylee Astle, Former COO (appointed on January 1, 2021; resigned January 1, 2022)

- Luka Petkovic, Former VP of Sales (appointed on March 19, 2020; resigned on March 31, 2021); Director (appointed on August 23, 2022)
- Julie Daley, Former Director (appointed on August 10, 2021; resigned on July 13, 2022)
- Joel Primus, Director (appointed on August 10, 2021)

Remuneration attributed to key management personnel is summarized in the table below.

	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Salaries and benefits		
Conor Power, Chief Executive Officer ("CEO")	\$ 57,854	\$ 241,320
Kaylee Astle, former Chief Operating Officer ("COO")	42,086	89,408
Luka Petkovic, Director	1,253	40,212
Joel Primus, Director	9,000	-
Julie Daley, former Director	6,396	-
Kristin Fedchuk, domestic partner of the CEO	1,920	-
Consulting		
Company controlled by the CEO	337,083	-
Kristin Fedchuk, domestic partner of the CEO	30,825	-
Share-based compensation		
CEO	-	60,952
Alex McAulay, Chief Financial Officer ("CFO")	-	22,857
Former COO	-	226,970
Joel Primus, Director	20,473	5,399
Julie Daley, former Director	13,569	5,399
Kristin Fedchuk, domestic partner of the CEO	78,858	-
	\$ 599,317	\$ 692,517

During the nine months ended September 30, 2022, the Company incurred professional fees of \$213,323 (2021 - \$121,116) to Treewalk Consulting Inc. (formerly ACM Management Inc.), a company controlled by Alex McAulay, CFO. The Company outsources bookkeeping, financial reporting, and corporate secretarial services to Treewalk Consulting Inc.

As at September 30, 2022, accounts payable and other liabilities include \$nil (December 31, 2021 - \$8,654) due to Conor Power, CEO for accrued salaries and benefits. The amount is non-interest bearing, unsecured and due on demand.

As at September 30, 2022, accounts payable and other liabilities include \$nil (December 31, 2021 - \$13,010) due to Kaylee Astle, former COO and/or a company controlled by her for accrued salaries and benefits and expense reimbursements. The amount is non-interest bearing, unsecured and due on demand.

As at September 30, 2022, accounts payable and other liabilities include \$95,735 (December 31, 2021 - \$25,000) due to Treewalk Consulting Inc., a company controlled by Alex McAulay, CFO for professional fees, as described above. The amount is non-interest bearing, unsecured and due on demand.

As at September 30, 2022, accounts payable and other liabilities include \$nil (December 31, 2021 - \$5,687) due to Kristin Fedchuk, domestic partner of the CEO for consulting fees and accrued salaries and benefits. The amount is non-interest bearing, unsecured and due on demand.

As at September 30, 2022, accounts payable and other liabilities include director fee of \$3,000 due to Joel Primus, \$395 due to Julie Daley, and \$1,253 due to Luka Petkovic. As at December 31, 2021, no director fees were payable. The amounts are non-interest bearing, unsecured and due on demand.

As at September 30, 2022, accounts payable and other liabilities include \$174,320 (December 31, 2021 - \$nil) due to Alora Design and Consulting, a company controlled by Conor Power, CEO for consulting fees. The amount is non-interest bearing, unsecured and due on demand.

As at September 30, 2022, advances due from related parties included in other receivables consist of \$18,018 (December 31, 2021 - \$nil) in advances to Conor Power, CEO, for the purpose of expenses to be incurred on behalf of the Company. This amount is non-interest bearing, unsecured and is due on demand.

During the nine months ended September 30, 2021, the Company recognized accretion expense of \$8,581 and recorded finance costs of \$17,122 for accrued interest with respect to a convertible note payable to Conor Power, CEO. During the nine months ended September 30, 2021, the Company repaid the principal amount of \$500,000 and the accrued interest of \$40,959, for a total cash payment of \$540,959. As at September 30, 2022 and December 31, 2021, the carrying value of the convertible note was \$nil.

All transactions with related parties were intended to be carried on the same basis as they would have occurred if the transaction was with an arm's length party.

ACQUISITION OF SMPL OATS LTD.

On April 3, 2022, the Company, its wholly-owned subsidiary, 1355441 BC Ltd. ("Subco"), and SMPL Oats Ltd. entered into an amalgamation agreement (the "Amalgamation Agreement") for the purpose of amalgamating SMPL and Subco.

On June 20, 2022 (the "Closing Date"), pursuant to the Amalgamation Agreement:

- The Company issued 2,867,868 common shares in exchange for 32,092,949 common shares of SMPL being all of the issued and outstanding shares of SMPL immediately prior to the Amalgamation. The common shares were valued at \$2,294,295 or \$0.80 per common share which was the closing price per common share of the Company on the Closing Date.
- The Company issued 1,959,914 warrants in exchange for 21,932,949 warrants of SMPL being all of the outstanding warrants of SMPL immediately prior to the Amalgamation. Each warrant issued by the Company is exercisable for one common share of the Company at an exercise price of \$0.56 to \$1.12 and expires on June 20, 2024. The fair value of the warrants of \$916,694 was determined using the Black-Scholes Option Pricing Model and the following assumptions: share price of \$0.80, risk-free interest rate of 3.26%, expected life of 2 years, annualized volatility of 109.5%, and dividend yield of 0%.
- The Company issued 11,615 special warrants in exchange for 130,000 special warrants of SMPL being all of the outstanding special warrants of SMPL immediately prior to the Amalgamation. Each special warrant issued by the Company is exercisable for no additional consideration into one unit of the Company with each unit consisting of one common share and one warrant of the Company. Each warrant is exercisable for one common share of the Company at an exercise price of \$1.12 for a period of 24 months. The special warrants were valued at \$9,294 or \$0.80 per special warrant which was the closing price per common share of the Company on the Closing Date.
- SMPL and Subco were amalgamated and the resulting entity, SMPL Oats Ltd., became a wholly-owned subsidiary of the Company.

The Amalgamation was determined to be an asset acquisition as no substantive processes were transferred to the Company.

Consideration paid:		
Value of equity instruments	\$	3,220,283
Transaction costs		86,654
	\$	3,306,937
Net identifiable assets acquired:		
Cash and cash equivalents	\$	44,025
Other receivables		34,980
Prepaid expenses		294,663
Intangible assets		3,001,941
Accounts payable and accrued liabilities		(68,672)
	\$	3,306,937

Refer to “Principal Products and Services – SMPL Oats” for additional information on SMPL post acquisition.

OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares without par value.

Subsequent to the nine months ended September 30, 2022, the Company consolidated its common shares on the basis for one post-consolidated share for every ten pre-consolidated common shares held. All references to share and per share amounts have been retroactively restated to reflect this share consolidation.

The Company has securities outstanding as follows:

	September 30, 2022	Date of Report
Common shares	8,702,445	8,702,445
Stock options	255,000	255,000
Warrants	1,979,274	1,979,274
Special warrants	11,615	11,615
Total – fully diluted	10,948,334	10,948,334

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed by the Company are set out in Note 3 to the audited annual financial statements for the year ended December 31, 2021 and to the condensed consolidated interim financial statements for the three and nine months ended September 30, 2022.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Company’s financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingencies at the date of the Company’s financial statements, and revenue and expenses during the reporting period. Estimates and assumptions are subject to uncertainty and actual results could significantly differ from those estimated. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Significant estimates in the Company's financial statements include the following:

- Fair value measurement of intangible assets
- Economic recoverability of intangible assets
- Useful lives of equipment and intangible assets
- Fair value of share-based payments
- Fair value of investment

The most significant judgments in applying the Company's financial statements include:

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty
- The assessment of whether an acquisition meets the criteria of business combination

Actual results could differ from management's best estimates as additional information could become available in the future and may have an impact on future periods.

RISKS ARISING FROM FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the degree to which the inputs used to estimate the fair values are observable:

- Level 1 – Unadjusted quoted price in active market for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices);
- Level 3 - inputs for the asset or liability that are not based on observable market data.

The fair values of cash and cash equivalents, other receivables, accounts payable and other liabilities and loans payable approximate their carrying values due to their short-term nature.

The Company's long-term investment is considered to represent a level 3 fair value measurement.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash and cash equivalents held in bank accounts and other receivables. The majority of cash and cash equivalents are deposited in bank accounts held with a major bank and reputable online payment processing platforms. As the Company's cash and cash equivalents are held by only one bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. Other receivables primarily comprise balances recoverable from the tax authority for sales tax paid and advances due from the Company's CEO, Conor Power. Management has estimated the expected credit loss to be \$nil with respect to these other receivables. The Company's exposure to credit risk is low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity by maintaining adequate cash balances and by raising equity financings. The Company has no assurance that such financings will be available on favorable terms. In general, the Company attempts to avoid exposure to liquidity risk by obtaining corporate financing through the issuance of common shares.

As at September 30, 2022, the Company had cash and cash equivalents of \$14,980 to settle current liabilities of \$587,690 which fall due for payment within twelve months of the statement of financial position. All of the Company's contractual obligations are current and due within one year. All of the Company's financial liabilities are due on demand.

CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and sustain the future development of its business. The capital structure of the Company comprises of all components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue common shares through private placements. The Company is not exposed to any externally imposed capital requirements. There were no changes to the capital management of the Company during the nine months ended September 30, 2022.

RISKS AND UNCERTAINTIES

The following are certain risk factors and uncertainties relating to the business of the Company. These risks, described below, as well as additional risks and uncertainties not presently known to the Company, or that are currently considered immaterial, may impact the Company, operating results, liquidity and financial condition and could have material adverse affects. If any or all of these risks become increasingly significant and threaten the Company as a going concern. Refer to the Risk Factors section of the Final Prospectus filed on Sedar (www.sedar.com) on January 28, 2022.

Limited Operating History

The Company has a very limited history of operations and is considered a start-up company. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of the Company's success must be considered in light of its early stage of operations.

Negative Operating Cash Flow

The Company's business has incurred losses since its inception. Although the Company expects to become profitable, there is no guarantee that will happen, and the Company may never become profitable. The Company currently has a negative operating cash flow and may continue to have a negative operating cash flow for the foreseeable future. To date, the Company has not generated positive net income. The Company's ability to generate additional revenues and potential to become profitable will depend largely on its ability to manufacture or procure and market its products and services. There can be no assurance that any such events will occur or that the Company will ever become profitable. Even if the Company does achieve profitability, the Company cannot predict the level of such profitability. If the Company sustains losses over an extended period of time, the Company may be unable to continue its business.

Dependence on Key Personnel and Consultants

The success of the Company will be largely dependent upon the performance of its management and key employees. Failure by the Company to retain or to attract and retain additional key employees with necessary skills could have a materially adverse impact upon the Company's growth and profitability. These individuals, and the contributions they will make, are important to the future operations and success of the Company. The unexpected loss or departure of any of the key officers, employees or consultants of the Company could be detrimental to the Company's future operations. The Company's success will depend in part on its ability to attract and retain qualified personnel, as they are needed. The competition for highly skilled technical, management, sales and other employees is high in the Company's industry and the cost of hiring and retaining such personnel has been increasing. There can be no assurance that the Company will be able to engage the services of such personnel or retain the Company's current personnel.

SUBSEQUENT EVENTS

On October 25, 2022, the Company consolidated its common shares on the basis for one post-consolidated share for every ten pre-consolidated common shares held. All references to share and per share amounts have been retroactively restated to reflect this share consolidation.

The Company changed its fiscal year end from December 31 to March 31. As a result, the Company will report audited consolidated financial statements for a 15-month transitional fiscal year from January 1, 2022 to March 31, 2023 with a comparative of the 12-month audited financial results from January 1, 2021 to December 31, 2021.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A.