

PESORAMA INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Years Ended January 31, 2024 and 2023

Management's Discussion and Analysis

The following discussion and analysis is management's assessment of the results and financial condition of PesoRama Inc. (the "Company" or "PesoRama"). The following information should be read in conjunction with the Company's audited consolidated financial statements for the years ended January 31, 2024, and 2023 and accompanying notes, all of which are available on PesoRama's issuer profile on SEDAR at <https://www.sedarplus.ca/>. The date of this management's discussion and analysis ("MD&A") is May 22, 2024. Unless otherwise indicated, all financial data in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee. This MD&A has been prepared pursuant to the disclosure requirements under National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators. All dollar amounts are stated in Canadian Dollars unless otherwise indicated.

Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements") about the Company's current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or other future events or developments. The words "may", "will", "would", "should", "could", "expects", "plans", "intends", "projects", "forecasts", "budgets", "trends", "indications", "anticipates", "believes", "estimates", "predicts", "likely" or "potential" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements.

Forward-looking statements are based on information currently available to management and on estimates and assumptions made by management regarding, among other things, general economic conditions and the competitive environment within the retail industry in Mexico, in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate and reasonable in the circumstances. However, there can be no assurance that such estimates and assumptions will prove to be correct. Many factors could cause actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including the following factors which are discussed in greater detail in the "Risks and Uncertainties" section of this MD&A: future increases in operating costs (including increases in statutory minimum wages); future increases in merchandise costs (including as a result of inflation and tariff disputes); inability to sustain assortment and replenishment of merchandise; increase in the cost or a disruption in the flow of imported goods; failure to maintain brand image and reputation; disruption of distribution infrastructure; inventory shrinkage; inability to renew store, warehouse and head office leases on favorable terms; inability to increase warehouse and distribution center capacity in a timely manner; seasonality; market acceptance of private brands; failure to protect trademarks and other proprietary rights; foreign exchange rate fluctuations; potential losses associated with using derivative financial instruments; level of indebtedness and inability to generate sufficient cash to service debt; changes in creditworthiness and credit rating and the potential increase in the cost of capital; interest rate risk associated with variable rate indebtedness; competition in the retail industry; disruptive technologies; general economic conditions; departure of senior executives; failure to attract and retain quality employees; disruption in information technology systems; inability to protect systems against cyber-attacks; unsuccessful execution of the growth strategy; holding company structure; adverse weather; pandemic or epidemic outbreaks; natural disasters; climate change; geopolitical events and political unrest in foreign countries; unexpected costs associated with current insurance programs; product liability claims and product recalls; litigation; regulatory and environmental compliance; and shareholder activism.

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These factors are not intended to represent a complete list of the factors that could affect the Company; however, they should be considered carefully. The purpose of the forward-looking statements is to provide the reader with a description of management's expectations regarding the Company's consolidated financial performance and may not be appropriate for other purposes; readers should not place undue reliance on forward-looking statements made herein. Furthermore, unless otherwise stated, the forward-looking statements contained in this MD&A are made as at May 22, 2024 and management has no intention and undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

All the forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

Non-GAAP Measures

Certain financial measures used in this MD&A refer to certain non-GAAP measures. These measures may not be comparable to similar measures presented by other issuers. These measures have been described and presented to provide shareholders and potential investors with additional measures for analyzing the Company's ability to generate funds to finance its operations and information regarding its liquidity. We believe that these measures are important supplemental metrics of operating and financial performance because they eliminate items that have less bearing on our operating and financial performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on GAAP measures. These measures are provided as additional information to complement those IFRS measures by providing a further understanding of results of operations from management's perspective and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. The below-described non-GAAP measures do not have a standardized meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers. Refer to the section below for definitions of non-GAAP measures, as per National Instrument 52-112, Non-GAAP and Other Financial Measures, and for a reconciliation of the non-GAAP measures used and presented by the Company to the most directly comparable GAAP measures. In particular, Product Gross Margin, Adjusted EBITDA and EBITDA are non-GAAP measures.

Overview

PesoRama Inc. (formerly Skyscape Capital Inc.) was incorporated under the Business Corporations Act (Ontario) on January 9, 2018. The Company's registered office is located at 77 King Street West, Suite 700, Toronto, ON, M5K 1G8. The common shares of the Company are listed on the TSX Venture Exchange ("TSXV") under the symbol "PESO".

The Company is the ultimate parent company of its wholly owned Mexican subsidiaries through which PesoRama operates "dollar stores" in Mexico offering consumers a wide variety of products with focus on the value/dollar segment of the retail market. As at the date of this MD&A, the Company operates 23 stores. Stores average 5,400 square feet and offer a wide variety of private label general merchandise seasonal items, consumables, and branded products. Merchandise is sold in individual or multiple units at select, fixed price points up to MXN \$50. All stores are corporately operated and are strategically located in high-traffic areas such as shopping centers and strip malls in the greater Mexico City and surrounding area with plans to eventually expand to other areas of Mexico.

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The Company's strategy is to grow sales, operating income, net earnings, earnings per share and cash flows by expanding its Mexican store network, by being a first-mover brand in what management views as an underserved and growing Mexican dollar-store industry, and by providing value for customers through its broad product offerings, value proposition and enhanced shopping experience.

To date, PesoRama has opened up and is currently operating 23 stores, located in high-traffic shopping centers in Mexico City. As part of its current expansion strategy, PesoRama plans to open additional stores in Mexico City and its surrounding areas before also expanding its stores into other regions of Mexico. Factors which may impact the Company's ability to execute its expansion strategy are discussed below. See Strategy and Corporate Structure Risks.

All of PesoRama's JOI Canadian Stores are located at sites leased from third party landlords. PesoRama expects to continue to lease its store locations as it expands its stores. The average length of the term of PesoRama's store location leases is five years, with a five-year renewal option. In the future, as store leases expire, PesoRama believes it will be able to obtain lease renewals, if desired, for present store locations, or to obtain leases for comparable or better locations in the same general area. PesoRama believes this leasing strategy enhances its flexibility to pursue various expansion and relocation opportunities resulting from changing market conditions.

Company Events

Reverse Take-Over

On February 8, 2022, the Company completed a transaction whereby Skyscape acquired all of the issued and outstanding common shares of a private entity, incorporated in Canada, also known as PesoRama Inc. ("Old PesoRama" or the "Private Company"), which was subsequently amalgamated with a wholly-owned subsidiary of Skyscape to become PesoRama Holdings Inc. ("PesoRama Holdings"). The transaction constituted a reverse take-over transaction in accordance with International Financial Reporting Standards ("IFRS"), whereby the shareholders of Old PesoRama took control of Skyscape (the "RTO Transaction" or "RTO"). Pursuant to the RTO Transaction, Skyscape changed its name to PesoRama Inc.

Through PesoRama's wholly-owned subsidiaries, Canmex Dollar Stores, S.A. de C.V. ("Canmex"), JOi Canadian Stores, S.A. de C.V. ("JOi"), Pesorama Consulting Services, S.A. de C.V. ("Pesorama Consulting"), (and Pesorama Stores Services, S.A. de C.V. ("Pesorama Stores")), the Company operates discount retail stores in Mexico, under the JOi Canadian Stores brand, offering consumers a high variety of products with focus on the single price point segment of the retail market. During the year ended January 31, 2023, the Company expanded their product offering by adding two additional price points thus becoming part of the multi-price point segment of the retail market. References within this MD&A to the "Company" or "PesoRama" for periods, dates and/or transactions prior to the RTO Transaction are in reference to Old PesoRama, as the corporate entity of interest pre-RTO Transaction. Alternatively, references within this MD&A to the "Company" or "PesoRama" for periods, dates and/or transactions subsequent to the RTO Transaction are in reference to PesoRama (formerly Skyscape), as the corporate entity of interest post-RTO Transaction.

Stock Options Grant

On November 24, 2023, the Company granted 2,000,000 options to acquire common shares to certain employees and consultants of the Company at an exercise price of \$0.23 per common share. The options are for a five-year term, expiring in November 2028, and vesting one-fourth on each anniversary date from the date of grant over the first four years of the life of the options.

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Revolving Loan Facility

On June 9, 2023, PesoRama Inc ("the Company") entered into a Revolving Credit Facility Agreement ("the Agreement") with Third Eye Capital Corporation as the Agent on behalf of certain lenders (the "Lenders") with a maturity date of June 6, 2026. This Agreement provides for a revolving credit facility of up to \$20 million ("the Loan"), strategically structured to support the Company's growth initiatives, notably including but not limited to the construction and maintenance of Joi Dollar Plus Stores in Mexico ("Eligible Stores") and the expansion of inventory and product offerings. The Agreement outlines a flexible interest rate structure, wherein the applicable interest rate is determined as the greater of 13.5% or the Prime Rate (as posted by the Royal Bank of Canada) plus 7.55%. Interest shall accrue daily on outstanding advances and all obligations under the Agreement and all such interest shall be calculated, compounded and payable monthly in arrears in cash on the first business day of each calendar month. In the event of default, a default rate of 10% per annum applies. At the Agent's option, exercised in the Agent's sole discretion, the Agent may (at any time) (a) deduct the aggregate amount of any outstanding principal, interest, fees, costs, expenses, and other charges (including wire transfer charges) on the due date thereof from a cash advance, (b) treat such amounts as an advance under the Agreement or (c) disburse such amounts by way of direct payment. Upon maturity, the Company must pay all outstanding interest and principal. Upon execution of the agreement, the Agent on behalf of the Lenders was granted unlimited guarantee and first-ranking lien on all of the present and future assets of the Company including all equity securities.

Proceeds from advances received under the Agreement shall be used solely for the purposes of (a) subject to the prior written approval of the Agent, the leasing and tenant fit-out work related to new Eligible Stores reasonably anticipated to be incurred by the Company within 45 days of the date of such advance (b) the purchase of Inventory by the Company to be used in an Eligible Store and (c) the payment to the Lender or Agent for fees and expenses incurred in connection with the Agreement.

The allowable draw down at a given point in time is determined using the Borrowing Base calculation which is comprised 70% of eligible inventory including eligible in-transit inventory, 100% of eligible cash receipts, and 100% of the Company's trailing twelve months (TTM) EBITDA (provided it remains positive) after accounting for reserves related to interest and other fees.

For the purposes of the borrowing base calculation, EBITDA is defined as the consolidated net income adjusted for the following: (a) income and income based tax expense; (b) interest charges including interest expense, amortization or write-offs of debt discount and debt issuance costs and commissions, discounts and other fees and charges associated with any indebtedness (including the Agreement) accrued during the period on a consolidated basis in accordance with IFRS and all capitalized interest during such period; (c) rent under capitalized leases; (d) depreciation expense determined in accordance with IFRS; (e) extraordinary or nonrecurring losses, expenses and charges; (f) realized losses on swap agreements or other derivatives entered into for hedging interest rate or commodity price risks permitted by the Agent; (g) any non-cash loss attributable to the mark to market movement in the valuation of any equity interests, and swap agreements or other derivative instruments permitted by the Agent, but only to the extent the cash impact resulting from such loss has not been realized; (h) fees and expenses incurred during such period in connection with any actual issuance of any Debt, or any actual acquisitions, Investments, asset sales or divestitures permitted by the Agent; (i) operating expense attributed to actual acquisitions permitted by the Agent including salary obligations paid to employees terminated, one-time restructuring charges, implementation of cost savings initiatives, relocation costs, integration costs, recruitment fees, transition costs, and professional consulting fees; (j) earn-out and contingent consideration obligations (including to the extent accounted for as bonuses or otherwise) and adjustments thereof and purchase price adjustments, in each case in connection with actual

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acquisitions or investments permitted by the Agent; (k) all fees, expenses or charges from abandoned, closed, disposed or discontinued operations and any losses on disposal of abandoned, closed or discontinued operations, and attributable to business dispositions or asset dispositions (other than in the ordinary course of business), in each case permitted by the Agent; (l) all non-cash losses, charges and expenses, including any asset impairments, write-offs or write-downs; (m) stock-based compensation; (n) interest income and credits; (o) any extraordinary income or gains; (p) income and commodity tax credits (to the extent not netted from tax expenses); (q) any other non-cash income; and (r) any non-cash expenses associated with stock-based compensation.

As of January 31, 2024, the Company received proceeds of \$6,400,000 in relation to the Agreement (January 31, 2023 - \$Nil).

In consideration for entering into the Agreement, the Company issued 15,060,838 non-transferable common share purchase warrants of the Company to the Lenders. Each warrant is exercisable into one common share of the Company at an exercise price of \$0.14 per share for a five-year period. The warrants were assessed a fair value of \$1,706,914, using the Black-Sholes option pricing model and the following assumptions: dividend yield 0%, risk-free interest rate of 3.68%, expected volatility of 35.28%, stock price of \$0.22, and expected life of 5 years. The fair value of the warrants was capitalized as deferred financing costs upon initial recognition and are expensed in the consolidated statement of loss on a straight-line basis over the three-year term of the Agreement.

In addition to the warrants issued, the Agreement included a closing fee of \$800,000, to the Agent for the benefit of the Lenders. The Company also incurred an additional \$569,455 in loan issuance costs associated with legal fees and due diligence performed by the Agent. Upon execution of the Agreement, the aggregate issuance costs of \$1,369,455 were capitalized to deferred transaction costs and are expensed in the consolidated statement of loss on a straight-line basis over the three-year term of the Agreement.

During the year ended January 31, 2024, total financing costs expensed in the consolidated statement of loss in connection with the amortization of deferred financing costs were \$663,035.

As part of the Agreement, the Agent will charge an annual monitoring fee of \$50,000 and a standby fee of 1% payable by the Company to the Agent. The standby fee is calculated quarterly based on the difference between the daily amounts outstanding under this agreement and the Loan limit during the respective quarter. Both fees were considered to be financing costs and are expensed as financing costs in the consolidated statement of loss on initial recognition. During the year ended January 31, 2024, total financing costs associated with standby and monitoring fees were \$181,304 (January 31, 2023 - \$nil)

Opening of new stores

On November 17, 2023, the Company opened its 22nd Joi Dollar Plus Store in Tlalnepantla, Mexico. This 458-square meter site marks the Company's first stand-alone Joi store and strategically positions PesoRama in the first square of the municipality of Tlalnepantla, with a population of approximately 672,200 inhabitants. Located 13 kilometers from the center of Mexico City, in proximity to key retailers, schools, banks, and hospitals, the store is strategically placed to serve the diverse needs of the local community.

On December 1, 2023 the Company opened its 23rd Joi Dollar Plus Store in Iztapalapa, Mexico. Situated in the Complejo Industrial Tecnológico neighborhood, the 425-square meter store strategically targets the approximately 1,835,486 inhabitants in the municipality, located 16 kilometers from the center of Mexico City.

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Listing on OTCQB

On February 28, 2023, PesoRama was approved to commence trading in the USA on the OTCQB Venture Market under the symbol "PSSOF".

Factors Affecting Results of Operations

Sales

Sale revenue is recognized when control of a good or service is transferred to a customer. The Company uses the five-step contract-based analysis of transactions to determine when, if, and how much revenue can be recognized. The five steps include: (1) identify the contract(s) with the customer; (2) identify the separate performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to separate performance obligations; and (5) recognize revenue when (or as) each performance obligation is satisfied. The revenues of the Company come from the sale of products that are recognized at a point in time. Sales of products in the consolidated statement of loss and comprehensive loss are recognized by the Company when control of the goods has been transferred, i.e., when the customer tenders payment and takes possession of the merchandise at the stores and all obligations have been fulfilled. All sales are final. Sales revenue is shown net of sales tax and discounts.

Cost of Sales

Cost of sales consists primarily of purchased inventory and distribution expenses (explained further below). The Company records vendor rebates, consisting of volume purchase rebates, when it is probable that they will be received, and the amounts are reasonably estimable. The rebates are recorded as a reduction in the cost of inventory.

Because the functional currency of the Company's Mexican subsidiaries is the Mexican peso (the "peso"), and because the Company's Mexican subsidiaries purchase goods in currencies other than the peso, the Company's cost of sales is affected by fluctuations in foreign currencies, such as US and CAD dollars, against the peso.

Distribution Cost

Distribution cost represents transportation costs (which are largely variable and proportional to the Company's sales volume) as well as warehouse and distribution center occupancy costs. Shipping and transportation costs, including surcharges on transportation costs, are a significant component of distribution expenses. When fuel costs fluctuate, shipping and transportation costs increase or decrease, as applicable, because the carriers generally pass on these cost changes to the Company. Due to the high volatility of fuel costs, it is difficult to forecast the fuel surcharges the Company may incur from its carriers.

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General, Administrative and Store Operating Expenses

The Company's general, administrative and store operating expenses ("G&A") consist of store labour, which is primarily variable and proportional to its sales volume, as well as general store maintenance costs, salaries and related benefits of corporate and field management team members, administrative office expenses, professional fees, and other related expenses. G&A also includes variable and non-indexed rental expenses for the Company's stores that are excluded from the lease liability under IFRS 16. Fixed and indexed rental payments are capitalized as a lease liability under IFRS 16.

Overall Performance

Store Performance

	Year ended January 31,		Variance \$	Variance %
	2024	2023		
Total revenue	20,523,521	14,528,826	5,994,695	41%
Cost of sales			-	
Inventory expensed	11,827,143	8,707,347	3,119,796	36%
Inventory write-downs	142,496	(270,056)	412,552	153%
Distribution costs	1,559,185	1,241,874	317,311	26%
Gross profit	6,994,697	4,849,661	2,145,036	44%
Salaries and wages - store employees	1,787,663	1,319,238	468,425	36%
Subcontracted employees	-	15,720	(15,720)	(100)%
Store lease payments (i)	2,351,651	1,714,345	637,306	37%
Store expenses	1,158,668	730,705	427,963	59%
Profit	1,696,715	1,069,653	627,062	59%

- (i) Store lease payments are considered a reduction in lease liabilities and are included in total lease payments per note 10 of the consolidated financial statements for the year ended January 31, 2024 and 2023

For the year ended January 31, 2024, the company's retail operations had profits of \$1,696,715, an increase from the \$1,069,653 profit recorded for the same period in the prior year. This increase in profit, amounting to \$627,062, is primarily attributable to a 41% rise in revenue, totaling \$5,994,695. However, it was partially offset by a \$3,119,796 increase in inventory expensed, an increase in lease payments of \$637,306, and an increase in salaries and wages amounting to \$468,425.

EBITDA

"EBITDA" represents net loss (as presented in the Company's audited annual consolidated statements of loss and comprehensive loss) plus depreciation and amortization, interest, and income taxes. Adjusted EBITDA also considers other non-cash expenses such share-based compensation and unusual and non-recurring expenses such as the listing expense associated with the closing of the RTO.

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A reconciliation of net loss to EBITDA is as follows:

	Year ended January 31,	
	2024	2023
Net loss	(10,623,368)	(11,939,826)
Add (remove):		
Depreciation and amortization	3,620,507	3,279,380
Interest expenses	1,086,860	713,841
EBITDA	(5,916,001)	(7,946,605)
Add (remove)		
Financing costs other than interest expense	1,059,622	177,764
Listing expense	-	3,730,224
Share-based compensation	855,531	1,589,926
Adjusted EBITDA	(4,000,848)	(2,448,691)

Summary of Consolidated Quarterly Results

<i>Data from consolidated Statement of loss</i>	Fiscal 2024				Fiscal 2023			
	Q4 \$	Q3 \$	Q2 \$	Q1 \$	Q4 \$	Q3 \$	Q2 \$	Q1 \$
Sales	6,382,725	5,206,856	4,487,159	4,446,781	5,152,705	4,125,085	3,003,763	2,247,273
Net loss	(1,035,421)	(2,724,199)	(4,541,331)	(2,322,417)	760,430	(3,523,998)	(2,867,825)	(6,308,433)
Net loss per share								
Basic	(0.011)	(0.029)	(0.049)	(0.03)	0.020	(0.050)	(0.040)	(0.090)
Diluted	(0.011)	(0.029)	(0.049)	(0.026)	0.020	(0.050)	(0.040)	(0.090)

Historically, the Company's lowest sales results occur in the first quarter whereas the highest sales results occur in the fourth quarter, with December representing the high point of monthly sales. Sales also generally increase ahead of other holidays and celebrations, such as Valentine's Day, Holy Week, and Halloween, but the Company otherwise experiences limited seasonal fluctuations and expects this trend to continue. The occurrence of unusually adverse weather or an outbreak like the COVID-19 pandemic causing disruption in the Company's business activities or operations during a peak season such as major holidays and celebrations for a prolonged period could have an adverse effect on the Company's distribution network and on store traffic, which could materially adversely affect financial results.

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Financial and Operating Results for the Year Ended January 31, 2024

The following table summarizes PesoRama's key financial results for the year ended January 31, 2024, and 2023:

	Year ended January 31,		Variance \$	Variance %
	2024	2023		
Total revenue	20,523,521	14,528,826	5,994,695	41%
Cost of sales	13,528,824	9,679,165	3,849,659	40%
Gross profit	6,994,697	4,849,661	2,145,036	44%
Operating loss	(8,431,526)	(8,738,223)	306,697	4%
Net loss	(10,623,368)	(11,939,826)	1,316,458	11%
Net comprehensive loss	(9,796,233)	(10,533,224)	736,991	7%

Revenue

Total sales revenue increased from \$14,528,826 to \$20,523,521 for the year ended January 31, 2024, compared to the prior year. This growth can be attributed primarily to the organic expansion of existing stores, resulting in increased sales volume. Additionally, the implementation of a multi-price point strategy part way through fiscal 2023 and the opening of the new stores, Tlalnepantla and Iztapalapa on November 17 and December 1, 2023, respectively, further bolstered the Company's performance in the fiscal year 2024 compared to the previous fiscal year.

Cost of sales

Cost of sales for the year ended January 31, 2024, and 2023, was \$13,528,824 and \$9,679,165 and is composed of the following items:

	Year ended January 31,		Variance \$	Variance %
	2024	2023		
Cost of inventory	11,827,143	8,707,347	3,119,796	36%
Inventory write-downs	142,496	(270,056)	412,552	153%
Inventory used	11,969,639	8,437,291	3,532,348	42%
Distributions costs	1,559,185	1,241,874	317,311	26%
Total cost of sales	13,528,824	9,679,165	3,849,659	40%

Cost of inventory expensed

The cost of inventory expensed increased to \$11,827,143 for the year ended January 31, 2024 from \$8,707,347 during the equivalent period in the prior year. The increase was primarily driven due to an increase in sales. The Company also introduced a multiple price strategy part way through fiscal 2023, expanding the assortment offering and introducing new retail price points which resulted in higher priced units being purchased at a higher cost.

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Inventory write-down (recovery)

Inventory impairment expense increased from a recovery of \$270,056 for the year ended January 31, 2023 to a write-down of \$142,496 for the year ended January 31, 2024. The total impairment estimate includes slow-moving items as well as inventory which may be subject to a loss from damages or theft as of January 31, 2024. A significant portion of inventory that has been subject to the write-down is not damaged or obsolete and can be made available for sale upon the opening of new stores and increased sales volumes.

Distribution costs

Distribution costs increased from \$1,241,874 to \$1,559,185 for the year ended January 31, 2024, compared to the prior year. The increase was driven primarily by the increase in inventory turnover resulting in an increase in the number of trips per year required for restocking of store inventory. Additionally, the increase in inventory turnover resulted in more distribution costs being expensed in cost of sales as opposed to capitalized into inventory due to higher inventory turn-over.

Product Gross Margin Analysis

"Product Gross margin" represents gross profit (as presented in the Company's audited annual consolidated statement of loss and comprehensive loss) plus inventory write-downs and distribution costs divided by sales for the year ended January 31, 2024, and 2023.

	2024	Year ended January 31, 2023
Gross profit	6,994,697	4,849,661
Inventory write-down	142,496	(270,056)
Distribution costs	1,559,185	1,241,874
	8,696,378	5,821,479
Sales	20,523,521	14,528,826
Product gross margin	42.4%	40.1%

Gross margin increased by 2.3% for the year ended January 31, 2024, compared to the prior year, primarily due to the introduction of the multi-price strategy and assortment mix part way through fiscal 2023 which allows for products to be sold at higher margins.

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General, administrative and store operating expenses

The following table summarizes PesoRama's general, administrative and store operating expenses for the year ended January 31, 2024, and 2023:

	Year ended January 31,		Variance \$	Variance %
	2024	2023		
Management and directors' fees	1,357,710	942,789	414,921	44%
Salaries, wages, and benefits	4,695,066	3,572,632	1,122,434	31%
Subcontracted employees	-	15,720	(15,720)	(100)%
Professional fees	2,185,928	2,183,554	2,374	0%
Store expenses	1,158,668	730,705	427,963	59%
Investor relations	177,352	472,676	(295,324)	(62)%
Office expenses	990,369	617,295	373,074	60%
Security and monitoring	24,338	17,510	6,828	39%
Repairs and maintenance	9,145	9,006	139	2%
Share-based compensation	855,531	1,589,926	(734,395)	(46)%
Travel expenses	310,345	122,024	188,321	154%
Marketing and promotion	41,264	34,667	6,597	19%
Total	11,805,716	10,308,504	1,497,212	15%

Management and director's fees

Management fees increased from \$942,789 to \$1,357,710 during the year ended January 31, 2024, compared to the prior year. The increase is primarily due to bonuses granted during the year ended January 31, 2024. The increase due to bonuses paid in the year was partially offset by a decrease in management fees due to the departure of the Chief Operating Officer in June 2023.

Salaries, wages and benefits

Salaries, wages, and benefits expenses increased from \$3,572,632 to \$4,695,066 during the year ended January 31, 2024, in comparison to the same period in the prior year. The primary driver behind this increase is the Company's strategic decision to expand its workforce. New employees were brought on board to meet staffing requirements for stores opened in November and December 2023. Additionally, the Company hired new head office personnel to support its growing operational demands, which include real estate and construction activities, as well as inventory logistics such as purchasing.

Subcontracted employees

Subcontracting expenses decreased from \$15,720 to \$nil for the year ended January 31, 2024, compared to the equivalent period in the prior year. The decrease is due to the amendments to labour laws in Mexico, which effectively prohibited employers in Mexico from subcontracting certain personnel. As a result, the Company ceased contracting subcontracted employees part way through fiscal 2023 and hired additional employees to service its operations. The cost of these new employees is recorded under salaries, wages and benefits.

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Professional fees

Professional fees encompass legal expenses, consulting and advisory charges, as well as audit and accounting fees. During the year ended January 31, 2024, professional fees increased from \$2,183,554 to \$ 2,185,928 compared to the same period last year. This increase is primarily attributable to an increase in audit and accounting fees as a result of additional compliance requirements.

Investor relations

Investor relations expenses decreased from \$472,676 to \$177,352 for the year ended January 31, 2024, compared to the equivalent period in the prior year. The decrease is due to the Company entering into services agreement in the previous year which expired prior to or during the year ended January 31, 2024 and were not renewed.

Office expenses

Office expenses increased from \$617,295 to \$990,369 for the year ended January 31, 2024, compared to the equivalent period in the prior year. The increase in the year ended January 31, 2024 is due to administrative and set-up costs associated with software licensing required as a result of the increase in the number of employees. Additionally, the Company experienced an increase in insurance expense as a result of its increase in operations.

Security and monitoring

Security and monitoring expenses increased from \$17,510 to \$24,338 for the year ended January 31, 2024, compared to the equivalent period in the prior year. The increase was due to the implementation of new loss prevention strategies at the store level.

Share-based compensation

Share-based compensation expenses decreased from \$1,589,926 to \$855,531 for the year ended January 31, 2024, compared to the equivalent period in the prior year. The decrease is attributable to the recognition of share-based compensation related to the outstanding 7,550,000 stock options granted in February 2022 to directors, officers and employees of the Company, which was mostly recognized over fiscal 2023 in accordance with their vesting provisions.

Travel expenses

Travel expenses increased from \$122,024 to \$310,345 for the year ended January 31, 2024, compared to the equivalent period in the prior year. The increase is due to the Company opening stores outside of Mexico City requiring travel to other parts of Mexico. Travel expenses also increased due to an increase in international travel incurred as part of the Company's supply chain management and monitoring.

Marketing and promotion

Marketing and promotion expenses increased from \$34,667 to \$41,264 for the year ended January 31, 2024, compared to the equivalent period in the prior year. The increase in the current year is primarily attributable to advertising expenses incurred for the opening of new stores.

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Depreciation and amortization

The following table summarizes PesoRama's depreciation and amortization expenses for the year ended January 31, 2024, and 2023:

	Year ended January 31,		Variance \$	Variance %
	2024	2023		
Depreciation	1,944,890	1,943,372	1,518	0%
Amortization, intangible assets	35,041	4,180	30,861	738%
Depreciation, right-of-use assets	1,640,576	1,331,828	308,748	23%
Total	3,620,507	3,279,380	341,127	10%

Depreciation and amortization

Depreciation expense is composed of depreciation on fixed assets. As of January 31, 2024, the Company holds fixed assets in the following categories: office furniture and equipment, store furniture and equipment, computer hardware, communication equipment and leasehold improvements.

Depreciation expenses on fixed assets remained relatively consistent from year to year, increasing only slightly from \$1,943,372 to \$1,944,890 for the year ended January 31, 2024, compared to the equivalent period in the prior year. Although the Company had additions of \$1,139,445 during the year, these primarily related to leasehold improvements for stores which opened in November and December 2023 thus resulting in a minimal increase in amortization.

As of January 31, 2024, the Company holds intangible assets in the following categories: software licenses, brand names, and software development. Amortization expenses on intangible assets increased from \$4,180 to \$35,041 for the year ending on January 31, 2024, compared to the same period in the previous year. This increase in amortization is primarily attributable to the commencement of software license amortization, which began in the second quarter of fiscal year 2024.

Depreciation, right-of-use assets

Depreciation on right of use assets increased from \$1,331,828 to \$1,640,576 for the year ended January 31, 2024, compared to the equivalent period in the prior year. This increase is due to the Company signing a new store lease in the current fiscal year.

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Financing Costs

The following table summarizes PesoRama's finance costs for the year ended January 31, 2024, and 2023:

	Year ended January 31,		Variance \$	Variance %
	2024	2023		
Interest on lease liabilities	721,093	699,414	21,679	3%
Interest on revolving loan payable	365,767	-	365,767	100%
Interest on loan payable	-	14,427	14,427	(10)%
Accretion on loan payable	-	18,047	(18,047)	(100)%
Financing costs	844,339	-	844,339	100%
Bank and other finance charges	205,307	138,653	66,654	48%
Foreign exchange loss (gain)	9,976	21,064	(11,088)	(53)%
Total	2,146,482	891,605	1,254,877	141%

Interest on lease liability

Interest on lease liabilities increased from \$699,414 to \$721,093 for the year ended January 31, 2024, compared to the equivalent period in the prior year. The increase is primarily due to the Company signing a new store lease during the current fiscal year.

Interest on revolving loan payable

Interest on revolving loan payable increased to \$365,767 from \$nil for the year ended January 31, 2024, compared to the equivalent period in the prior year. The increase is due to the Company entering into a financing agreement during the year ended January 31, 2024 for a revolving loan of up to \$20million. During the year ended January 31, 2024 the Company received total cash advances of \$6,400,000.

Interest and accretion on loan payable

Interest and accretion on loan payable decreased to \$nil from \$32,474 for the year ended January 31, 2024, compared to the equivalent period in the prior year. Interest and accretion during the year ended January 31, 2023 relate to the convertible notes all of which were converted into shares on February 8, 2022. Upon conversion, the Company stopped incurring accretion and interest on debt.

Financing costs

Financing costs increased significantly from \$nil to \$844,339 for the year ended January 31, 2024, compared to the same period in the prior year. This increase is due to expenses incurred during the execution of a new revolving loan agreement executed on June 9, 2023, as well as the monitoring and unused line fees associated with this agreement.

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Liquidity and Capital Resources

As at	January 31, 2024	January 31, 2023
Working capital	47,533	1,671,900
Total assets	18,838,069	18,797,310
Total non-current liabilities	9,187,105	3,649,147
Shareholders equity	2,077,006	8,736,171

As of January 31, 2024, the Company had working capital of \$47,533, compared to \$1,671,900 as of January 31, 2023, representing a decrease of \$1,624,367. The decrease is due to a decrease in cash as a result of a decrease in net cash provided by financing activities. Working capital further decreased as a result of an increase in accounts payable due to the Company leveraging vendor's credit terms as well as an increase in the current portion of the lease liability due to a new lease agreement and increase in monthly lease payment for existing lease agreements.

Although the Company's stores were profitable during the year ended January 31, 2024, the Company has not generated overall profits or positive cash flows from operations as of January 31, 2024. The Company's ability to continue its operations depends on raising additional financing and generating profits and positive cash flows from operations to cover operating costs. Additional financing will be required to sustain operations, evaluate strategic opportunities, and support working capital needs.

Cash Flows for the year ended January 31, 2024 and 2023

As at	January 31, 2024	January 31, 2023
Cash used in operating activities	(3,337,452)	(7,362,731)
Cash used in investing activities	(1,172,039)	(1,275,537)
Cash provided in financing activities	2,338,457	4,891,436

Cash Flows – Operating Activities

For the year ended January 31, 2024, cash used in operating activities totaled \$3,337,452, compared to cash used of \$7,362,730 in the equivalent period in the prior year. The decrease in cash used in operating activities is primarily attributable to the operating cash outlays being funded by the increase in operating cash inflows from sales.

Cash Flows – Investing Activities

For the year ended January 31, 2024, cash used in investing activities totaled \$1,172,039, compared to \$1,275,537 in the equivalent period in the prior year. The use of cash for investing activities has remained consistent year over year with the Company opening an additional two stores during each of the fiscal years ended January 31, 2024, and 2023.

Cash Flows – Financing Activities

For the year ended January 31, 2024, cash provided by financing activities amounted to \$2,338,457, compared to \$4,891,436 during the same period in the prior year. During the year ended January 31, 2024, the Company received loan proceeds of \$6,400,000 from its revolving credit facility. This increase from loan proceeds was offset by lease payments of \$2,587,190 and transaction costs related to the revolving credit facility amounting to \$1,502,785.

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Capital Expenditures

Capital expenditures mainly relate to investments in new stores. During the year ended January 31, 2024, the capital expenditures on property plant and equipment totaled \$1,139,445, compared with \$1,273,161 in the equivalent period in the prior year. These expenditures primarily relate to leasehold improvements to stores.

Capital Resources

The Company's capital management objective is to have sufficient capital to be able to execute its business plan. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the retail industry. The continued development of the Company's expansion plan through the construction and opening of new stores is dependent upon the ability of the Company to secure sufficient funds through operations, credit facilities and other sources.

While two additional stores were opened in the period ended January 31, 2024, the Company still does not yet generate sufficient cash flows from operating activities to fund its planned growth strategy in Mexico. As a result, the Company is dependent on external financing. As at January 31, 2024, the Company had \$901,553 in cash (January 31, 2023 - \$3,019,481) and working capital of \$47,533 (January 31, 2023 – \$1,671,900).

PesoRama's ability to successfully execute its growth strategy will depend largely on its ability to capitalize on organic growth opportunities available from an increase in foot traffic at its existing locations. Additionally, the successful execution of the Company's growth strategy is also dependent on the Company's continued execution of its merchandising strategies and its ability to continue executing its expansion plans which include successfully opening and operating new stores in Mexico City and elsewhere in Mexico. A new JOI Canadian Store requires a minimal initial investment of approximately \$500,000, including \$350,000 for capital expenditures and \$150,000 for inventory.

Although the Company has been successful in the past in obtaining financing and believes that it will continue to be successful, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be available on terms that are advantageous to the Company. These material uncertainties may cast significant doubt as to the Company's ability to continue as a going concern.

The audited annual consolidated financial statements for the years ended January 31, 2024 and 2023, have been prepared on a going concern basis, which assumes that the Company will be able to discharge its obligations and realize its assets in the normal course of operations for the foreseeable future. Management believes that the going concern assumption is appropriate for the financial statements and that the Company will be able to meet its budgeted capital and administrative costs as well as its other potential capital commitments during the upcoming year and beyond. There is no guarantee that the Company will be successful in its retail and development activities and no certainty in fulfilling the Company's impending commitments (see further below). Should the going concern assumption not be appropriate and the Company is not able to realize its assets and settle its liabilities, the consolidated financial statements would require adjustments to the amounts and classifications of assets and liabilities, and these adjustments could be significant.

The Company's assumptions with respect to future liquidity needs may not be correct and funds available to it from the sources described herein may not be sufficient to enable it to service its indebtedness or cover any shortfall in funding for any unanticipated expenses.

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Contractual Obligations, Off-Balance Sheet Arrangements and Commitments

Throughout the year ended January 31, 2024, the Company entered into various agreements with different vendors relating to the construction and improvement of its retail stores in Mexico. As of January 31, 2024, the Company has not committed to any construction contracts relating to the upcoming store until additional financing is secured. As of January 31, 2024, the Company had no planned expenditures associated with the construction of new stores. The Company also had retail stores and office lease commitments outstanding, which have been recorded as lease liabilities of \$4,451,767 in the annual consolidated financial statements (see Note 10 to the consolidated financial statements).

Additionally, as at January 31, 2024, the Company had inventory purchase commitments of \$227,722 which are expected to be fulfilled and paid within the next twelve months.

Legal Claims

Legal Claim for Unpaid Professional Fees

In February 2021, a certain legal professional firm (the "Legal Firm") initiated legal proceedings against the Company in regard to unpaid legal fees of approximately \$702,000 owed by the Company to the Legal Firm, all of which have been previously accrued in accounts payable and accrued liabilities. In July 2021, the Company initiated legal action against the Legal Firm on the grounds of professional negligence in association with legal services provided to the Company. At this point in time, the Company is currently unable to determine the outcome nor able to estimate potential losses from these proceedings.

Trademark Infringement Claims

In December 2020, the Company was notified that a certain third party initiated a series of infringement claims with the Mexican Institute of Industrial Property ("MTO") against Joi claiming that Joi's trademark is similar to the plaintiff's own registered trademark for its products. Joi's initial response highlighted the fact that a) the goods cited are not under a trademark held by Joi but by Canmex, b) the MTO has granted trademark registration to Canmex for the trademark "Joi," among others, and c) Joi's name is not similar to the registered trademark of the plaintiff. The proceedings are ongoing as Joi awaits further action from the MTO. The initial ruling favored the Company, with no penalties imposed and recognition granted for the use of the name JOI CANADIAN STORES. The plaintiff has appealed this decision, and the appellate process is ongoing. However, the maximum estimated financial claim is approximately MXN \$1,790,000 (equivalent to CAD \$137,526).

The Company believes the third party's claims to be without merit and anticipates a high likelihood of success in prevailing against the infringement claims. As such, the Company has not made any provision related to these claims.

Legal Claims from Former JOi and PCS Employees

As at January 31, 2024, Joi and PCS had open legal claims from four former employees. The maximum estimated financial claim is approximately MXN \$4,431,970 (equivalent to CAD \$346,282).

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Legal Action from Former CEO

In November 2021, the former CEO of Old PesoRama (the "Former CEO") filed a statement of claim in the Court of Queen's Bench of Alberta against the Company and its directors for wrongful termination, interference with contractual relations, engagement in civil conspiracy, abuse of civil process, oppressive conduct, and breach of fiduciary and other duties. The claim seeks non-monetary compensation in the amount of 8,750,000 common shares of the Company. The Former CEO is also seeking, in the aggregate, approximately \$5.3 million in compensatory and punitive damages in connection with the foregoing claims.

The Company strongly disagrees with all the former CEO's positions, believes that the claims are without merit and intend to vigorously defend themselves against the Former CEO's claims. As such, the Company has not made any provision related to this litigation.

Legal Claims from Former Directors

On July 4, 2022, three former directors (the "Plaintiffs") of PesoRama Holdings (the "Defendant") filed a statement of claim in the Court of Queen's Bench of Alberta against the Defendant. The claim alleges that the Plaintiffs are owed a total of \$361,000 of unpaid director compensation fees. The Defendant disagrees with all of the Plaintiffs' positions, believes that the claim is without merit and continues to vigorously defend itself against the Plaintiffs' claim.

Legal Action from Former CFO

On July 20, 2022, the former CFO of Joi, Canmex and Pesorama Consulting filed a claim with the Local Labour Board in Mexico against Joi, Canmex, Pesorama Consulting and management for wrongful termination. The claim seeks monetary damages of MXN \$3.5 million (CAD \$267,427). As of January 31, 2024, the Company recognized a provision for of MXN \$3.5 million (CAD \$267,427) in accounts payable and accrued liabilities.

Related Party Transactions

During the year ended January 31, 2024, there were separate related party transactions as follows:

- (i) Salaries, wages, and benefits and management fees of \$859,925 (2023 - \$837,533) relating to the key management personnel were incurred during the year ended January 31, 2024. As of January 31, 2024, all fees had been paid.

	Year ended January 31,	
	2024	2023
	(\$)	(\$)
841796 Ontario Limited ^(a)	249,996	250,000
Erica Fattore, former President and Chief Executive Officer	250,000	250,000
Sebastian Avila, former Chief Operating Officer	93,982	157,534
Rodrigo Castañón Magdalena, Chief Operating Officer	85,947	-
Abdulmajeed Bawazeer, former Chief Strategy Officer	180,000	180,000
Total	859,925	837,534

(a) 841796 Ontario Limited is controlled by Rahim Bhaloo, founder and Executive Chairman of the board of the Company.

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(ii) Professional fees for accounting services of \$nil (2023 – \$81,000) were incurred during the year ended January 31, 2024, for professional services rendered by Lancaster Capital Advisory Corp., a company of which Lynn Chapman, the prior Chief Financial Officer, is an officer and significant shareholder. As of January 31, 2024, all fees had been paid.

(iii) Directors' fees of \$288,286 (2023 - \$301,469) were incurred during the year ended January 31, 2024.

	Year ended January 31,	
	2024	2023
	(\$)	(\$)
Fundamental HS, SC ^(a)	162,286	182,969
Paul Pathak	90,000	82,500
Andrew Parks	36,000	36,000
Total	288,286	301,469

(a) Antonio Heredia, director of the Company, is a partner at Fundamental HS, SC

As of January 31, 2024, director's fees payable consisted of \$98,676 included in accounts payable and accrued liabilities, and obligation to issue shares of \$67,176 and \$31,500. The obligation is to be settled through the issuance of shares at the market price per share at the time of issuance.

	As of January 31,	
	2024	2023
	(\$)	(\$)
Fundamental HS, SC ^(a)	60,561	182,969
Paul Pathak	27,225	82,500
Andrew Parks	10,890	36,000
Total	98,676	301,469

(iv) The Company incurred professional fees for legal services of \$241,396 (2023 - \$89,588) for the year ended January 31, 2024, provided by Chitiz Pathak LLP, a law firm of which Paul Pathak, Director of the Company, is also a partner. As at January 31, 2024, the Company had \$93,772 in accounts payable and accrued liabilities for amounts owed to this law firm.

(v) As of January 31, 2024, accounts payable and accrued liabilities included \$16,515 due to Rahim Bhaloo, founder and Executive Chairman, for expenses incurred on behalf of the Company.

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- (vi) The Company incurred share-based compensation expenses for options issued to key management personnel of \$848,532 (2023 - \$1,589,926) for the year ended January 31, 2024.

	Year ended January 31,	
	2024	2023
	(\$)	(\$)
Erica Fattore, former President and Chief Executive Officer	306,195	579,437
Abdulmajeed Bawazeer, former Chief Strategy Officer	178,150	337,126
Rodrigo Castañón Magdalena, Chief Operating Officer	6,999	-
Juan Sebastian Avila, former Chief Operating Officer	33,403	63,211
Rahim Bhaloo, founder and Executive Chairman	103,882	194,012
Antonio Heredia, Director	102,993	194,901
Paul Pathak, Director	77,940	147,493
Andrew Parks, Director	38,970	73,746
Total	848,532	1,589,926

- (vii) During the year-ended January 31, 2024, the Company granted bonuses totaling \$462,499 (2023 - \$nil) to key personnel.

	Year ended January 31,	
	2024	2023
	(\$)	(\$)
Rahim Bhaloo, founder and Executive Chairman	304,166	-
Erica Fattore, President and Chief Executive Officer	83,333	-
Abdulmajeed Bawazeer, Chief Strategy Officer	75,000	-
Total	462,499	-

- (viii) During the year ended January 31, 2024, the Company issued 2,482,686 common shares to settle \$546,191 in management bonuses and director's fees. See Note 13 of the consolidated financial statements.

	Debt to be settled	Shares Issued as Payment
	(\$)	(#)
841796 Ontario Limited ^(a)	283,333	1,287,877
Erica Fattore, President and Chief Executive Officer	83,333	378,786
Abdulmajeed Bawazeer, Chief Strategy Officer	60,000	272,727
Paul Pathak, Director	52,500	238,636
Andrew Parks, Director	21,000	95,455
Fundamental HS, SC ^(b)	46,025	209,205
Total	546,191	2,482,686

(a) 841796 Ontario Limited is controlled by Rahim Bhaloo, founder and Executive Chairman of the board of the Company.

(b) Antonio Heredia, director of the Company, is a partner at Fundamental HS, SC

Critical Accounting Estimates and Judgments

The preparation of the audited annual consolidated financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and

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the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from these estimates.

Estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following judgments, estimates, and assumptions are applied in these consolidated financial statements.

Valuation of inventory

Inventory includes items that have been marked down to management's best estimate of their net realizable value, with the markdown included in cost of sales in the period in which it is determined. The Company estimates its inventory provisions based on a variety of factors, including quantities of slow-moving or carryover seasonal merchandise on hand, future merchandising plans, inventory shrinkage, and product expiry or obsolescence where applicable. The accuracy of the Company's estimates can be affected by many factors, some of which are beyond its control, including changes in economic conditions and consumer buying trends. Changes to the inventory provisions and especially shrinkage can have a material impact on the results of the Company.

Leases

Leases requires lessees to discount lease payments using the rate implicit in the lease if that rate is readily available. If that rate cannot be readily determined, the lessee is required to use its incremental borrowing rate. The Company generally uses the incremental borrowing rate for initial measurement of real estate leases, as the implicit rates are not readily available due to the lessor not disclosing the fair value of underlying assets (including the lessor's initial direct costs). The incremental borrowing rate is the interest rate the Company would pay to borrow funds over a comparable term for an asset of comparable value in a comparable economic environment. In determining the period, the Company has the right to use an underlying asset, management considers the non-cancellable period along with all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. See Note 10 of the consolidated financial statements for further disclosures and details regarding the Company's leases.

The Company considers renewal options included in leasing contracts and the likelihood of lease renewal when assessing lease terms and total payments. All of the Company's store leases have one renewal option of five years. The Company opens stores both in established malls and as standalone retail locations. Each approach has advantages and disadvantages that the Company is currently evaluating on a location-by-location basis. Certain stores in one type of location may ultimately be moved to the other type, depending on future store performance. Therefore, because of the relative recency of the Company's store openings and the Company's approach of opening both mall-based and standalone stores, the Company is not yet able to reasonably determine whether it will exercise renewal options in its existing stores and thus has not included any renewal options in evaluating the lease term. The Company will continue to assess the probability of renewing each of its leases at a minimum each reporting period.

Share based compensation and warrants

All equity-settled, share-based awards and warrants issued by the Company are recorded at fair value using the Black-Scholes option-pricing model. In assessing the fair value of equity-based compensation and warrants,

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estimates have to be made regarding the fair value of the underlying share(s), expected volatility in share's fair value, option life, dividend yield, risk-free rate, estimated life, and estimated forfeitures at the initial grant date.

Provisions

The Company bases its provisions on up-to-date developments, estimates of the outcomes of pending matters, and legal counsel experience in contesting, litigating and settling matters. As the scope of the liabilities becomes better defined or more information is available, the Company may be required to change its estimates of future costs, which could have a material effect on its results of operations and financial condition or liquidity.

Income Taxes

Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters differs from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Significant areas where management's judgment has been applied

Functional currency

The functional currency of the Company and each of the Company's subsidiaries is the currency of the primary economic environment in which the respective entity operates. Such determination involves certain judgments to identify the primary economic environment. The Company reconsiders the functional currency of an entity if there is a significant change in the events and/or conditions which determine the primary economic environment. Based on the Company's review, no change to the functional currency of the Company or any of its subsidiaries was necessary.

Taxes Receivable

The Company both collects and pays Mexico's Value-Added Tax ("VAT") for goods sold and goods and services received, respectively, in Mexico. The Company also pays Canada's Goods and Services Tax ("GST") for services received in Canada. The Company's status as a filer of VAT and GST means that it is required to file regular tax returns (monthly for VAT, quarterly for GST) with the appropriate government authority. Because the Company's primary operations are in Mexico, GST filings in Canada are straightforward and minimal. However, VAT filings in Mexico are of greater financial significance and complexity.

The Company has filed all VAT returns in a timely manner and is in the process of requesting refunds where applicable. In Mexico, this is a separate process from tax filing and is frequently time- and effort-intensive. The Company has engaged a tax specialist to assist in VAT-refund filings for certain prior periods. As at January 31, 2023 and January 31, 2024, the refund-filing process had begun and several periods had been requested for which refunds have been received.

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Impairment of Long-lived Assets

For the purposes of measuring recoverable values for impairment calculation purposes, assets are aggregated into cash generating units ("CGUs") based on an assessment of the lowest levels for which there are separately identifiable cash inflows. The determination of individual CGUs is based on management's judgment regarding shared infrastructure, geographical proximity and similar exposure to market risk. At January 31, 2024, the Company has assessed that each of its stores constitutes a CGU.

New standards, interpretations, and amendments

IAS 1, Presentation of Financial Statements ("IAS 1") and IFRS Practice Statement 2: In February 2021, the IASB issued amendments to IAS 1 and the IFRS Practice Statement 2 Making Materiality Judgements to provide guidance on the application of materiality judgements to accounting policy disclosures. The amendments to IAS 1 replace the requirement to disclose 'significant' accounting policies with a requirement to disclose 'material' accounting policies. Guidelines and illustrative examples are added in the Practice Statement to assist in the application of materiality concept when making the judgements about accounting policy disclosures. Effective February 1, 2023, the Company adopted these amendments prospectively. These amendments had no material impact to these financial statements.

IAS 1, Classification of Liabilities as Current or Non-Current: The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments are as follows:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place at the end of the reporting period;
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2024. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

Risks and Uncertainties

Understanding and managing risks are important parts of the Company's strategic planning process. The board of directors tasks the Company's senior management with identifying and properly managing the principal risks related to the Company's business operations.

The Company manages these risks on an ongoing basis and has put in place certain guidelines to mitigate their financial impact, and the Company maintains cost-effective, comprehensive insurance coverage against most insurable events. The Company also gathers and analyzes economic and competitive data on a regular basis and senior management takes these findings into consideration when making strategic and operational decisions. Despite these guidelines and initiatives, the Company cannot provide assurances that any such efforts will be successful. Risks and uncertainties are discussed in great detail in the Company's Annual Information Form available on SEDAR at <https://www.sedarplus.ca>.

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Risks Related to Business Operations

COVID-19 Pandemic Outbreak

The COVID-19 pandemic has had a significant impact on businesses through restrictions put in place by the Canadian and Mexican federal, provincial/state and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put in place by Canada, Mexico and China and other countries to fight the virus. While the extent of the impact is unknown, the Company anticipates this outbreak may cause reduced customer demand, supply chain disruptions, staff shortages, and increased government regulations, all of which may negatively impact the Company's business and financial condition.

For the period consisting of and subsequent to the period ended January 31, 2024, the Company was able to keep its stores open and operational as the business segment in which the Company operates was deemed an essential service in Mexico.

Merchandise and Operating Costs

The Company's ability to provide quality merchandise at low price points is subject to a number of factors that are beyond its control, including merchandise costs, raw material increases, foreign exchange rate fluctuations, tariffs on imported goods, increases in labour costs (including any increases in the minimum wage), increases in rent and occupancy costs, fuel costs and inflation, all of which may reduce profitability and have an adverse impact on cash flows.

Labour costs are largely outside of the Company's control, driven by minimum wage legislation in each jurisdiction in which the Company has operations. Rent and occupancy costs, while substantial, offer multi-year visibility due to the long-term nature of leases. Historically, the Company has been able to negotiate leases on market terms and therefore benefits from a reasonable lead time to prepare for potential rent increases. Fuel cost increases or surcharges could also increase transportation costs and therefore impact profitability.

If management is unable to predict and respond promptly to these or other similar events, the merchandise and operating costs may increase, and the Company's business and financial results could be materially adversely affected.

Generally, management believes that, as seen in other countries, the value/dollar retail strategy can be flexible to address cost increases, allowing the Company to adjust its fixed price point to a higher maximum limit as required. The Company has pivoted as required to a multi price-point strategy to adjust for increases in prices, unfavorable foreign exchange, and other developments that might otherwise erode margins. There is, however, no guarantee that the Company will continue to be successful in offsetting cost increases in a meaningful way. There can be no assurance that the Company will be able to pass on cost increases to customers if it wishes to maintain the compelling value of its product offering relative to competitors.

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Merchandise Selection and Replenishment

The Company's success depends in large part on its ability to continually source, select and purchase quality merchandise at attractive prices in order to expand the assortment of products and replace underperforming goods to timely respond to evolving trends in demographics and consumer preferences, expectations and needs. Although management believes that the Company has strong and long-standing relationships with most of its suppliers, it may not be successful in maintaining a continuing and increasing supply of quality merchandise at attractive prices. If the Company cannot find or purchase the necessary amount of competitively priced merchandise to maintain its compelling product offering or to replace goods that are outdated or unprofitable, business and financial results could be materially adversely affected.

Supply Chain

Merchandise could become more expensive or unavailable, or deliveries could be subject to longer lead times, for a number of reasons, including:

- a) disruptions in the flow of imported goods due to factors such as raw material shortages, work stoppages and strikes, suppliers going out of business, factory closures resulting from changes in the economic or regulatory landscape of the country of origin, inflation, natural disasters, unusually adverse weather, pandemic or epidemic outbreaks such as the COVID-19 and political unrest in foreign countries;
- b) uncertainty and potential consolidation in the shipping industry in a context of overcapacity and carrier failures, which could eventually lead to rate increases;
- c) economic instability and international disputes;
- d) increases in the cost of purchasing or shipping foreign merchandise resulting from Mexico's failure to maintain normal trade relationships with foreign countries;
- e) increases in tariffs or the elimination of existing preferential tariffs on goods, restrictive changes to import quotas, and other adverse protectionist trade measures; and
- f) changes in currency exchange rates or policies and local economic conditions, including inflation in the country of origin. The development of one or more of these factors could materially adversely affect the Company's business and financial results.

If imported merchandise becomes more expensive, limited or unavailable, the Company may not be able to transition to alternative sources in time to meet the demand. Products from alternative sources may also be of lesser quality and/or more expensive than those currently imported. A disruption in the flow of imported merchandise or an increase in the cost of those goods due to these or other factors could significantly decrease sales and profits and have a material adverse impact on the Company's business and financial results.

Management believes that the Company has good relationships with suppliers and that it is generally able to obtain competitive pricing and other terms. However, products are bought on an order-by-order basis and the Company has very few long-term purchase contracts or other assurances of continued product supply or guaranteed product cost. If it fails to maintain good relationships with suppliers, or if suppliers' product costs are increased as a result of prolonged or repeated increases in the prices of certain raw materials, foreign exchange rate fluctuations, or changes

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in the economic or regulatory landscape of the country of origin, the Company may not be able to obtain attractive pricing. In addition, if it is unable to receive merchandise from suppliers on a timely basis because of interruptions in production or in shipping or other reasons that are beyond its control, the Company could experience merchandise shortages which could lead to lost sales or increased merchandise costs if alternative sources must be used, and business and financial results could be materially adversely affected.

Brand Image and Reputation

The Company has a brand that consumers increasingly associate with compelling value. Failure to maintain product quality or ethical and socially responsible operations could materially adversely affect its brand image and reputation. Public concerns about the environmental impact of the Company's products and operations could also negatively impact consumers' perceptions of the Company's brand image. Any negative publicity about, or significant damage to, the Company's brand and reputation could have an adverse impact on customer perception and confidence, which could materially adversely affect the Company's business and financial results. Also, the pervasiveness and viral nature of social media could exacerbate any negative publicity with respect to its business practices and products.

Distribution and Warehousing Network

The Company must constantly replenish depleted inventory through deliveries of merchandise from suppliers to its warehouses, distribution centre and directly to stores by various means of transportation, including shipments by sea, train, and truck. Also, because of its reliance on third-party carriers, the Company is subject to carrier disruptions and increased costs due to factors beyond its control. Disruptions in the distribution network or the national and international transportation infrastructure could lead to delays or interruptions of service which, in turn, could materially adversely affect the Company's business and financial results.

As the Company continues its rapid expansion, additional warehouse and distribution centre capacity may be needed. If the Company does not plan efficiently for increased capacity, or is unable to locate new sites, either for sale or for rent, on favorable terms, or is unable to commission new warehousing or distribution operations on a timely basis, the Company may not be able to successfully execute its growth strategy or may incur additional costs, which could materially adversely affect its business and financial results.

Inventory Shrinkage

The Company is subject to the risk of inventory loss and administrative or operator errors, including mislabeling, as well as damage, theft, and fraud. The Company experiences inventory shrinkage in the normal course of its business and cannot ensure that incidences of inventory loss and theft will decrease in the future or that measures taken will effectively address inventory shrinkage. Although some level of inventory shrinkage is an unavoidable cost of doing business, if the Company were to experience higher rates of inventory shrinkage or were required to incur increased security costs to limit inventory theft, its business and financial results could be materially adversely affected.

Real Estate

All of the Company's stores are leased from unaffiliated third parties. Unless the terms of the Company's leases are extended, the properties, together with any improvements that were made, will revert to the property owners upon expiration of the lease terms. As the terms of those leases expire, the Company may not be able to renew leases or promptly find alternative locations that meet its needs on favorable terms, or at all. Also, breaching the terms of

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a lease may result in the Company incurring substantial penalties, including, among others, paying all amounts due to the landlord for the balance of the lease term. If one or more of the foregoing risks materializes, the Company's business and financial results could be materially adversely affected.

Seasonality

Historically, the Company's highest sales have occurred in the fourth quarter, during the winter holidays selling season. Sales also generally increase ahead of other holidays and celebrations, such as Easter, Valentine's Day, and Halloween/Day of the Dead. Failure to adequately prepare for the holiday sales demands and the timing of certain holidays and of new store openings could have material adverse effects on the Company's business and financial results. In addition, the occurrence of unusually adverse weather, natural disasters, geopolitical events, pandemic or epidemic outbreaks or any other event beyond the Company's control and causing any disruption in its business activities or operations during a peak season could have an adverse effect on the distribution network and on store traffic, which could materially adversely affect its business and financial results.

Private Brands

The Company carries a substantial number of private brand items. Management believes that the Company's success in maintaining broad market acceptance of private brands depends on many factors, including pricing, quality and customer perception. If the Company does not achieve or maintain expected sales for private brands, or if it fails to successfully protect its proprietary rights in those brands or avoid claims related to the proprietary rights of third parties, its business and financial results could be materially adversely affected.

Intellectual Property

Management believes that trademarks and other proprietary rights are important to the Company's success and competitive position. Accordingly, the Company protects its trademarks and proprietary rights in Canada, Mexico and other relevant markets. However, monitoring the unauthorized use of one's intellectual property is difficult, and violations may not always become immediately known. Furthermore, the steps generally taken to address such violations, including sending demand letters and taking actions against third parties, may be inadequate to prevent imitation of products and concepts by others or to prevent others from claiming violations of their trademarks and proprietary rights by the Company. In addition, the Company's intellectual property rights may not have the value that management believes they have. If the Company is unsuccessful in protecting its intellectual property rights, or if another party prevails in litigation against it relating to its intellectual property rights, the value of the brand could be diminished, causing customer confusion and materially adversely affecting the Company's business and financial results. In addition, the Company may incur significant costs if it is required to change certain aspects of its branding and business operations.

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International Operations

The Company's primary operations are in Mexico. Operations outside of Canada are exposed to risks inherent in foreign operations. These risks, which can vary substantially by market and jurisdiction, are described in many of the risk factors discussed in this section and also include the following:

- the adoption of laws, regulations and policies aimed at managing national economic conditions, such as increases in taxes, austerity measures that impact consumer spending, monetary policies that may impact inflation rates and currency fluctuations;
- the imposition of import restrictions or controls;
- the effects of legal and regulatory changes and the burdens and costs of compliance with a variety of foreign laws;
- changes in laws and policies that govern foreign investment and trade in the countries in which the Company operates, including in Latin America;
- breaches or violations of Canadian and other foreign anti-corruption and anti-bribery laws, including by the Company's employees, suppliers, contractors, agents or representatives;
- risks and costs associated with political and economic instability, corruption, and social and ethnic unrest in the countries in which the Company operates, including in Latin America;
- risks of operating in developing or emerging markets in which there are significant uncertainties regarding the interpretation, application and enforceability of laws and regulations and the enforceability of contract rights and intellectual property rights; and
- risks arising from the significant and rapid fluctuations in currency exchange markets, and the impact of any decisions and positions taken to hedge such volatility.

Financial Risks

Financial instruments

As at January 31, 2024 and 2023, the company's financial instruments consisted of the following:

	Level	January 31, 2024	January 31, 2023
FINANCIAL ASSETS			
FVTPL			
Cash	1	\$ 901,553	\$ 3,019,481
Other assets, at amortized cost			
Security deposits		274,967	220,044
Total financial assets		\$ 1,176,520	\$ 3,239,525
FINANCIAL LIABILITIES			
FVTPL			
Obligation to issue shares	1	\$ 31,500	\$ -
Other liabilities, at amortized cost			
Accounts payable and accrued liabilities	1	5,512,029	3,649,147
Revolving loan payable		6,765,767	-
Total financial liabilities		\$ 12,309,296	\$ 3,649,147

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A financial instrument is classified to the lowest level hierarchy for which a significant input has been used in measuring fair value. The carrying amounts for cash and accounts payable and accrued liabilities approximate their respective fair values based on level 1 due to their observable quoted price.

Financial risk management

The Company's activities are exposed to a variety of financial risks in the normal course of business. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize the Company's capital costs by using suitable means of financing and to manage and control the Company's financial risks effectively.

The principal financial risks arising from financial instruments are liquidity risk, foreign currency risk, credit risk, and interest rate risk.

Liquidity risk

As of January 31, 2024, the Company's liabilities encompass accounts payable and accrued liabilities, lease liabilities, and the revolving credit facility. Certain of these obligations possess contractual maturity dates within one year, excluding the long-term segment of lease liabilities (please refer to Note 10 of the consolidated financial statements for a detailed breakdown of remaining lease payments related to the long-term portion of lease liability) and the revolving credit facility (detailed in Note 12). The Company actively monitors its liquidity risk by continually assessing its capital needs. Further insights into our liquidity management strategy can be found in the discussion pertaining to liquidity.

The following table outlines the contractual undiscounted maturities of the Company's financial liabilities at January 31, 2024:

	Less than 1 year	1-5 years	Thereafter
Accounts payable and accrued liabilities	5,512,029	-	-
Lease liability	2,547,783	2,762,439	298,110
Revolving loan payable	-	6,765,767	-
	8,059,812	9,528,206	298,110

Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar but it is exposed to foreign currency risk with respect to the expenditures incurred by its Mexican subsidiaries, Joi, Canmex, and Pesorama Consulting whose functional currencies are the Mexican peso. As the Company and its subsidiaries operate internationally, certain of the Company's financial instruments and transactions are denominated in currencies other than their respective functional currencies. The results of the Company's operations are, therefore, subject to currency transaction and translation risks. As at January 31, 2024, the Company has not entered into any hedging agreements to mitigate currency risks, with respect to foreign exchange rates, as foreign currency risk was deemed to be low.

At January 31, 2024, the Company has not entered into any hedging agreements to mitigate currency risks, with respect to foreign exchange rates, as foreign currency risk was deemed to be low. A change of 5% in the CAD/MXN exchange rate on January 31, 2024, would not have a material impact on loss and comprehensive loss.

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Credit risk

Credit risk is the risk of an unexpected loss if a third party fails to meet its contractual obligations. Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and security deposits, since the Company does not make any sales on credit terms. The Company manages credit risk by depositing its cash with major financial institutions, which have been assigned high credit ratings by internationally recognized credit rating agencies, and by only paying security deposits to reputable, well-established third parties.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in prevailing market interest rates. As at January 31, 2024, the Company is exposed to interest rate risk through their revolving loan payable which incurs interest at variable rate. As at January 31, 2024, the Company has not entered into any hedging agreements to mitigate interest rate risk. A change of 0.5% on the variable interest rate would result in a variance in interest expense of approximately \$41,000.

Market Risks

Retail Competition

The Company operates in the value retail industry, which is highly competitive with respect to, among other things, price, store location, merchandise quality, assortment and presentation, in-stock consistency, and customer service. This competitive environment could materially adversely affect the Company's business and financial results due to the lower prices, and thus lower margins, that could be required to maintain its competitive position. Companies operating in the value retail industry have limited ability to increase prices in response to increased costs. This limitation may also affect margins and financial performance.

The Company also competes for customers, employees, store sites, products and services and in other important aspects of its business with many other local, regional and national retailers, including multi-price dollar stores, variety and discount stores and mass merchants. These retailers compete in a variety of ways, including aggressive promotional activities, merchandise selection and availability, services offered to customers, location, store hours, in-store amenities and price. Management expects that the Company's expansion plans will increasingly bring it into direct competition with those other retailers.

Given the lack of significant economic barriers for other companies to open dollar stores or develop dollar store concepts within their existing retail operations, competition may also increase due to new value retailers entering the markets in which the Company operates. If the Company fails to respond effectively to competitive pressures and changes in the retail markets, its business and financial results could be materially adversely affected.

E-Commerce and Disruptive Technologies

Although the discount retail market in Mexico is still emerging, the Company may face increased competition from the use of mobile and web-based technology that facilitates online shopping and real-time product and price comparisons. Failure to adequately assess and address this evolving retail trend could have a material adverse impact on the Company's business and financial results.

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Economic Conditions

Adverse Mexican or global economic conditions affecting disposable consumer income, employment levels, consumer debt levels, credit availability, business conditions, fuel and energy costs, rent, inflation, interest rates and tax rates could materially adversely affect the Company's business and financial results by reducing consumer spending or causing customers to shift their spending to other products the Company either does not sell or does not sell as profitably, which could translate into decreased sales volumes, slower inventory turnover and lower gross profit for the Company. In addition, similar adverse economic conditions could materially adversely affect the Company, its suppliers or other business partners by reducing access to liquid funds or credit, increasing the cost of credit, limiting the ability to manage interest rate risk, increasing the risk of insolvency or bankruptcy of the Company, its suppliers, landlords or financial counterparties, increasing the cost of goods, and other impacts which cannot be fully anticipated.

Human Resources Risks

Reliance on Key Personnel

The Company's senior executives have extensive experience in the industry, with the Company, and with its suppliers, products, and customers. The loss of management knowledge, expertise, and technical proficiency resulting from the loss of one or more members of the core management team could result in a diversion of management resources or a temporary executive gap, and negatively affect the Company's ability to develop and pursue other business strategies, which could materially adversely affect its business and financial results. Also, the expertise pertaining to purchasing and import management, especially as it relates to the dollar store industry, is rare and the loss of key executives leading those functions could have a material adverse effect on the Company's ability to continue to offer a compelling product offering to its customers, which in turn could materially adversely affect its business and financial results.

Recruitment, Retention and Management of Quality Employees

Future growth and performance depend, among other things, on the Company's ability to attract, retain and motivate quality employees, many of whom are in positions with historically high rates of turnover. The Company's ability to meet its labour needs, while controlling labour costs, is subject to many external factors, including the competition for and availability of quality personnel in a given market, unemployment levels within those markets, prevailing wage rates, minimum wage laws, health and other insurance costs and changes in employment and labour legislation (including changes in the process for employees to join a union) or other workplace regulation (including changes in entitlement programs such as health insurance and paid leave programs). In addition, the Company must be able to successfully manage personnel throughout its growing and increasingly geographically dispersed network of stores.

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Technology Risks

Information Technology Systems

The Company depends on its information technology systems for the efficient functioning of its business, including financial reporting and accounting, purchasing, inventory management and replenishment, labour forecasting and scheduling, payroll processing, data storage, customer transactions processing and store communications. Enterprise-wide software solutions enable management to efficiently conduct operations, and gather, analyze and assess information across all business functions and geographic locations.

Management believes that the Company's information technology architecture is resilient, relying on redundant material components to prevent material failures and redundant telecommunication links to prevent communication failures. However, systems may be subject to damage or interruption resulting from power outages, telecommunication failures, computer viruses, security breaches, cyber-attacks and catastrophic events. Difficulties with the hardware and software platform may require the Company to incur substantial costs to repair or replace it, could result in a loss of critical data or could disrupt operations, including the Company's ability to timely ship and track product orders, forecast inventory requirements, manage the supply chain, process customer transactions and otherwise adequately service customers, which, in each case, could have a material adverse effect on the Company's business and financial results. Prolonged disruptions to information technology systems may reduce the efficiency of the Company's operations, which could materially adversely affect its business and financial results.

Data Security and Privacy Breaches

Information security risks have increased in recent years because of the proliferation of new technologies and the increased sophistication of perpetrators of cyber-attacks. Cyber incidents can result from deliberate attacks or unintentional events. Cyber-threats in particular vary in technique and sources, are persistent, and are increasingly more targeted and difficult to detect and prevent.

Cyber-attacks and security breaches could include unauthorized attempts to access, disable, improperly modify or degrade the Company's information technology systems, networks and websites, the introduction of computer viruses and other malicious codes, and fraudulent "phishing" emails that seek to misappropriate data and information or install malware onto users' computers. They could result in important remediation costs, increased cyber security costs, lost revenues due to a disruption of activities, litigation and reputational harm affecting customer and investor confidence. Cyber-attacks and security breaches could therefore materially adversely affect the Company's business and financial results.

While the Company has dedicated resources and utilizes third party technology products and services to help protect the Company's information technology systems and infrastructure as well as its proprietary and confidential information against security breaches and cyber incidents, such measures may not be adequate or effective to prevent or identify or mitigate attacks by hackers or breaches caused by employee error, malfeasance or other disruptions, which could cause damage in excess of any available insurance, and could materially adversely affect its business and financial results.

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Strategy and Corporate Structure Risks

Growth Strategy

The Company's ability to successfully execute its growth strategy will depend largely on its ability to successfully open and operate new stores, which, in turn, will depend on a number of operational, financial, and economic factors, including whether it can:

- locate, lease, build out, and open stores in suitable locations on a timely basis and on favourable economic terms;
- hire, train, and retain an increasing number of quality employees at competitive rates of compensation;
- supply an increasing number of stores with the proper mix and volume of merchandise;
- expand into new Mexican markets outside Mexico City, where it has limited presence;
- procure efficient logistics and transportation services for those new markets;
- successfully compete against local competitors; and
- build, expand and upgrade warehousing and distribution facilities as well as store support systems in an efficient, timely and economical manner.

Any failure by the Company to achieve these goals could materially adversely affect its ability to continue to grow. In addition, if the expansion occurs as planned, the Company's store base will include a relatively high proportion of stores with a relatively short history of operations. If new stores on average fail to achieve results comparable to existing stores, the Company's business and financial results could be materially adversely affected.

Corporate Structure

PesoRama Inc. is a holding company and a substantial portion of its assets are the equity interests in its subsidiaries. As a result, the Company is subject to the risks attributable to PesoRama Inc.'s subsidiaries. As a holding company, PesoRama Inc. conducts substantially all its business through its subsidiaries, which generate substantially all of PesoRama Inc.'s revenues. Consequently, PesoRama Inc.'s cash flows, and its ability to meet financial obligations and to complete current or desirable future enhancement opportunities are dependent on the earnings of its subsidiaries and the distribution of those earnings to PesoRama Inc. The ability of these entities to pay dividends and other distributions will depend on their operating results and may potentially be constrained by various contractual restrictions. PesoRama Inc.'s subsidiaries are distinct legal entities and have no obligation to make funds available to PesoRama Inc. or any of its creditors, except in certain circumstances and subject to certain terms and conditions in the case of a subsidiary that is a guarantor of PesoRama Inc.'s obligations. In the event of a bankruptcy liquidation of any of its subsidiaries, holders of indebtedness and trade creditors will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to PesoRama Inc.

Business Continuity Risks

Adverse Weather, Natural Disasters, Climate Change, Geopolitical Events, Pandemic and Epidemic Outbreaks

The occurrence of one or more natural disasters, such as earthquakes and hurricanes, unusually adverse weather exacerbated by global climate change or otherwise, pandemic or epidemic outbreaks, boycotts and geopolitical events, such as civil unrest in countries in which suppliers are located or in which the Company operates, and acts of terrorism, or similar disruptions could materially adversely affect the Company's business and financial results.

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Furthermore, the impact of any such events on its business and financial results could be exacerbated if they occur during a period of the year when sales generally increase.

These events could result in physical damage to one or more of the Company's properties; increases in fuel or other energy prices; disruption to information systems; the temporary or long-term disruption in the supply of products from some local and overseas suppliers; the temporary disruption in the transportation of goods from overseas; delays in the delivery of goods to warehouses, distribution centres, or stores; the temporary or permanent closure of one or more warehouses or distribution centres or of one or more stores; the temporary reduction in the availability of products in stores; delays in opening new stores; a temporary workforce unavailability in a market or a surge in unemployment; the temporary reduction of store traffic; significant disruption in everyday life and consumer spending habits in the markets in which the Company operates; and/or the loss of sales. These factors could materially adversely affect the Company's business and financial results, for a short or long period, and there is no assurance that business will resume and reach historical levels after any such event.

Insurance

The Company's insurance coverage reflects deductibles, self-insured retentions, limits of liability and similar provisions that management believes are reasonable based on the nature and size of the Company's operations. However, there are types of losses against which the Company cannot be insured or which management chose not to insure, in some cases because it believes it is not economically reasonable to do so, such as losses due to acts of war, nuclear disaster, pandemic, epidemic, reputational risks, supply chain issues, certain cyber risks, product recalls, employee turnover, strikes and some natural disasters. If the Company incurs these losses and they are material, its business and financial results could be materially adversely affected. In addition, certain material events may result in sizable losses for the insurance industry and materially adversely affect the availability of adequate insurance coverage or result in excessive premium increases. To offset negative insurance market trends, the Company may elect to increase its level of self-insurance, accept higher deductibles, or reduce the amount of coverage in response to these market changes. Although it continues to maintain property insurance for catastrophic events, the Company is effectively self-insured for property losses up to the amount of its deductibles. If it experiences a greater number of these losses than anticipated, the Company's business and financial results could be materially adversely affected.

Legal and Regulatory Risks

Product Liability Claims and Product Recalls

The Company sells products manufactured by unaffiliated third parties. Manufacturers might not adhere to product safety requirements or quality control standards, and the Company might not identify the deficiency before merchandise is shipped to stores and sold to customers. As a result, the products sold by the Company may expose it to product liability claims relating to personal injury, death, or property damage, and may require the Company to take actions or act as a defendant in a litigation. In addition, if suppliers are unable or unwilling to recall products failing to meet quality standards, the Company may be required to remove merchandise from the shelves or recall those products at a substantial cost. Product liability claims and product recalls may affect customers' perception of the business or the brand and harm the Company's reputation, which may materially adversely affect its business and financial results. Although the Company maintains liability insurance to mitigate potential claims, it cannot be certain that coverage will be adequate or sufficient to cover for liabilities actually incurred or that insurance will continue to be available on economically reasonable terms or at all.

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Litigation

The Company's business is subject to the risk of litigation by employees, customers, consumers, product suppliers, service providers, other business partners, competitors, shareholders, government agencies, or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation, including, in the case of administrative proceedings, as a result of reviews by taxation authorities. The outcome of litigation, particularly class action lawsuits, regulatory actions and intellectual property claims, is difficult to assess or quantify. Claimants in these types of lawsuits or claims may seek recovery of very large or indeterminate amounts, and the magnitude of the potential loss relating to these lawsuits or claims may remain unknown for substantial periods of time. In addition, certain of these lawsuits or claims, if decided adversely to the Company or settled by it, may result in liability material to its consolidated financial statements as a whole or may negatively affect operating results if changes to business operations are required. In addition, in connection with its business activities, the Company is subject to reviews by taxation authorities. There is no assurance that any such reviews will not result in taxation authorities challenging any of its tax filings.

The cost to defend litigation may be significant. There also may be adverse publicity associated with litigation, including without limitation litigation related to product safety, which could negatively affect customer perception of the business or the brand, regardless of whether the allegations are valid or whether the Company is ultimately found liable. As a result, litigation could materially adversely affect the Company's business and financial results.

Regulatory Environment

The Company is subject to many laws and regulations, including laws and regulations related to, among other things, permits and licenses, product safety, labour practices, health and safety, merchandise quality, labelling, intellectual property, data privacy, environmental levies, trade and customs, bribery and corruption.

Compliance with existing or new laws and regulations, or changes in the interpretation, implementation or enforcement of any laws and regulations, could require the Company to make significant system or operating changes or require it to make significant expenditures or incur substantial costs, all of which could materially adversely affect its business and financial results. In addition, untimely compliance or non-compliance with any laws and regulations could trigger litigation or governmental enforcement action, or require the payment of any fines or penalties, and harm the Company's reputation, which could materially adversely affect the Company's business and financial results.

In addition, the Company and its representatives are subject to anti-corruption and anti-bribery laws that prohibit improper payments directly or indirectly to government officials, authorities, or persons defined in those anti-corruption and anti-bribery laws, to obtain business or other improper advantages in the conduct of business. Failure by the Company or any of its employees, subcontractors, suppliers, agents, and/or representatives to comply with anti-corruption and anti-bribery laws could result in criminal, civil and administrative legal sanctions and negative publicity, and could materially adversely affect the Company's business and financial results as well as its brand image and reputation.

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Environmental Compliance

Under various federal, provincial, and local environmental laws and regulations, current or previous owners or occupants of property may become liable for the costs of investigating, removing and monitoring any hazardous substances found on the property. These laws and regulations often impose liability without regard to fault.

Accordingly, it is possible that environmental liabilities may arise in the future as a result of any generation and disposal of such hazardous materials. Although it has not been notified of, and management is not aware of, any current material environmental liability, claim, or non-compliance, the Company could incur costs in the future related to its properties to comply with, or address any violations under, environmental laws and regulations.

In the ordinary course of business, the Company sometimes uses, stores, handles or disposes of household products and cleaning supplies that are classified as hazardous materials under various environmental laws and regulations. Also, products sold by the Company may be subject to environmental regulations prohibiting or restricting the use of certain toxic substances in the manufacturing process.

The Company cannot predict the environmental laws or regulations that may be enacted in the future or how existing or future laws and regulations will be administered or interpreted. Compliance with more stringent laws or regulations, as well as more vigorous enforcement policies of the regulatory agencies or stricter interpretations of existing laws and regulations, may require additional expenditures or impose fines or penalties, which could vary substantially from those currently anticipated and could materially adversely affect the Company's business and financial results.

Climate Change

Climate change is an international concern that is receiving increasing attention worldwide. As a result, in addition to the physical risks associated with climate change, there is the risk that the government introduces climate change legislation and treaties that could result in increased costs, and therefore, decreased profitability of the Company's operations.

Increased public awareness and concern regarding global climate change may result in more legislative and/or regulatory requirements to reduce or mitigate the effects of greenhouse gas (GHG) emissions. GHG regulations could require the Company to purchase allowances to offset the Company's own emissions or result in an overall increase in costs or operating expenses, any of which could materially adversely affect the Company's business and financial results. While additional regulation of emissions in the future appears likely, it is too early to predict whether this regulation could ultimately have a material adverse effect on the Company's business or financial results.

Shareholder Activism

The Company may be subject to legal and business challenges in the operation of its business due to actions instituted by activist shareholders or others. Responding to such actions can be costly and time-consuming, disrupting business operations and diverting the attention of management and employees. Such investor activism could result in uncertainty of the direction of the Company, substantial costs and diversion of management's attention and resources, which could harm the business, hinder execution of the business strategy and initiatives and create adverse volatility in the market price and trading volume of the Company's common shares.

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Subsequent Events

On February 21, 2024, the Company received \$850,000 under the Agreement entered into on June 9, 2023.

On April 3, 2024, 64,816 finders' warrants were exercised for proceeds of \$9,722.

On April 25, 2024, the Company received \$850,000 under the Agreement entered into on June 9, 2023.

Capital Structure Information

The Company's outstanding share capital is comprised of common shares. An unlimited number of common shares are authorized.

As at the date of this MD&A, there were 95,858,889 common shares issued and outstanding. In addition, there were 9,550,000 stock options, and 69,401,994 warrants, each exercisable for one common share, issued and outstanding as at the date of this MD&A.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.