BIRCHTREE INVESTMENTS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED MAY 31, 2026

(EXPRESSED IN CANADIAN DOLLARS)

INTRODUCTION

Birchtree Investments Ltd. (previously Greenridge 4.0 Acquisitions Corp.) ("Birchtree" or the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 2, 2021. The registered head office of the Company is 2900-550 Burrard Street, Vancouver, BC V6C 0A3, Canada. The Company is an investment company with the long-term goal of divesting its investment assets at a profit. Its investment focus is on (i) companies in early stages of development, (ii) technologies that are developed and validated but may be in the early stage of commercialization, or (iii) target companies that require strategic guidance and thus are undervalued.

The Company filed a notice of alteration of its articles in order to change its name to "Birchtree Investments Ltd." on June 23, 2021 in order to coincide with the voluntary dissolution of its subsidiary, Birchtree Investments Limited ("Limited"). Limited was incorporated under the Business Corporations Act (British Columbia) on January 29, 2021 and was voluntarily dissolved on June 9, 2021. On May 18, 2021, pursuant to a share exchange agreement Birchtree issued 54,100,000 common shares as consideration for acquisition of the 54,100,000 outstanding common shares in the capital of Limited. The acquisition was accounted for as a reverse takeover ("RTO") whereby Limited was identified as the acquirer for accounting purposes and the resulting financial statements are presented as a continuance of Limited. The Company began trading on the Canadian Securities Exchange ("CSE") under the trading symbol "BRCH" as of market open on March 1, 2023.

The Canadian Dollar is the Company's functional and reporting currency. Unless otherwise noted, all dollar amounts are expressed in Canadian Dollars.

The following interim Management's Discussion and Analysis ("Interim MD&A") of the Company for the nine months ended May 31, 2026 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the year ended August 31, 2025. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This discussion should be read in conjunction with the Company's annual financial statements, together with the notes thereto, and Annual MD&A for the year ended August 31, 2025. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements for the nine months ended May 31, 2026 and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of July 28, 2026, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of the Company (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Interim MD&A contains forward-looking information and statements ("forward-looking statements") which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company. Forward-looking statements reflect the current expectations of management regarding the Company's future growth, results of operations, performance and business prospects and opportunities. Wherever possible, words such as "may", "would", "could", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate" and similar expressions have been used to identify these forward-looking statements. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant risks, uncertainties and assumptions. Many factors could cause the actual results, performance or events to be materially different from any future results, performance or events that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the “Risk Factors” section of this Interim MD&A. Although the Company has attempted to identify important factors that could cause actual results, performance or events to differ materially from those described in the forward-looking statements, there could be other factors unknown to management or which management believes are immaterial that could cause actual results, performance or events to differ from those anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or events may vary materially from those expressed or implied by the forward-looking statements contained in this MD&A. These factors should be considered carefully, and readers should not place undue reliance on the forward-looking statements. Forward-looking statements contained herein are made as of the date of this Interim MD&A and the Company assumes no responsibility to update forward looking statements, whether as a result of new information or otherwise, other than as may be required by applicable securities laws.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company’s ability to predict or control. Please also make reference to those risk factors referenced in the “Risk Factors” section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward- looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

BUSINESS OVERVIEW

The Company’s business objective is to give its shareholders the opportunity to indirectly participate in investments in (i) the early stages of a target company’s development, (ii) technologies that are developed and validated but may be in the early stage of commercialization, or (iii) target companies that require strategic guidance and thus are undervalued, which investments would commonly not be otherwise available to such shareholders.

The Company provides a solution to pervasive problems associated with angel and/or minority investor investments (such as, but not limited to, return risks, delay in returns, liquidity risks) through its structure as an accessible vehicle for investors that provides liquidity and diversification; the Company provides an alternative to the problems and issues associated with venture capital and/or angel investments (such as overly onerous limitations on management and controls) and an investment by the Company is believed to be quicker, easier and less complicated. Management believes that the Company’s shareholders are afforded the opportunity to invest in companies that they would not normally be able to invest in, as these companies are private entities or entities that are in the process of going public, but still in the early stages and therefore not accessible to all investors.

The Company seeks high return investment opportunities by investing in enterprises that have the potential to be commercially viable and have visibility toward high growth. The Company allows for diversification and will enter investments at an early or strategic stage in the target company’s growth to maximize returns. Risk is managed by applying the considerable business expertise of its directors and officers to the investments undertaken.

When equity investments are made, they will often be accompanied by share purchase warrants to enhance the return on account of the increased risk. It is anticipated that debt investments will often include conversion rights and be accompanied by bonus shares or warrants and will typically be secured by tangible assets of sufficient value to safeguard the investment.

The Company operates as an investment company, rather than an investment fund. The Company seeks to invest, wherever practicable, where its representatives can be actively involved in the management of the acquiree including board representation or board observation rights.

The Company's aim is to structure its investments in such a way that the Company is not deemed to be either an investment fund or mutual fund, as defined by applicable securities laws, thereby avoiding the requirement to register as an investment fund manager or investment advisor.

Investment Strategies

The Company invests in early or strategic financing rounds of a target company to take advantage of favourable valuations and larger exit multiples. Early or strategic round financings will add considerably more value to invested funds through risk management rather than the risk avoidance that is characteristic of later-stage financings. Further, early or strategic stage financing will allow later rounds to provide liquidity if need be, thereby lowering risk.

The Company invests in various companies/industries and focuses on investments with clear paths to liquidity in a six-to-five-year period. Liquidity events will most likely be in form of acquisitions of the target companies or initial public offerings. As investment issuers need to be managed for cash flow in order to reduce financing risks associated with delayed liquidity events, certain sectors will not be considered by the Company.

Returns are expected to materialize through capital gains based on the growth of both tangible and intangible asset values. Value creation will be achieved through high-interest loans to target companies, acquisition of shares, warrants and other equity of target companies, leading target companies through later-round financings and realizing on significant liquidity events of target companies.

The Company will obtain detailed knowledge of the business of the target companies through its due diligence process prior to investment and through its right to appoint a direct or board observer. The Company will utilize the services of independent specialists (consultants, advisors and engineers) to gain additional information on target companies where appropriate.

The Company will invest at least 75% of its assets in target companies where one or more of the following factors are present: (i) the Company holds securities representing more than 10% of the outstanding equity or voting securities of such target company; (ii) the Company has the right to appoint a board or board observer seat on such target company; (iii) the Company has the right to place restrictions on the management of the target company, or has approval or veto rights over decisions made by the management of the target company; or (iv) the Company has the right to restrict the transfer of securities by other securityholders of the target company. Notwithstanding the foregoing, from time to time, the Board may authorize investments outside of these disciplines as it sees fit for the benefit of the Company.

OPERATIONAL HIGHLIGHTS

Corporate Highlights

During the nine months ended May 31, 2026, the Company recorded a net loss of $1,270,091 compared to a net loss of $3,345,952 in the same period last year. The improvement in the Company's overall results was primarily due to lower unrealized and realized losses on investments compared to the prior period. During the current period, the most significant contributor to the Company's investment losses was its investment in American Aires, which contributed a loss of $526,726. American Aires experienced a significant decline in its share price over the period, with the stock decreasing approximately 73% from August 31, 2025 to May 31, 2026, reflecting market valuation pressures and investor sentiment amid operational headwinds. In response to the continued deterioration in the investment's risk-return profile and the Company's reassessment of the investment, management fully exited its entire position in American Aires during the period as part of its broader portfolio risk management strategy.

In addition, the Company's investment in Boba Mint continued to experience market weakness during the period, contributing a loss of $262,162. Boba Mint's share price declined from $0.18 at August 31, 2025 to $0.07 at May 31, 2026. The decrease is consistent with the volatility generally observed in smaller-capitalization and early-stage issuers, where share prices may be impacted by limited trading liquidity and changes in investor risk appetite. Management continues to monitor its remaining investment portfolio and assess individual holdings in light of prevailing market conditions and company-specific developments. During the period, Boba Mint underwent certain management and governance changes, including the appointment of a new CEO and changes to its board of directors, reflecting a transition phase in the Company's leadership and strategic direction. Boba Mint also completed a financing during the period to support working capital and ongoing development initiatives, which is indicative of continued reliance on external capital to fund operations. While Boba Mint has reported progress in user adoption metrics for certain applications within its portfolio, including growth in its Amino platform, these initiatives remain in early stages and have not yet translated into sustained revenue generation. Accordingly, the share price weakness during the period reflects a combination of broader investor caution toward micro-cap and early-stage technology issuers, as well as company-specific factors including leadership transition, ongoing capital requirements, and execution risk associated with scaling its platform. The Company continues to monitor this investment and will assess fair value based on quoted market prices and available public information at each reporting date.

During the period, the Company completed a non-brokered private placement financing, raising gross proceeds of $860,000 through the issuance of common shares. The financing strengthened the Company's working capital position and provided additional resources to support ongoing operations and the evaluation of new strategic investment opportunities. Management believes this capital raise improved the Company's financial flexibility and ability to pursue investments aligned with its long-term growth strategy.

As part of its forward-looking investment strategy, on March 22, 2026, the Company entered into an arm's length definitive share exchange agreement to acquire 100% of the issued and outstanding equity interests of Digital Motion Corporation. The aggregate consideration for the transaction is US$20,000,000, to be satisfied through the issuance of common shares of the Company at a deemed price of CAD$0.20 per share, subject to customary closing adjustments. Completion of the transaction remains subject to customary closing conditions, including, but not limited to, the receipt of all required regulatory, stock exchange, board, and shareholder approvals, as well as the Company meeting certain minimum working capital requirements. Accordingly, there can be no assurance that the transaction will be completed as currently contemplated, or at all. Digital Motion Corporation, a private Delaware-based company, is focused on Web3 financial technologies and real-world asset platforms.

Management believes that the completion of the $860,000 financing, together with the Company's continued review of strategic transactions such as the proposed Digital Motion investment, demonstrates Birchtree's commitment to building long-term shareholder value through targeted capital deployment. While the Digital Motion transaction remains subject to customary closing conditions, Birchtree intends to continue pursuing opportunities in emerging sectors, including digital infrastructure and tokenization-related platforms, supported by an improved liquidity position and an expanding pipeline of prospective investments.

INVESTMENT PORTFOLIO

The fair value and cost of investments are as follows as at May 31, 2026 and August 31, 2025:

	August 31, 2025				May 31, 2026				Change in Unrealized / Realized
Investment	**Number**	**Cost**	**FMV**	**Unrealized**	**Number**	**Cost**	**FMV**	**Unrealized**	**P&L Impact**
Ehave									
Common Shares	1,743,861	$ 350,000	$ 5,973	$ (344,027)	1,743,861	$ 350,000	$ 2,406	$ (347,594)	$ (3,567)
Boba Mint Holdings									
Common Shares	1,765,000	$ 313,250	$ 317,700	$ 4,450	1,765,000	$ 313,250	$ 123,550	$ (189,700)	$ (194,150)
Warrants	600,000	$ 15,000	$ 107,663	$ 92,663	600,000	$ 15,000	$ 39,651	$ 24,651	$ (68,012)
American Aires									
Common Shares	6,024,615	$ 671,890	$ 753,076	$ 81,186	-	$ -	$ -	$ -	$ (261,213)
Warrants	4,824,587	$ 339,960	$ 74,447	$ (265,513)	-	$ -	$ -	$ -	$ (265,513)
Datametrex AI									
Common Shares	600,000	$ 150,000	$ 30,000	$ (120,000)	537,123	$ 150,000	$ 21,485	$ (128,515)	$ (8,515)
Somerset Energy									
Common Shares	1,670,000	$ 501,000	$ 334,000	$ (167,000)	1,670,000	$ 501,000	$ 334,000	$ (167,000)	$ -
13 Specialty									
Common Shares	795,926	$ 1,074,500	$ 1,074,500	$ -	795,926	$ 1,074,500	$ 1,074,500	$ -	$ -
Total		**$ 3,415,600**	**$ 2,697,359**	**$ (718,241)**		**$ 2,403,750**	**$ 1,595,593**	**$ (808,158)**	**$ (800,969)**

Ehave, Inc. ("Ehave")

As at August 31, 2025 and May 31, 2026, the Company had 1,743,861 common shares of Ehave. There were no transactions involving Ehave during the nine months ended May 31, 2026. The investment in common shares is considered Level 1 in the fair value hierarchy. As a result of changes in the fair market value of the shares held in Ehave an unrealized loss of $3,567 (May 31, 2025 – unrealized gain of $13,882) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2026.

Boba Mint Holdings Ltd. ("Boba Mint")

As at August 31, 2025 and May 31, 2026, the Company had 1,765,000 common shares of Boba Mint. There were no transactions involving Boba Mint during the nine months ended May 31, 2026. The investment in these common shares is considered Level 1 in the fair value hierarchy. As a result of changes in the fair market value of Boba Mint an unrealized loss of $194,150 (May 31, 2025 – net unrealized and realized gain of $283,675) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2026.

The investment in the Boba Mint warrants is considered Level 2 in the fair value hierarchy. As there is no active market for these warrants, the Black-Scholes valuation model was used to calculate fair value at May 31, 2026 with the following assumptions: share price of $0.18 per common share, expected dividend yield of 0%, expected volatility of 298%, risk-free rate of 2.71%, exercise price $0.065 and expected life of 1.61 years. This calculated fair value of $39,651 yielded an unrealized loss of $68,012 which has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2026.

American Aires Inc. ("American Aires")

As at August 31, 2025, the Company held 6,024,615 common shares and 4,824,587 warrants of American Aires. During the nine months ended May 31 2026, the Company sold 6,024,615 common shares of American Aires for total proceeds of $300,798. The warrants held at the beginning of the period expired unexercised on February 16, 2026. As a result of selling the entire position in American Aires, a realized loss of $261,213 (May 31, 2025 – net realized and unrealized loss of $1,463,172) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2026.

Datametrex AI Limited ("Datametrex AI")

As at August 31, 2025, the Company had 600,000 common shares of Firstpayment. During the nine months ended May 31, 2026, the Company exchanged its investment in Firstpayment, a private company, in exchange for 537,123 common shares of Datametrex. Prior to this transaction, common shares of Firstpayment were classified as Level 3 in the fair value hierarchy due to the absence of observable market inputs. Datametrex is a publicly traded company, and its common shares are classified as Level 1 in the fair value hierarchy based on quoted market prices in an active market. The investment in Datametrex is subsequently measured at fair value through profit or loss.

As a result of changes in the fair market value of the shares held in Datametrex an unrealized loss of $8,515 (May 31, 2025 – $nil, related to the private company Firstpayment) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2026.

Somerset Energy Partners ("Somerset")

As at August 31, 2025 and May 31, 2026, the Company had 1,670,000 common shares of Somerset. There were no transactions involving Somerset during the nine months ended May 31, 2026. The investment in these common shares is considered Level 3 in the fair value hierarchy as Somerset is a private company. As a result of changes in the fair market value in Somerset common shares an unrealized gain/loss of $nil (May 31, 2025 – $nil) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2026.

13 Specialty Corp. (“13 Specialty”, formerly Valkyrie Specialty Corp.)

As at August 31, 2025 and May 31, 2026, the Company had 795,926 common shares of 13 Specialty. There were no transactions involving 13 Specialty during the nine months ended May 31, 2026. The investment in these common shares is considered Level 3 in the fair value hierarchy as 13 Specialty is a private company. As a result of changes in the fair market value in 13 Specialty common shares an unrealized gain/loss of $nil (May 31, 2025 – $nil) has been recorded in the condensed interim statements of income (loss) and comprehensive income (loss) during the nine months ended May 31, 2026.

TRENDS AND ECONOMIC CONDITIONS

The Company’s future performance is largely tied to the performance of investments, which is dependent on the investment sector, and overall financial markets. Financial markets are likely to be volatile, reflecting ongoing concerns about the stability of the global economy. Management regularly monitors economic conditions and estimates their impact on the Company’s operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Apart from these and the risk factors noted under the heading “Risk Factors” and “Cautionary Note Regarding Forward-Looking Information”, management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company’s business, financial condition or results of operations.

SELECTED QUARTERLY INFORMATION

Three Months Ended	Total Assets ($)	Net Income (Loss)	
		Total ($)	Per Share ($)
May 31, 2026	2,100,320	(79,621)	(0.00)
February 28, 2026	2,182,587	(405,703)	(0.00)
November 30, 2025	2,600,718	(784,767)	(0.01)
August 31, 2025	2,717,157	(368,736)	(0.00)
May 31, 2025	3,263,079	(352,820)	(0.00)
February 28, 2025	3,615,077	(660,802)	(0.01)
November 30, 2024	4,218,348	(2,332,329)	(0.03)
August 31, 2024	6,454,948	(6,291,983)	(0.08)
May 31, 2024	12,381,839	(3,384,515)	(0.05)

RESULTS OF OPERATIONS

Three months ended May 31 2026, compared with three months ended May 31, 2025

The Company's net income (loss) totaled $(79,621) for the three months ended May 31, 2026 compared to $(352,820) for the three months ended May 31, 2025. The significant highlights are as follows:

- The combined unrealized and realized gain (loss) on investments amounted to $47,287 compared to $(320,185) in the comparative period which is mainly attributed to the increase in the fair market value of Boba Mint (common shares and warrants) in the current period. The higher loss in the prior period reflects a more substantial decline in the share price of American Aires, which was the primary driver of unrealized losses in that period.

- Public company expenses increased 4% to $4,601 compared to $4,411 in the comparative period and is attributed to the Company incurring more costs in relation to press releases. Office and general expenses increased 55% to $8,049 compared to $5,178 in the comparative period and is attributed mainly to the Company incurring additional transaction and banking fees as part of the sale of investments. Professional fees increased 121% to $117,066 compared to $53,046 in the comparative period and is mainly attributed to incurring higher legal fees in relation to the due diligence related to the proposed transaction with Digital Motion. The Company also incurred $27,191(prior period - $nil) in investor relation consulting fees due to increased investor outreach and market awareness initiatives undertaken during the period in connection with strategic corporate developments, including the proposed transaction with Motion Corp.

Nine months ended May 31, 2026, compared with nine months ended May 31, 2025

The Company's net income (loss) totaled $(1,270,091) for the nine months ended May 31, 2026 compared to $(3,345,952) for the nine months ended May 31, 2025. The significant highlights are as follows:

- The combined unrealized and realized loss on investments amounted to $(800,969) compared to unrealized loss $(3,083,102) in the comparative period which is mainly attributed to the decrease in the fair market value of American Aires and Boba Mint (common shares and warrants) in the current period. The higher loss in the prior period reflects a more substantial decline in the share price of American Aires, which was the primary driver of unrealized losses in that period.

- Public company expenses increased 22% to $17,274 compared to $14,125 in the comparative period and is attributed to the Company incurring more costs in relation to the private placement in October 2026. Office and general expenses increased 41% to $22,401 compared to $15,852 in the comparative period and is attributed mainly to the Company incurring additional transaction and banking fees as part of the sale of investments. Professional fees increased 67% to $242,054 compared to $144,958 in the comparative period and is mainly attributed to incurring higher legal fees in relation to the private placement and due diligence related to the proposed transaction with Digital Motion. The Company also incurred $277,393 (prior period - $nil) in investor relation consulting fees due to increased investor outreach and market awareness initiatives undertaken during the period in connection with strategic corporate developments, including the proposed transaction with Motion Corp.

OFF-BALANCE-SHEET ARRANGEMENTS

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

LIQUIDITY AND CAPITAL RESOURCES

The Company has no operating revenues and therefore must utilize its current cash reserves and other financing transactions to maintain its capacity to meet ongoing discretionary operating activities. In addition, has a balance of its investments in Level 1 securities which can be sold in the open market to generate additional cash needed to meet upcoming liabilities and/or other working capital or investment needs. The Company has minimal debt and its credit and interest rate risk is minimal. Amounts payable and other liabilities are short-term and non-interest bearing. As at May 31, 2026, the Company had cash of $359,357 and Level 1 investments of $147,441 to settle current liabilities of $94,234 (excluding deferred revenue). Currently and in the future, the Company’s use of cash has and will principally occur in two areas: funding of its general and administrative expenditures and funding of its investment activities.

CAPITAL MANAGEMENT

The Company’s objective when managing its capital is to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions and to maximize shareholder return through enhancing the share value. The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis. The Company's ability to continue to carry out its planned activities is uncertain and dependent upon the continued financial support of its shareholders and securing additional financing. The Company considers its capital to be equity, which comprises share capital, contributed surplus and accumulated deficit, which as at May 31, 2026 totaled $1,921,086 (August 31, 2025 - $2,331,177). Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

During the nine months ended May 31, 2026, the Company incurred $30,510 (May 31, 2025 - $30,510) with respect to all accounting, bookkeeping and reporting performed in-house by one of the directors of the Company. Amount payable at May 31, 2026 is $16,950 (August 31, 2025 - $33,900) and included in accounts payable and accrued liabilities.

During the nine months ended May 31, 2026, the Company incurred professional fees of $101,700 to the CEO (May 31, 2025 - $101,700). As at May 31, 2026, CEO was owed $56,500 (August 31, 2025 - $124,300), with respect to services provided, and this amount was included in accounts payable and accrued liabilities. The CEO also acts as a chief financial officer of one portfolio investment company - American Aires Inc.

On February 16, 2024, the Company entered into a consulting agreement with American Aires. The consulting agreement is for a period of 3 years and the Company is to act as consultant on various matters such as commercial sales strategy, capital markets support, assisting with due diligence packages for strategic partners, advising on large commercial engagements and other business areas. American Aires paid $360,000 to the Company as part of the consulting agreement, which has been recorded on the statement of financial position as deferred revenue. The deferred revenue will be gradually reduced and brought into income as services are performed by the Company. During the nine months ended May 31, 2026, the Company recorded $90,000 (May 31, 2025 - $90,000) as consulting fee income and the remaining $85,000 is recorded as deferred revenue on the statement of financial position as at May 31, 2026.

FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate and commodity and equity price risk). There were no changes to the Company's risk factors during the year ended May 31, 2026.

The Company's management team carries out risk management with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Fair Values

The Company has designated its cash as FVTPL which are measured at fair value. Fair value of cash is determined based on transaction value and is categorized as a Level 1 measurement.

- Level 1 - includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - includes inputs that are observable other than quoted prices included in Level 1
- Level 3 - includes inputs that are not based on observable market data.

The following tables present the Company's financial instruments that have been measured at fair value as at May 31, 2026 and August 31, 2025:

As at May 31, 2026	Level 1	Level 2	Level 3	Total
Cash	$ 359,357	$ -	$ -	$ 359,357
Investments - Common Shares	$ 147,441	$ -	$ 1,408,500	$ 1,555,941
Investments - Warrants	$ -	$ 39,651	$ -	$ 39,651

As at August 31, 2025	Level 1	Level 2	Level 3	Total
Cash	$ 7,695	$ -	$ -	$ 7,695
Investments - Common Shares	$ 1,076,749	$ -	$ 1,438,500	$ 2,515,249
Investments - Warrants	$ -	$ 182,110	$ -	$ 182,110

The valuation of Level 3 investments involves significant judgment and the use of unobservable inputs. The fair value for each investment was determined using techniques consistent with the principles outlined in IFRS 13, as described below:

13 Specialty

The fair value of the Company's investment in 13 Specialty remains unchanged from the last year-end at $1.35 per share as at May 31, 2026. It was determined based on the price from the most recent private placement completed shortly after year-end, which represents an orderly transaction between market participants under current market conditions. The placement included an arm's-length investor subscribing at $1.35 per share, which provides a relevant observable input under IFRS 13. As no adverse developments or contradictory information were identified between the reporting date and the transaction date, management considers this price to represent the best estimate of fair value at May 31, 2026. No adjustments were deemed necessary, as the transaction occurred in close proximity to the reporting period and aligned with observable market evidence.

Somerset

The fair value was determined based on the most recent financing completed during the nine months ended May 31, 2026, in which Somerset issued convertible debentures with bonus shares at an effective equity pricing of approximately $0.20 per common share. This transaction represents an orderly, arm's-length capital raise and provides the most relevant observable input for valuation purposes under IFRS 13. As no contradictory information or significant changes in circumstances were identified between the reporting date and the transaction date, management considers the implied $0.20 per share pricing to be the best estimate of fair value at May 31, 2026. Fair value measurement remains subject to estimation uncertainty due to the early-stage nature of Somerset's operations and the limited availability of market-based data.

Key Inputs and Sensitivity Analysis

The valuations incorporate the following significant unobservable inputs:

- 13 Specialty: Recent private placement price (no adjustments applied)
- Somerset: Recent private placement price (no adjustments applied)

Changes in these inputs, particularly the completion of private placements or significant business developments, could materially affect the fair value. While specific sensitivity analyses have not been provided due to the binary nature of key inputs (e.g., occurrence of transactions or business milestones), future fair value measurements will reflect any observable changes in these assumptions.

Valuation Methodology and Compliance

These valuations are consistent with IFRS 13 principles, incorporating the most reliable information available at the reporting date. The use of recent transactions (13 Specialty, Somerset) reflects fair value as defined by IFRS 13.

Management regularly reviews valuations to ensure they remain reflective of market conditions and adjusts them as new information becomes available.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. As at May 31, 2026, management believes that the credit risk with respect to cash and subscription receivable is minimal. Cash is held with reputable Canadian financial institutions, and receivables are from trusted institutions or individuals from which management believes the risk of loss to be minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at May 31, 2026, the Company had cash of $359,357 to settle current liabilities of $94,234 (excluding deferred revenue). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market risk factors.

Price risk

Price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All investments present a risk of loss of capital. This risk is managed through a careful selection of investments and other financial instruments within the parameters of the investment strategies.

Price risk typically arises from exposure to equity and commodity securities. If the prices on the respective exchanges for these securities increased or decreased by 10%, all other variables held constant the investment value could have increased or decreased by approximately $159,559 (August 31, 2025 - $269,736).

SHARE CAPITAL

As of the date of this MD&A, the Company had 138,715,500 issued and outstanding common shares.

RISKS AND UNCERTAINTIES

An investment in the securities of the Company is highly speculative, involving numerous and significant risks, and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Please refer to the section entitled "Risks and Uncertainties" in the Company's MD&A for the fiscal year ended August 31, 2025, available on SEDAR at **www.sedarplus.ca**.