

MUSTGROW BIOLOGICS CORP.

Management's Discussion and Analysis

For the Year Ended December 31, 2025

General

This management's discussion and analysis of financial position and results of operations ("**MD&A**") is prepared as at April 29, 2026 and should be read in conjunction with the audited financial statements for the year ended December 31, 2025 and related notes of MustGrow Biologics Corp. ("**MustGrow**" or the "**Company**"). The audited financial statements were prepared in accordance with International Financial Reporting Standards ("**IFRS**") issued by the International Accounting Standards Board ("**IASB**") and interpretations of the IFRS Interpretations Committee.

Management is responsible for the preparation and integrity of the Company's financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and MD&A, is complete and reliable. All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted.

This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate, and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedarplus.ca.

Caution Regarding Forward-Looking Statements

This MD&A contains forward-looking information and statements (collectively, "**forward-looking statements**") within the meaning of applicable Canadian securities laws, including financial and operational expectations and projections. These statements, other than statements of historical fact, are based on management's current expectations and are subject to a number of risks, uncertainties, and assumptions, including market and economic conditions, business prospects or opportunities, future plans and strategies, projections, technological developments, anticipated events and trends and regulatory changes that affect the Company, its customers and industry. Although the Company and management believe the expectations reflected in such forward-looking statements are appropriate and are based on reasonable assumptions and estimates as of the date hereof, there can be no assurance that these assumptions or estimates are accurate or that any of these expectations will prove accurate. Forward-looking statements are inherently subject to significant business, regulatory, economic and competitive risks, uncertainties and contingencies that could cause actual events to differ materially from those expressed or implied in such statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "would", "should", "believe", "objective", "ongoing", "imply" or the negative of these words or other variations or synonyms of these words or comparable terminology and similar expressions.

By their nature forward-looking statements are subject to known and unknown risks, uncertainties, and other factors which may cause actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements. Such

factors include, among other things, the Company's stage of development, long-term capital requirements and future ability to fund operations, future developments in the Company's markets and the markets in which it expects to compete, risks associated with its strategic alliances, the impact of entering new markets on the Company's operations, and risks associated with new or proposed regulations. Each factor should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking statements. See the section, "Risk Factors and Uncertainties", below noting that these factors are not intended to represent a complete list of the factors that could affect the Company. Shareholders and investors should not place undue reliance on forward-looking statements as the plans, assumptions, intentions or expectations upon which they are based might not occur. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. Unless otherwise indicated by the Company, forward-looking statements in this MD&A describe the Company's expectations as of April 29, 2026, and, accordingly, are subject to change after such date. The Company does not undertake to update or revise any forward-looking statements, except in accordance with applicable securities laws.

Overview and Overall Performance

The Company is a provider of innovative biological and regenerative agriculture solutions designed to support sustainable farming. The Company's proprietary products and technologies offer eco-friendly alternatives to restricted or banned synthetic chemicals and fertilizers. These products and technologies are derived from mustard seed and developed into organic biocontrol and biofertility products to help replace banned or restricted synthetic chemicals and fertilizers, and protect soil health and the soil microbiome, support plant health, and contribute to global food security through more sustainable agricultural practices. In North America, MustGrow owns and is working on product registrations and sales. The Company's first registered product, TerraSante™, a biofertility product, launched in 2024 and is currently registered in key U.S. states and initial sales ramp-up is ongoing. Outside of North America, MustGrow is focused on collaborating with agriculture companies, such as Bayer in Europe, the Middle East and Africa, to commercialize MustGrow's wholly-owned proprietary products and technologies. The Company is dedicated to driving shareholder value through the commercialization and expansion of its intellectual property portfolio of 108 patents that are currently issued and pending.

NexusBioAg

On December 31, 2024, the Company acquired certain assets that represented NexusBioAg and commenced sales of agricultural products in Canada. These products, which were acquired from third parties and sold to multiple customers in Canada, included biostimulants, micronutrients, nitrogen stabilizers and foliars. Biostimulants promote and improve plant growth, preserve and increase yield potential and reduce the impact of environmental stress conditions, such as drought, heat, cold and salinity. Micronutrients include copper, zinc, boron and manganese which are essential for plant growth and yield maximization. Nitrogen stabilizers protect soil nitrogen from volatilization, denitrification and leaching. Foliars are micronutrients applied in liquid form to plant surfaces to enhance yield. The NexusBioAg business did not meet expectations and on March 31, 2026, the Company announced the closure of the NexusBioAg operations.

Biocontrol

In the Biocontrol market, the Company has designed and owns a United States ("U.S.") Environmental Protection Agency ("EPA") approved preplant soil biofumigant or biopesticide that uses the mustard seed's natural defense mechanism to protect plants from soil-borne microbial diseases and pests.

Approximately 150 independent tests have been completed, validating the Company's safe and effective technology. This technology, in granule format, is EPA-approved across all key fruit & vegetable growing U.S. states (excluding California) as a biopesticide and is designated by Health Canada's Pest Management Regulatory Agency ("**PMRA**") as biopesticide. The Company has now developed a new concentrated format for Biocontrol, branded as TerraMG™, as a preplant soil biofumigant to be applied through injection, standard drip or spray equipment, designed to improve functionality and performance features. Discussion with the EPA and PMRA for regulatory approval for TerraMG™ is on-going.

In Biocontrol, the MustGrow technology is a platform technology with multiple potential applications (collectively, "**Biocontrol**" applications), including:

- **Preplant Soil Biofumigation** – to treat soil-borne diseases and pests for multiple crops, including fruit, vegetables, and potentially others (TerraMG™);
- **Bioherbicide** – to treat unwanted plant growth using a unique mode of action, for potential use in organic agriculture and home and garden markets, as well as agriculture markets in jurisdictions where glyphosate is out of favor or has been banned; and
- **Postharvest Food Preservation** – to suppress sprouting and treat disease and pathogens, for potential use in storage and food preservation markets (fruit and vegetables, bulk grain, shipping containers and food borne pathogens).

Soil Amendment and Biofertility

The Company has developed an organic soil amendment and biofertility product, under the brand name TerraSante™, (the "**Soil Amendment**" and "**Biofertility**" applications and technologies). TerraSante™ is registered for use and has organic certification in California, Oregon, Washington, Idaho, Arizona and Florida. First sales and on farm testing commenced in 2024 and continued through 2025.

TerraSante™, a wettable powder, contains nutritious plant proteins and carbohydrates that feed soil microbes, potentially improving beneficial microbial activity and ensuring long-term sustainable soil health. These targeted micro-communities are shown to work to improve nutrient availability, which can potentially increase plant vigor and yields, while also reducing plant stress. TerraSante™ has the potential to improve crop nutrient uptake and, hence, overall crop performance.

Operations

MustGrow is developing and commercializing natural biological products and technologies from mustard seed for the Biocontrol and Soil Amendment and Biofertility markets for sustainable agriculture. The objective of these biological products and technologies is to provide a natural, sustainable alternative to banned and/or restricted synthetic chemicals and fertilizers, for use in organic production, and to help improve overall soil health.

The research, development and regulatory pathway for Biocontrol pesticides and herbicides typically begins with laboratory work that verifies that the active ingredient and formulation will have the desired neutralizing effect on the pest of interest in a controlled environment, at small scale. This laboratory phase may take one to two years and cost up to approximately \$100,000. If these results are positive, the trial work can proceed to a greenhouse environment where the scale is larger, but conditions remain controlled in the confines of the greenhouse. Validation in the greenhouse phase may take one to two years and cost approximately \$100,000 to \$500,000. If these results are positive, the next step would be to test the technology in "real world" conditions in field trials. These trials are conducted on the crops and pests of interest in typical, commercial growing environments. These are larger scale and more expensive

trials that will typically span a growing season or longer and test different application methods and rates. In order to achieve regulatory approval for commercial use of a new biological pesticide/technology, additional safety and efficacy trials will be required as determined by the pertinent regulatory agency (for example, the EPA in the U.S. and the PMRA in Canada). This phase of product development may cost approximately \$1 million to \$5 million or more and take two to three years to complete. In addition, registration in other foreign jurisdictions may cost approximately \$10 million to \$15 million and take three to seven years to complete.

While the research and development costs and timelines for Soil Amendment and Biofertility applications mirror that for Biocontrol pesticides and herbicides, the time and cost for regulatory trials and approvals is anticipated to be much less.

Outside of North America, the Company's product development model emphasizes collaboration with industry participants who have resources and experience in pesticide technology commercialization. Typically, industry partners will conduct trials at their own expense. Therefore, it is unlikely that the Company would bear the entire cost associated with product development on its own and would be able to access the know-how, research, development and regulatory expertise of industry participants.

Operational Developments

On December 11, 2023, the Company announced the signing of a License and Collaboration Agreement with Bayer AG ("**Bayer**") covering soil applications of MustGrow's mustard-based biocontrol technologies in Europe, Middle East and Africa, excluding home and garden, turf and ornamental applications. Under the terms of the Agreement, MustGrow received an initial upfront payment as well as potential future payments linked to the achievement of certain business milestones. Upon the commencement of commercial sales, MustGrow will also be entitled to fees from royalties and manufacturing sales. Pursuant to the Agreement, Bayer will be responsible for the regulatory and market development work in the respective field of use necessary to commercialize MustGrow's mustard-based biocontrol technologies.

On July 9, 2024, the Company announced that it joined the Global Alliance Against TR4, an international consortium of world leading banana players committed to defeat Fusarium wilt TR4.

In 2024 through 2026, the Company announced receipt of registrations for TerraSante™ in California, Oregon, Washington, Idaho, Arizona, Florida and Georgia. The Company is authorized to sell TerraSante™ in these states. Initial sales commenced in September, 2024 and continued through 2025.

On January 2, 2025, the Company announced the closing of an Asset Purchase Agreement (the "**APA**") with Univar Solutions for the acquisition of certain assets that represented NexusBioAg (the "Nexus Acquisition"). The consideration payable to Univar Solutions pursuant to the APA was initially to be : (i) a deferred cash payment of approximately \$1,662,000, subject to adjustment in accordance with the terms of the APA; and (ii) earn-out payments equal to a specified percentage amount of gross margin on certain itemized products sold by the Company in 2025 and 2026. The consideration was subsequently renegotiated to be a single deferred cash payment of approximately \$1,500,000.

On January 16, 2025, the Company announced the closing of a non-brokered private placement of units (each, a "**Debenture Unit**") at a price per Unit of \$1,000 for aggregate gross proceeds to the Company of \$2,585,000 on January 16, 2025. Each Unit was comprised of: (i) \$1,000 principal amount of unsecured convertible debentures (the "**Debentures**"); and (ii) 666 common share purchase warrants (each, a "**Debenture Warrant**"). Each Debenture may, at the option of the holder: (i) be converted into Common Shares at price of \$1.50 per Common Share at any time; or (ii) paid in cash 60 months following January

16, 2025 (subject to certain acceleration rights). Each Debenture Warrant was exercisable by the holder thereof to acquire one Common Share at a price of \$1.90 per Common Share for a period of 60 months following January 16, 2025. The Debentures accrue interest at a rate of 8% per annum, payable semi-annually in cash.

On February 11, 2025, the Company announced a five-year exclusive distribution agreement with Adjuvants Plus Inc. ("**Adjuvants**"), under which it will distribute their product line across Canada through its NexusBioAg division. MustGrow received a right of first refusal for distribution of Adjuvants' product line the U.S. market.

On April 1, 2025, the Company announced the addition of three cutting-edge biological solutions to MustGrow's existing Canadian product lines through its recently acquired Canadian sales and distribution division, NexusBioAg. Featuring EZ-Gro Max, EZ-Gro Cyto, and Rootella® mycorrhizal inoculants, these products provide farmers with science-backed tools designed to enhance crop health, boost yield potential, and improve environmental resilience.

On June 10, 2025, the Company announced the addition of Phospholusions Inc.'s RhizoSorb phosphorus efficiency product to the NexusBioAg product line for distribution in Canada.

On July 30, 2025, the Company announced a non-brokered LIFE offering of units for proceeds up to \$3 million (the "**2025 Unit Offering**"). Each unit consisted of (i) one common share of the Company; and (ii) one common share purchase warrant (a "**2025 Unit Warrant**"). Each 2025 Unit Warrant is exercisable for a period of 60 months from the closing date and entitles the holder thereof to purchase one additional common share at an exercise price of \$0.90 per common share. Concurrently, the Company also announced the proposed repricing of outstanding Debenture Warrants that were issued pursuant to the January 16, 2025 private placement, and intentions to offer shares for debt settlement to all holders of the Debentures pursuant to the January 16, 2025 private placement.

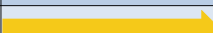
On August 29, 2025, the Company announced the following, effective August 28, 2025: (i) the closing of the 2025 Unit Offering of 3,059,731 units of the Company (each, a "**2025 Unit**") at a price of \$0.70 per 2025 Unit for gross proceeds of approximately \$2,141,812; (ii) the repricing of outstanding Debenture Warrants from \$1.90 per common share to \$0.90 per common share; and (iii) the settlement of a shares for debt agreement to certain holders of Debentures - \$2,385,000 of the total \$2,585,000 Debentures were converted to common shares at \$0.70 per share.

On September 10, 2025, the Company announced that it secured \$2.0 million line of credit with Canadian Imperial Bank of Commerce, which was guaranteed by Canada's Export Development Canada.

On December 10, 2025, the Company announced outstanding performance metrics on its organic TerraSante™ biofertility product applied to potato farming acres in Washington State and Idaho, based on customer performance data.

Technology Pipeline

The Company's proprietary products and technology pipeline is presented below and describes, for each application, the stage of development and the steps to reach regulatory approval, which will facilitate commercial sales. Please refer to the discussion under the "Technology Pipeline and Market Opportunities" section of the Company's Annual Information Form ("**AIF**") dated April 29, 2026 available under the Company's Issuer Profile on SEDAR at www.sedarplus.ca.

	APPLICATIONS	TARGET	ESTIMATED MARKET SIZE / LOSS	PROOF OF CONCEPT Laboratory	EARLY R&D Greenhouse	ADVANCED R&D Field Trials	REGISTRATION Pre-Launch	Registrations / Partners
Soil Applied	Biofertility							
	TerraSante™	Preplant Biofertility for healthier soil and soil microbiome	US\$3.5 Billion Estimated Global Market Size					TerraSante™ Received US – OMRI & OIM Program certification and key state registrations including California
	Soil Biocontrol							
	TerraMG™	Nematodes, and soil borne diseases such as; Fusarium, Botrytis, Verticillium, Rhizoctonia, Pythium, Phytophthora, Sclerotinia, Aphanomyces, Clubroot Disease, etc.	US\$1.3 Billion Estimated Global Market Size in Fruit & Vegetable					TerraMG™ Registration work ongoing in multiple countries 
	Bioherbicide	Natural Herbicide	US\$35 Billion Estimated Global Market Size	 Formulation work on new extract				
Non-soil Applied	Postharvest Biocontrol & Food Preservation							
	Storage: Potato, Fruit & Vegetable	Sprouting, diseases and pests	US\$1.5 Billion Estimated Global Market					
	Storage: Bulk Grain*	Mycotoxins and pests	US\$15 Billion Estimated Global Loss					
	Storage: Shipping Containers*	Diseases and pests	US\$2 Billion Estimated Global Market Size					
	Human & Animal Health			  Agriculture and Agri-Food Canada				

* Literature shows AITC has application in these areas.

Source: Globenewswire, Statista, Fortune Business, Polaris Market Research, 3rd Party Ag Market Researcher, MustGrow estimates.

Financing Activities

On January 16, 2025, the Company announced the closing of the Debenture Offering raising net proceeds of \$2,573,075.

In connection with the Debenture Offering, certain finders received an aggregate cash fee of \$67,200. In addition, the Company issued to certain finders an aggregate of 44,800 non-transferable finder's warrants (the "**Debenture Finder Warrants**"). Each Debenture Finder Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$1.90 per Common Share for a period of 24 months following the Closing Date.

On August 28, 2025, holders of \$2,385,000 of Debentures converted their Debentures into common shares at \$0.70 per common share, resulting in the issuance of 3,407,134 common shares. Alongside the conversion, the exercise price of the Debenture Warrants associated with the converted Debentures was amended to be \$0.90.

In January and February, 2025, The Company issued 217,685 RSU's and 241,855 PSU's to employees. The value of these RSU's and PSU's was based on the fair value of the Company's common shares on the dates of grant - \$1.47 and \$1.33. The value of the PSU's also considered the estimated outcome of the performance conditions attached to the PSU's. The value of the RSU's and the PSU's was calculated as \$312,857 and \$243,272, respectively, and is recorded as stock-based compensation as the Share Units vest. Performance conditions attached to the PSU's were not met and these were cancelled effective December 31, 2025.

On May 1, 2025, 900,000 stock options were exercised resulting in the issuance of 746,882 shares and net proceeds of \$131,447.

On August 28, 2025, the Company completed the 2025 Unit Offering. Proceeds, net of cash issuance costs were \$1,889,840.

In connection with the 2025 Unit Offering, certain finders received (i) an aggregate cash fee equal to \$86,332.60, being 6.0% of the gross proceeds of the 2025 Unit Offering from investors introduced to the Company by such finders; and (ii) 123,318 non-transferable common share purchase warrants (the “**2025 Unit Finder’s Warrants**”) representing 6.0% of the aggregate number of common shares forming part of the Units issued to investors introduced to the Company by the finders. Each 2025 Unit Finder’s Warrant will entitle its holder to purchase one common share at a price of \$0.90 per Share for a 60-month period.

During the year ended December 31, 2024, the Company issued 177,035 common shares on exercise of restricted share units.

Selected Annual Information

	Years ended December 31,		
	2025	2024	2023
Revenue	\$ 8,286,541	\$ 398,018	\$ 4,712,200
Net loss	7,257,666	4,888,722	676,940
Net loss per share, basic and diluted	0.13	0.09	0.01
Assets	3,093,148	5,416,253	6,937,863
Non-current financial liabilities	151,352	350,107	140,928
Cash dividends per share	-	-	-

Results of Operations

For the years ended December 31, 2025, 2024 and 2023, the Company incurred losses of \$7,257,666, \$4,888,722 and \$676,940, respectively. The 2025 results include revenues and expenses related to NexusBioAg, which was acquired on December 31, 2024. NexusBioAg related expenses exceeded revenues by \$801,486. Also, an impairment loss of \$726,721 was recorded at December 31, 2025 on NexusBioAg inventory, equipment and intangible assets. Revenues related to TerraSante™ sales were \$598,928 and \$125,518 in 2025 and 2024, respectively. Revenues in 2023 related to technology license fees.

A comparative analysis of expenses follows.

	Years ended December 31,		
	2025	2024	2023
Expenses			
Selling expenses	\$ 1,929,536	\$ -	\$ -
Marketing and promotion	623,115	470,252	558,602
Office and administration	1,221,485	1,035,818	1,005,161
Research and development	473,915	773,858	857,065
Regulatory	270,399	351,278	315,060
Corporate communications	372,173	204,755	247,279
Transfer agent, filing and exchange	264,902	250,302	278,998
Patent expenses	254,337	220,262	384,685
Professional fees	581,436	634,387	499,653
Royalty expense	291,497	-	-
Depreciation	50,760	-	-
Stock-based compensation	1,381,353	1,474,015	1,370,685
Total Expenses	\$ 7,714,908	\$ 5,414,927	\$ 5,517,188

Selling expenses relate to the NexusBioAg division and the components are as follows.

	Years ended December 31,		
	2025	2024	2023
Salaries and benefits	\$ 1,101,236	\$ -	\$ -
Warehouse	338,349	-	-
Travel, meals and entertainment	231,587	-	-
Shipping	231,980	-	-
Other	26,384	-	-
	\$ 1,929,536	\$ -	\$ -

NexusBioAg was acquired on December 31, 2024, therefore there were no comparable expenses in the 2024 or 2023 period.

Marketing and promotion expenses include trade shows, travel, content and materials development and dissemination and consulting fees paid to market development representatives. These increased in the 2025 period due to the NexusBioAg acquisition.

Research and development expenses include:

- Costs related to identification and extraction of Biocontrol, Soil Amendment and Biofertility compounds from mustard seed, and formulation of these compounds into biological technologies and products ("**Process Development**");
- Testing of these technologies, assessing soil health and impact on various microbial diseases, pests and weeds in laboratory, greenhouse and field settings ("**Trials**"); and
- Fees paid to technical experts assisting with management of Process Development and Trials.

The components of research and development expenses are presented in the table below. Process development activity has declined in 2025 and 2024 as the Company completed scaling of its mustard extract production process. Overall, research and development expenses are declining as the Company shifts activities from product development to commercialization.

	Years ended December 31,		
	2025	2024	2023
Process Development	\$ 146,090	\$ 424,043	\$ 612,503
Trials	154,461	178,701	98,473
Management	173,364	171,114	146,089
	<u>\$ 473,915</u>	<u>\$ 773,858</u>	<u>\$ 857,065</u>

The components of office and administration expenses are as follows:

	2025	2024	2023
Management compensation	\$ 956,059	\$ 912,069	\$ 888,445
Rent and office expenses	170,280	79,051	84,508
Insurance	95,146	44,698	27,920
Travel	-	-	4,288
	<u>\$ 1,221,485</u>	<u>\$ 1,035,818</u>	<u>\$ 1,005,161</u>

Regulatory expenses include renewal fees for existing product registrations and fees paid to expert consultants working with regulatory bodies to achieve registration of the Company's technologies. Regulatory activity increased in 2023 and 2024 related to TerraMG™ and TerraSante™ regulatory approval efforts, but are declining in 2025 as these tasks are completed.

Corporate communications expenses consist of fees paid to consultants to provide, amongst other services, the following:

- Educating investors and the general public about the Company's products and technology; and
- Communications with shareholders and financial market participants relating to the Company's products and technology trials.

Corporate communications expenses increased in 2025 due to the Nexus Acquisition, the Debenture Offering, the conversion of Debentures and the 2025 Unit Offering.

Professional fees include legal, audit and tax services. Fees were higher in 2024 due to the Nexus Acquisition.

Royalty expense is payable to Ag West Bio Inc. ("**Ag West**") and began to accrue in 2025 as sales exceeded the threshold at which royalties became payable, pursuant to the agreement with Ag West. See note 8 to the audited financial statements.

Stock-based compensation is a non-cash expense and relates to issuance of share units to management, board of directors and consultants of the Company.

Cash Flows and Financial Position

Cash used in operating activities for the years ended December 31, 2025 and 2024 was \$5,058,767 and \$3,578,296, respectively. The increase in operating cash out flows was related to NexusBioAg, which contributed \$801,486 (exclusive of the impairment charge of \$726,721) to the Company's net loss and \$954,931 cash out flow related to inventory.

Investing activities include payment of the \$1,500,000 purchase price for NexusBioAg.

Proceeds, net of expenses, of the Debenture Offering were \$2,573,075.

Proceeds, net of expenses, of the 2025 Unit Offering were \$1,889,840.

The Company repaid long-term debt of \$100,000 to Ag West in 2025 and 241,343 in 2024. In 2025, the Company received \$131,447 on exercise of stock options.

Total assets decreased to \$3,093,148 at December 31, 2025 from \$5,416,253 at December 31, 2024 due to a lower cash balance driven by funds required for operating and investing activities as well as the write-off of equipment and intangible assets related to NexusBioAg.

Total liabilities decreased to \$2,226,048 at December 31, 2025 from \$3,246,684 at December 31, 2024. This was due to a decrease in accounts payable at December 31, 2025 driven by payment of the purchase price and elimination of the earn out for NexusBioAg. Liabilities also decreased due to payment of \$100,000 of the Ag West Bio Inc. long-term debt.

Selected Quarterly Information

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements.

Quarter Ended	Revenue \$	Income (loss) for the period \$	Income (loss) per Share (Basic & Diluted) \$
December 31, 2025	866,303	(2,098,941)	(0.04)
September 30, 2025	789,178	(2,429,514)	(0.04)
June 30, 2025	2,849,324	(1,088,904)	(0.02)
March 31, 2025	3,781,736	(1,640,307)	(0.03)
December 31, 2024	122,577	(1,213,042)	(0.02)
September 30, 2024	275,441	(1,680,945)	(0.03)
June 30, 2024	0	(960,209)	(0.02)
March 31, 2024	0	(1,034,526)	(0.02)

Revenues for the four quarters of 2025 include sales generated by NexusBioAg.

The Company was not subject to seasonality fluctuations until the Nexus Acquisition at December 31, 2024. The NexusBioAg business was seasonally weighted to the first half of the calendar year, as demonstrated by the higher sales in the first and second quarters of 2025.

Financial Condition, Liquidity and Capital Resources

The Company's working capital at December 31, 2025 was \$985,839 including cash of \$918,767. The Company currently does not generate positive cash flows and is reliant on equity and debt financing to provide the necessary cash to acquire or participate in an active business. There can be no assurance that equity or debt financings, on terms satisfactory to the Company, will be available to the Company in the future. The Company creates forward-oriented cash flow budgets and may defer discretionary expenses to manage the capital required to continue the business.

The Company has not entered into any off-balance sheet arrangements.

Related Party Transactions

During the year ended December 31, 2025, the Company incurred consulting fees and office rent of \$994,074 (2024 – \$959,866) to companies controlled by directors and officers of the Company. The fees paid to directors and officers of the Company considered to be related parties for financial reporting purposes are made on terms equivalent to those that prevail in arm's length transactions.

During the year ended December 31, 2025, stock-based compensation related to Stock Options and Share Units issued to directors and officers of the Company totaled \$1,125,179 respectively (2024 – \$1,210,482).

At December 31, 2025 there was \$137,450 accrued and payable to directors and officers of the Company or companies controlled by them (December 31, 2024 – \$248,462). Outstanding balances are unsecured and interest free. Settlement of these liabilities occurs in cash. There have been no guarantees provided for any related party payables.

Financial Instruments and Risk Management Fair Values

The fair values of cash and equivalents, receivables, trade payables and long-term debt approximate their fair values because of their nature and relatively short maturity dates or durations. The Debentures are valued at amortized cost. Other long-term debt is valued using a discounted cash flow model taking into consideration the current market interest rate with similar term to maturity and the Company's current credit quality. As at December 31, 2025 the fair value of the long-term debt was \$417,991 (December 31, 2024 - \$517,991).

(a) Financial Risk Management

The board of directors of the Company (the "**Board**") has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

(b) Financial Instrument Risk Exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

Credit Risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk includes cash and receivables. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The receivables consist primarily of tax receivables due from federal government agencies. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets. As at December 31, 2025 the allowance for credit losses was \$nil (2024 - \$nil).

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board are actively involved in the review, planning and approval of significant expenditures and commitments.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Such fluctuations may be significant, but the Company is not currently subject to any such risks in a material way.

(a) Interest rate risk

Interest rate risk is the risk that the future cash flows or fair value of a financial instrument will fluctuate due to changes in market interest rates. The Company is not exposed to cash flow risk because there is no variable interest paid on debt outstanding. The Company is not currently exposed to fair value risk because the fair value of its cash deposits and debt do not vary with changes in interest rates.

(b) Foreign currency risk

The Company conducts certain of its operations in U.S. dollars and is limited to a small number of purchases in U.S. dollars which are recorded at the spot rate at the date of the transaction. As of December 31, 2024, the Company held U.S. dollar cash of \$294,911 (December 31, 2024 – \$25,376).

(c) Equity price risk

Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company's earnings are not currently exposed to price risk, however equity market fluctuations and conditions may impact the Company's ability to raise equity capital. The Company closely monitors the stock market to determine the appropriate course of action to be taken by the Company.

Accounting Standards and Amendments Adopted

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after January 1, 2025.

Lack of exchangeability – Amendments to IAS 21. In August 2023, the IASB issued amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows. The amendments will be effective for annual reporting periods beginning on or after January 1, 2025. Early adoption is permitted, but will need to be disclosed. When applying the amendments, an entity cannot restate comparative information.

The amendments had no impact on the Company's financial statements.

The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Accounting Standards Issued But Not Yet Effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

IFRS 18 Presentation and Disclosure in Financial Statements. In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes. In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards. IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after January 1, 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively. The Company is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

Amendments to IFRS 9 and IFRS 7 - Amendments to the Classification and Measurement of Financial Instruments. In May 2024, the IASB issued Amendments to the Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7 - to address matters regarding how to classify some financial assets with environment, social and governance features. The amendments provide guidance on the classification of financial assets, including those with contingent features, and clarify the requirements for the recognition and derecognition of financial liabilities. They also introduce an exception for the derecognition of financial assets and financial liabilities settled through an electronic payment system and require additional disclosures for certain financial instruments.

The amendments will be effective for annual reporting periods beginning on or after January 1, 2026, with earlier application permitted, and will apply retrospectively.

Contingencies

The Company is a defendant in a legal action initiated by Phospholutions, Inc., who filed a statement of claim on November 24, 2025 in Pennsylvania, USA. The claim alleges breach of contract and unjust enrichment and seeks damages of approximately US\$5,000,000.

The Company filed its statement of defense on March 23, 2026 and has also submitted a counterclaim against the plaintiff alleging breach of contract, declaratory judgement to terminate contract, tortious interference with prospective contractual relations and common law unfair competition, seeking damages in excess of US\$5,000,000.

At this stage of the proceedings, the litigation is ongoing and no trial date has been set. Based on the information currently available and consultation with external legal counsel, management believes that it is not probable that an outflow of economic resources will be required to settle the claim and the outcome of the matter cannot be reliably estimated. Accordingly, no provision has been recognized in respect of this matter, as the criteria under IAS 37 have not been met. The Company will continue to monitor the progress of the litigation and will reassess the need for a provision as additional information becomes available. There is inherent uncertainty regarding the timing and final outcome of this matter.

Subsequent Events

On January 23, 2026, the Company announced the closing of a non-brokered LIFE offering private placement of up to 4,000,000 units priced at \$0.50 per unit for gross proceeds of \$2 million. Each unit consists of (i) one common share of the Company; and (ii) one common share purchase warrant exercisable for 60 months from the closing date and will entitle the holder thereof to purchase on addition common share at an exercise price of \$0.70 per share.

On March 31, 2026, the Company announced that it will close its wholly-owned Canadian marketing and distribution business NexusBioAg effective April 15, 2026. NexusBioAg had been re-selling and distributing third party products to Canadian farmers, a lower-margin and price competitive business. Remaining inventory will be sold in subsequent months through existing distribution channels.

Additional Share Information

As at December 31, 2025 the Company had outstanding:

- (i) 58,854,357 common shares;
- (ii) 4,404,857 share units convertible into common shares;
- (iii) 4,949,459 warrants convertible into common shares;
- (iv) 300,000 stock options convertible into common shares; and
- (v) Debentures convertible into 133,332 common shares.

Risks and Uncertainties

The Company is subject to all of the business risks and uncertainties associated with any early-stage enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, and lack of revenues. Some of its technologies have yet to reach commercialization stage. Certain factors, including but not limited to the ones described in its AIF, could materially affect the Company's financial condition and/or future operating results, and could cause actual events to differ materially from those described in forward-looking statements made by or relating to the Company.

Please refer to the discussion of forward-looking statements and information under the heading "Forward-Looking Statements" located at the beginning of the Company's AIF filed on SEDAR under the Company's issuer profile, as well as the discussion of risks and uncertainties set out under the heading "Risk Factors", located within the Company's AIF filed on SEDAR. The reader should carefully consider these risks as well as the information disclosed in the Company's audited annual financial statements, and other publicly filed disclosure regarding the Company, available on SEDAR (www.sedarplus.ca) under the MustGrow's issuer profile.