



FOUNTAIN ASSET CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
For the Year Ended December 31, 2024

The following discussion of performance, financial condition and future prospects should be read in conjunction with the annual audited consolidated financial statements of Fountain Asset Corp. ("Fountain" or the "Company") and notes thereto for the year ended December 31, 2024 (the "Financial Statements") which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This management discussion and analysis ("MD&A") covers the last completed fiscal quarter and is dated as of April 28, 2025. All dollar amounts in this MD&A are reported in Canadian dollars, unless otherwise stated. Readers are encouraged to read Fountain's public information filings on SEDAR+ at www.sedarplus.ca. The Company's shares are listed on the TSX Venture Exchange ("TSXV") under the symbol "FA".

FORWARD-LOOKING STATEMENTS

Certain information contained in this MD&A constitutes forward-looking information, which is information relating to possible events, conditions or results of operations of the Company, which are based on assumptions about future economic conditions and courses of action and which are inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "target", "intend", "could", "might", "should", "believe", and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information in this MD&A includes, but is not limited to, statements with respect to the Company's investment approach, objectives and strategy, including its focus on specific sectors; the structuring of its investments and its plans to manage its investments; the Company's financial performance; and its expectations regarding the performance of certain sectors.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct. Some of the risks and other factors which could cause results to differ materially from those expressed in forward-looking information contained in this MD&A include, but are not limited to: the nature and future performance of the Company's investments; the available opportunities and competition for its investments; the concentration of its investments in certain industries and sectors; the Company's dependence on its manager and management team; risks affecting the Company's investments; global political and economic conditions; investments by the Company in private issuers which have illiquid securities; management of the growth of the Company; exchange rate fluctuations; and other risks and factors discussed in this MD&A under "Risk Factors".

Although the Company has attempted to identify important factors that could cause actual events or results to differ materially from those described in forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. Readers are cautioned that the foregoing list of risks and factors is not exhaustive. The forward-looking information contained in this MD&A is provided as at the date of this MD&A, based upon the opinions and estimates of management and information available to management as at the date of this MD&A, and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A.

NON-IFRS MEASURES

Throughout this MD&A, management uses terms which do not have a standardized meaning under IFRS and are unlikely to be comparable to similar measures presented by other issuers; therefore, a description has been provided in the MD&A.

These non-IFRS measures and additional information should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS. Management believes that some non-IFRS measures are useful for investors to use to evaluate the performance of the Company without certain IFRS requirements. Specifically, management has included net asset value and adjusted net asset value as a non-IFRS measure. Net asset value is defined as total assets less total liabilities. Adjusted net asset value is defined as net asset value plus tax loss pools available for future deductibility.

DESCRIPTION OF BUSINESS

Fountain is a publicly traded investment company focused on creating shareholder value by offering various debt and equity financing solutions to companies across a variety of industries. Fountain provides merchant bank services that can include equity financing, asset-based lending, mergers and acquisitions advisory, operational management support and facilitating various debt and equity financing structures.

Fountain takes a disciplined and systematic approach to investment and is guided by four core principles:

1. Deploying capital in private and public late stage, growth-oriented companies,
2. Creating shareholder value,
3. Generating profits through a combination of rising portfolio value and consistent income from debt transactions, and
4. Managing the overall risk framework of the Company.

Since 2005, Fountain has invested in over 100+ companies providing bespoke capital solutions. The Company is not committed on any particular industry sector but rather is opportunistically focused on various industries such as manufacturing, retail, financial services, technology, cannabis, biotechnology, oil and gas, mining, and cryptocurrency. Fountain invests in companies with proven products, market penetration and strong management teams that do not fit the investment criteria of the typical venture capital funds, traditional secured lenders, or are too small for the private equity funds.

The Company's target investment profile includes:

- Private companies that have a reasonably demonstrated IPO plan so Fountain can leverage "private to public value arbitrage".
- Early stage public companies that need to raise funds via PIPE or secondary deals.
- Selling shareholders that seek to divest significant stakes in companies that can be purchased at a discount.
- Companies with sustainable, growing revenues with existing, or near term, profitability.
- All investments are required to have a path to liquidity.

STATUS AS AN INVESTMENT ENTITY

The following are the criteria within IFRS 10 - *Consolidated Financial Statements*, which the Company used to evaluate and determine that it meets the definition of an Investment Entity.

- a) Obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services.
- b) Commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both.
- c) Measures and evaluates the performance of substantially all its investments on a fair value basis.

The Company has evaluated the above criteria and determined that it meets the definition of an Investment Entity, and thus measures its investments at fair value.

2024 REVIEW AND RESULTS OF OPERATIONS

Selected Information:

For the year ended December 31	2024	2023
Total revenue (losses)	(\$412,449)	(\$4,404,902)
Operating expenses	866,401	815,488
Foreign exchange loss (gain)	(5,120)	6,855
Stock based compensation	51,017	83,008
Other income	-	(50,000)
Gain on debt settlement	(25,500)	-
Net loss and comprehensive loss	(1,299,247)	(5,260,253)
Loss per share, basic and diluted	(0.02)	(0.09)

For the three months ended December 31	2024	2023
Total revenue (losses)	\$566,444	(\$3,323,111)
Operating expenses	215,134	285,037
Foreign exchange loss (gain)	(3,272)	4,039
Stock based compensation	29,671	16,602
Gain on debt settlement	(25,500)	-
Net income (loss) and comprehensive income (loss)	350,411	(3,628,789)
Earnings (loss) per share, basic and diluted	0.01	(0.06)

As at	December 31, 2024	December 31, 2023
Total assets	\$5,629,426	\$6,795,741
Total liabilities	116,477	136,562
Net asset value	5,512,949	6,659,179
Weighted average shares outstanding ⁽¹⁾	62,087,413	61,864,462
Net asset value per share	0.09	0.11
Adjusted net asset value ⁽²⁾	11,526,045	12,252,399
Adjusted net asset value per share	0.19	0.20

(1) Weighted average shares outstanding has been calculated using the weighted average number of multiple voting shares ("MVS") and SVS outstanding during each period and increased to include potentially issuable subordinate voting shares from the assumed exercise of stock options, if dilutive.

(2) Adjusted net asset value as at December 31, 2024 reflects the net asset value plus approximately \$6.0 million of tax loss pools available (December 31, 2023 - \$5.6 million).

Revenue

During the year ended December 31, 2024, the Company had net losses from its portfolio investments of \$412,449 (December 31, 2023 – losses of \$4,404,902). Net realized losses on portfolio investments during the year ended December 31, 2024, was \$1,887,721 (December 31, 2023 – losses of \$4,396,454) relating primarily to losses recognized on Casters Holdings Inc Hub Cyber Security Ltd., Kwest Micro Systems Inc., and Verano Holdings Corp. These losses were partially offset by realized gains on Givex Corp, Hammond Power Solutions Inc., and Lithos Group

Ltd. Additionally, the company recorded \$1,469,411 in unrealized gains on portfolio investments during the year ended December 31, 2024 (December 31, 2023 – unrealized losses of \$34,674).

During the three months ended December 31, 2024, the Company had net gains from its portfolio investments of \$566,444 (December 31, 2023 - losses of \$3,323,111). Net realized losses on portfolio investments during the three months ended December 31, 2024, was \$1,806,871 (December 31, 2023 – net realized losses of \$2,494,514) relating primarily to losses recognized on Casters Holdings Inc Hub Cyber Security Ltd., Kwest Micro Systems Inc., and Verano Holdings Corp.. These losses were partially offset by realized gains on Luca Mining Corp and Falcon Energy Materials plc. Additionally, the company recorded \$2,372,462 in net unrealized gains on portfolio investments during the three months ended December 31, 2024 (December 31, 2023 – net unrealized losses of \$831,705).

Expenses

During the year ended December 31, 2024, the Company reported total expenses of \$886,798 compared to \$855,351 during the prior period year ended December 31, 2023. Included in the reported total expenses for the current year ended December 31, 2024 was stock-based compensation expense of \$51,017 compared to \$83,008 for the prior year ended December 31, 2023. Stock-based compensation expense will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date. The fair value of these options is estimated at the date of grant using the Black-Scholes option pricing model and expensed over the vesting periods. Salaries and consulting fees increased from \$400,370 during the year ended December 31, 2023 to \$453,077 during the year ended December 31, 2024, mainly as a result of termination pay owed to the CEO of the Company as a result of terminating his employment contract and entering into a new agreement at a reduced salary, to alleviate a portion of the Company's administrative costs on a go forward basis (See "Related Party Transactions" elsewhere in this MD&A). Audit and legal fees decreased from \$190,746 during the year ended December 31, 2023 to \$162,745 during the year ended December 31, 2024 mainly as a result of decreased legal activity relating to the FGD Action (as defined and described in the "Contingencies and Commitments" section in this MD&A below). Trading commissions incurred on trading activity during the year ended December 31, 2024 amounted to \$46,171 compared to the year ended December 31, 2023 amount of \$52,987. The decrease is a result of a reduced trading activity during the year ended December 31, 2024 compared to the year ended December 31, 2023.

During the three months ended December 31, 2024, the Company reported total expenses of \$216,033 compared to \$305,678 during the three months ended December 31, 2023. Included in the reported total expenses for the current three month period was stock-based compensation expense of \$29,671 compared to \$16,602 for the prior period three months ended December 31, 2023. Stock-based compensation expense will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date. The fair value of these options is estimated at the date of grant using the Black-Scholes option pricing model and expensed over the vesting periods. Salaries and consulting fees decreased to \$51,251 during the three months ended December 31, 2024 compared to \$96,351 during the three months ended December 31, 2023. The decrease is mainly a result of the Company agreeing with its CEO, CFO, and Directors on reduced fees effective August 2024, to alleviate a portion of the Company's administrative costs on a go forward basis. (See "Related Party Transactions" elsewhere in this MD&A). Trading Commissions decreased during the three months ended December 31, 2024 amounted to \$11,833 compared to the three months ended December 31, 2023 amount of \$17,303. The decrease in trading commissions expenses is due to reduced trading activity during the three months ended December 31, 2024 compared to the three months ended December 31, 2023.

Net Assets

Total net assets decreased by \$1,146,230 (or approximately 17.2%) as at December 31, 2024 to \$5,512,949 or \$0.09 per share, compared to \$6,659,179 or \$0.11 per share as at December 31, 2023. The decrease in net assets was primarily attributable to net realized losses on portfolio investments of \$1,887,721 and expenses of \$886,798, offset by unrealized gains on portfolio investments of \$1,469,411. As at December 31, 2024, the Company's adjusted net assets were valued at \$11,526,045 or \$0.19 per share, compared to \$12,252,399 or \$0.20 per share as at December 31, 2023. Adjusted net assets reflects net asset value plus approximately \$6.0 million which is reflective of the Company's \$41.7 million capital and non-capital tax loss pools available, multiplied by the applicable corporate income tax rate.

SUMMARY OF QUARTERLY RESULTS

For the quarters ended	2024 Q4	2024 Q3	2024 Q2	2024 Q1
Total revenue (losses)	\$566,444	(\$434,059)	(\$269,311)	(\$275,523)
Operating expenses	215,134	260,334	221,094	169,839
Stock based compensation	29,671	7,116	7,115	7,115
Net income (loss) and comprehensive income (loss)	350,411	(711,707)	(488,327)	(449,624)
Earnings (loss) per share, basic and diluted	\$0.01	(\$0.01)	(\$0.01)	(\$0.01)

For the quarters ended	2023 Q4	2023 Q3	2023 Q2	2023 Q1
Total revenue (losses)	(\$3,323,111)	(\$586,475)	(\$533,960)	\$38,644
Operating expenses	285,037	154,345	193,109	182,997
Stock based compensation	16,602	21,346	15,839	29,221
Other expenses (income)	-	-	(50,000)	-
Net loss and comprehensive loss	(3,628,789)	(749,796)	(699,914)	(181,754)
Loss per share, basic and diluted	(\$0.06)	(\$0.01)	(\$0.01)	(\$0.00)

No dividends were declared by the Company during any of the periods indicated.

Over the past eight quarters, fluctuations in net income (loss) on a quarter-over-quarter basis have been impacted primarily by unrealized and realized gains (losses) on investments.

The following summarizes the unrealized and realized gains (losses) recognized on investments each quarter:

During the first quarter (“Q1”) of 2024, the Company recognized net realized losses on disposal of investments of \$315,335 (Q1 2023 – net realized gains of \$94,706). The Company also recognized a net change in unrealized gains of \$38,199 (Q1 2023 – net unrealized losses of \$61,801).

During the second quarter (“Q2”) of 2024, the Company recognized net realized gains on disposal of investments of \$173,258 (Q2 2023 – net realized losses of \$1,564,680). The Company also recognized a net change in unrealized losses of \$443,948 (Q2 2023 – net unrealized gains of \$1,028,010).

During the third quarter (“Q3”) of 2024, the Company recognized net realized gains on disposal of investments of \$61,227 (Q3 2023 – net realized losses of \$431,966). The Company also recognized a net change in unrealized losses of \$497,302 (Q3 2023 – net unrealized losses of \$169,178).

During the fourth quarter (“Q4”) of 2024, the Company recognized net realized losses on disposal of investments of \$1,806,871 (Q4 2023 – net realized losses of \$2,494,514). The Company also recognized a net change in unrealized gains of \$2,372,462 (Q4 2023 – net unrealized losses of \$831,705).

ISSUERS WITH U.S. CANNABIS-RELATED ACTIVITIES

The Company’s overall investment strategy is to focus on creating shareholder value by offering various debt and/or equity financing solutions to small and mid-sized companies in North America in both the public and private markets, across many industries such as oil and gas, mining, manufacturing, retail, financial services, technology, cryptocurrency, marijuana, and biotechnology. As a result, the Company may from time to time invest in companies that carry on, directly or indirectly, marijuana/cannabis businesses or related businesses in the United States.

On February 8, 2018, the Canadian Securities Administrators published Staff Notice 51-352 (Revised) – Issuers with U.S. Marijuana-Related Activities (the “Staff Notice”), which provides specific disclosure expectations for issuers that currently have, or are in the process of developing, cannabis-related activities in the U.S. as permitted within a particular state’s regulatory framework. All issuers with U.S. cannabis-related activities are expected to clearly and prominently disclose certain prescribed information in required disclosure documents.

Such disclosure includes, but is not limited to, (i) a description of the nature of a reporting issuer’s involvement in the U.S. marijuana industry; (ii) disclosure that marijuana is illegal under U.S. federal law and that enforcement of relevant laws is a significant risk; (iii) related risks including, among others, the risk that third party service providers could suspend or withdraw services and the risk that regulatory bodies could impose certain restrictions on the issuer’s ability to operate in the U.S.; and (iv) a discussion of the reporting issuer’s ability to access public and private capital, including which financing options are and are not available to support continuing operations. Additional disclosures are required to the extent a reporting issuer is deemed to be directly or indirectly engaged in the U.S. marijuana industry, or deemed to have “ancillary industry involvement”, all as further described in the Staff Notice.

During the year ended December 31, 2024, the Company’s involvement in the U.S. cannabis industry was limited. The Company could be considered to have “indirect” involvement in cannabis activities under the Staff Notice through its investments in High Tide Inc. (“High Tide”), Holistics Industries Inc. (“Holistics”), and The Cannabist Company Holdings Inc. (“The Cannabist Company”), each of which is or was during the year ended December 31, 2024, directly or indirectly, a cultivator and/or seller of marijuana in the United States.

As at December 31, 2024, the Company had one investee, being Holistics, that is believed to be involved in U.S. Marijuana-Related Activities, which accounts for approximately less than 1% (December 31, 2023 – less than 1%) of the Company’s total investment portfolio. The Company does not operate, nor control, any subsidiary that is directly engaged in the cultivation or distribution of marijuana in accordance with a U.S. state license. As at December 31, 2024, the Company owns less than 1% of Holistics.

Compliance with Applicable State Laws in the United States

The Company has not obtained legal advice regarding compliance with applicable state regulatory frameworks and exposure and implication arising from U.S. federal laws as they relate to the cannabis industry. The Company is not aware of any non-compliance with applicable licensing requirements and the regulatory framework enacted by the applicable U.S. state for any of such Investees’ business and the Company is not aware of: (i) any non-compliance by these Investees with respect to marijuana-related activities or (ii) any notices of violation with respect to any Investees’ marijuana-related activities by its respective regulatory authorities. This belief is based primarily on the public disclosure provided by the Investees as the Company does not generally have access to material non-public information from such Investees.

Nature of Investments with U.S. Cannabis-Related Activities

High Tide Inc. (Illinois, Michigan, California, and Ohio)

As at December 31, 2024, the Company holds no shares of High Tide Inc. High Tide is listed on the TSXV, the Nasdaq and the Frankfurt Stock Exchange.

The Company recognized a net realized loss of \$144,113 from the expiry of warrants of High Tide during the year ended December 31, 2024. A corresponding change in unrealized gains of \$114,113 was recognized during the year ended December 31, 2024 as a result of crystalizing the loss on the expired warrants.

Holistic Industries Inc. (California, Massachusetts, Maryland, Michigan, Missouri, Pennsylvania, Washington, D.C. and West Virginia)

The Company holds 9,505 shares of Holistics as at December 31, 2024, which represents less than 1% of the issued and outstanding shares of Holistics. The Company’s investment in Holistic is non-material and represents less than 1% of the Company’s total investment portfolio as at December 31, 2024. It is believed that Holistic is a vertically-

integrated multi-state operator in the cannabis industry, involved in the cultivation and distribution of cannabis and cannabis related products.

During the year ended December 31, 2024, the Company recognized a net realized loss of \$28,706 from the sale of 3,168 shares of Holistics. The net change in unrealized gains on Holistics shares held as at December 31, 2024 was \$7,392.

The Cannabist Company Holdings Inc. (Arizona, California, Colorado, Delaware, Florida, Illinois, Maryland, Massachusetts, New Jersey, New York, Ohio, Pennsylvania, Utah, Virginia, Washington, D.C. and West Virginia)

As at December 31, 2024, the Company holds no shares of The Cannabist Company. During the year ended December 31, 2024, the Company acquired 100,000 shares of The Cannabist Company for \$53,000. Later on in the year, the Company sold those shares and realized a \$45,500 loss. It is believed that The Cannabist Company is a fully integrated cannabis cultivator, manufacturer, and retailer in the U.S. operating in 16 markets across the country. The Cannabist Company is listed on the Cboe Canada, the OTCQX, and the Frankfurt Stock Exchange.

TSXV Requirements

On October 16, 2017, the TSXV issued a bulletin noting that issuers with ongoing business activities that violate U.S. federal law regarding cannabis are not in compliance with the TSXV's listing requirements (the "Requirements"). These business activities may include (i) direct or indirect ownership of, or investment in, entities engaging in activities related to the cultivation, distribution or possession of cannabis in the U.S., (ii) commercial interests or arrangements with such entities, (iii) providing services or products specifically targeted to such entities, or (iv) commercial interests or arrangements with entities engaging in providing services or products to U.S. cannabis companies. The TSXV reminded issuers that, among other things, should the TSXV find that a listed issuer is engaging in activities contrary to the Requirements, the TSXV has the discretion to initiate a delisting review. In order to comply with the Requirements, the Company may be required to reorganize, restructure or divest its investment in one or more Investees.

LIQUIDITY AND CAPITAL RESOURCES

In managements' opinion, the Company has sufficient resources to meet its current cash flow requirements based on the following:

As at	December 31, 2024		December 31, 2023	
Cash	\$	428,869	\$	655,703
Short-term investments		40,000		40,000
Accounts receivable and prepaids		31,081		39,999
Loans and convertible debentures due within one year		58,029		94,426
Level 1 categorized portfolio investments		3,321,924		2,675,400
Total Liquid Assets	\$	3,879,903	\$	3,505,528
Accounts payable and accrued liabilities	\$	116,477	\$	136,562
Total Short Term Liabilities	\$	116,477	\$	136,562

As of December 31, 2024, Fountain had working capital of \$3,763,426 which increased from \$3,368,966 as at December 31, 2023. The increase in working capital for the year ended December 31, 2024 is due to changes in the Company's level 1 categorized portfolio investments. During the year ended December 31, 2024, the Company's level 1 portfolio investments increased as a result of net unrealized gains on level 1 portfolio investments of \$1,521,337 and by the purchase of new level 1 investments of \$2,703,570 offset slightly by recognizing \$697,400 in net realized losses on level 1 portfolio investments. On average, Fountain anticipates working capital requirements of approximately \$80,000 per month to cover operating expenses on a go-forward basis before considering any one-time costs.

Fountain frequently invests in small market capitalization (or junior) companies. Due to the somewhat limited size of the public float of such companies and/or any substantial decline in the price of the securities thereof, which can persist for a significant period of time, the liquidity of such securities could be impaired from time to time.

In managements' opinion, the Company has sufficient resources to meet its current cash flow requirements. The Company's accounts payable and accrued liabilities all have contractual maturities of less than 30 days and are subject to normal trade terms.

Management is not aware of any trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet the Company's short-term requirements, as well as ongoing operations.

The Company's primary use of cash is to make investments and to pay for operating expenses. The Company believes that it will be able to generate sufficient capital to support the Company's operations in the long-term. Nonetheless, the Company may procure debt or equity financing from time to time to fund its operations.

Management is not aware of any significant commitments or expected fluctuations with respect to its capital resources at the date of its Financial Statements and this MD&A.

CONTINGENCIES AND COMMITMENTS

On September 4, 2017, the Company announced that it was served with a statement of claim by First Global Data Limited ("FGD"). The claim seeks damages of \$20,000,000 against a number of defendants including the Company and its former Chief Executive Officer, alleging breach of contract, conspiracy and various other causes of action (the "FGD Action").

The Company believed the claim against the Company and its former CEO was without merit and frivolous, and was issued in an attempt to delay the outcome of the Company's claims against FGD in existing proceedings commenced by the Company in February 2017 (Ontario Superior Court of Justice Court File No. CV 17 569015, the "Application"). The Company commenced the Application because FGD has refused to honour its contractual obligations to issue certain options and warrants to the Company. As a result of an August 2017 order of the Ontario Superior Court of Justice, the Company's Application was pursued as a counterclaim in the FGD Action (the "Counterclaim").

In June 2023, the FGD Action and Counterclaim was settled and is no longer being pursued.

RELATED PARTY TRANSACTIONS

Related party transactions are disclosed and explained in Note 12 of the Financial Statements, which accompanies this MD&A.

Related party transactions occur during the normal course of Company operations and have been recorded at the exchange amounts established and agreed to by the related parties.

(a) Compensation to key management personnel and directors during the year ended December 31, 2024 and 2023 were as follows:

For the year ended December 31,	2024		2023	
Salaries, consulting fees, and benefits	\$	372,347	\$	291,042
Director fees		63,125		90,000
Stock-based compensation		51,017		91,524
	\$	486,489	\$	472,566

Key consultants and management of the Company are entitled to an annual incentive bonus based on the performance of the Company's investment portfolio. The bonus pool is based on certain performance metrics including the Company's net realized gains, plus interest, dividends, structuring, and consulting fee revenue

over certain hurdle rates, calculated on an annual basis. During the year ended December 31, 2024 and 2023, \$nil amount was accrued relating to the annual incentive plan bonus on the statements of loss and comprehensive loss.

- (b) In order to reduce its administrative costs, the Company terminated the CEO’s initial employment agreement (the “Initial CEO Agreement”) and entered into a new agreement with an effective date of August 1, 2024 (the “New CEO Agreement”). The Initial CEO Agreement contained a clause providing that in the event of termination without cause, the Company is required to pay the CEO the greater of (i) eighteen months of base salary and benefits continuation; and (ii) the minimum entitlements required by the *Ontario Employment Standards Act, 2000* (the “Termination Payment”). As a result of the execution of the New CEO Agreement, the Company owed the CEO a total of \$127,500, calculated as the difference between the original salary and the new reduced salary per annum, pro-rated over the eighteen month period prescribed for within the calculation of the Termination Payment. Pursuant to a debt settlement agreement between the Company and the CEO, the Company issued 2,550,000 SVS as payment for the \$127,500 owed to the CEO for the Termination Payment. At the time of issuing the SVS to the CEO, the Company’s shares were trading at \$0.04 per share, resulting in a gain on debt settlement recognized on the statements of loss and comprehensive loss of \$25,500 (December 31, 2023 - \$nil) during the year ended December 31, 2024.
- (c) During the year ended December 31, 2024, the Company recorded \$12,000 of rent expense (December 31, 2023 - \$12,000), which is payable to the CEO of the Company for use of shared office space. The amount is included within general and administrative expense on the consolidated statements of loss and comprehensive loss. As at December 31, 2024 a balance of \$1,000 (December 31, 2023 - \$nil) remains in accounts payables and accrued liabilities for rent expense owed to the CEO of the Company.
- (d) From time to time, the Company makes investments into companies for which an officer or a director of Fountain is also an officer or director of the investee company. The table below identifies the related party investees, the name of the related officer or director of the Company, and the position they held with the investee Company as at December 31, 2024.

Investment	Ownership	Officer/Director Name	Position Held
Simply Better Brands Corp.	<10%	Michael Galloro	Director

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, disclosure of contingent liabilities, and the reported amount of revenues and expenses during the reporting period. Financial statement items subject to significant management judgment and estimates include:

- Determination of investment entity status – Management exercises judgment in applying criteria in IFRS 10.
- Valuation of deferred income tax assets – The valuation of deferred income tax assets requires judgment on their recoverability. Such judgments are made based on management’s estimate on the timing and amount of the Company’s future taxable earnings.
- Valuation of securities not quoted in active markets - The valuation of not quoted securities requires the use of valuation methods and techniques generally recognized as standard within the industry. Information about assumptions and estimation uncertainties involved in the fair value are disclosed in Note 8 of the Financial Statements.

While management believes that the estimates and assumption are reasonable, actual results may differ materially from those estimates.

MATERIAL ACCOUNTING POLICIES

Refer to Note 3 of the notes to the Financial Statements for details of the Company's material accounting policies.

CHANGES IN ACCOUNTING POLICIES

Refer to Note 3(o) of the notes to the Financial Statements for details regarding recent accounting pronouncements adopted by the Company during the year ended December 31, 2024. Refer to Note 3(9) of the notes to the Financial Statements for details regarding future accounting pronouncements.

OFF-BALANCE SHEET ARRANGEMENTS

As at December 31, 2024, 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.

MANAGEMENT OF FINANCIAL RISK AND SENSITIVITY ANALYSIS

The primary goals of the Company's risk management programs are to ensure that the outcomes of activities involving elements of risk are consistent with the Company's objectives and risk tolerance. The Company's investment strategy requires a level of risk in exchange for an above average return on investment. The Company plans to maintain an appropriate risk and reward balance while protecting the Company's financial operations from events that have the potential to materially impair its financial strength. Balancing risk and reward is achieved through aligning risk tolerance with the Company's business strategy, diversifying risk, pricing appropriately for risk, mitigating risk through preventative controls and transferring risk to third parties.

The success of the Company is dependent upon its ability to assess and manage all forms of risk that affect its operations. The Company is exposed to many factors that could adversely affect its business, financial conditions or operating results. Developing policies and procedures to identify risk and the implementation of appropriate risk management policies and procedures is the responsibility of senior management and the Board of Directors. The Board directly, or through its committees, reviews and approves these policies and procedures, and monitors their compliance with them through ongoing reporting requirements.

The investment operations of the Company's business involve the purchase and sale of securities and, accordingly, the majority of the Company's assets are currently comprised of financial instruments. The use of financial instruments can expose the Company to several risks, including liquidity, market, interest, credit and currency risks. A discussion of the Company's use of financial instruments and their associated risks is provided below. There has been no change to the Company's risk management policies or processes during the year ended December 31, 2024.

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 markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company, or if the value of the Company's investments decline, resulting in losses upon disposition. The Company generates cash flow primarily from its operational activities and the proceeds from the disposition of its investments, in addition to interest and dividend income earned on its investments. The Company has sufficient investments which are freely tradable and relatively liquid to fund its obligations as they become due under normal operating conditions.

As at December 31, 2024, the Company's financial liabilities are comprised of accounts payable and accrued liabilities. The carrying amount of these financial liabilities approximate their respective fair values due to their short-term maturities. All of the Company's liabilities are due within the next twelve months.

The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet the Company's short term requirements, as well as ongoing operations, and will be able to generate sufficient

capital to support the Company's operations in the long term. However, the Company may procure debt or equity financing from time to time to fund its operations.

Market Risk

The Company is exposed to certain market risk that the value of the Company's financial assets will significantly fluctuate due to changes in market prices. The value of the financial assets can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Company is exposed to market risk in trading its investments, and unfavorable market conditions could result in dispositions of investments at less than favorable prices. Additionally, the Company is required to mark to market its fair value through profit and loss ("FVTPL") investments at the end of each reporting period. This process could result in significant write downs of the Company's investments over one or more reporting periods, particularly during periods of overall market instability, which would have a significant unfavourable effect on the Company's financial position. The Company manages market risk by having a portfolio which is not singularly exposed to any one issuer or class of issuers. The Company monitors changes in the market on an ongoing basis and adjusts its lending and investing practices and policies when necessary to reduce the impact of the above risks.

The Company's investments include publicly listed entities that are listed on a Canadian and United States stock exchange. Changes in the fair value of investments designated as FVTPL are reported in the statement of loss and comprehensive loss.

The following table shows the estimated sensitivity on the statement of loss and comprehensive loss for the year ended December 31, 2024 from a change in closing price of the Company's publicly listed investments, not including share purchase warrants and options, of \$3,321,923 with all other variables held constant as at December 31, 2024:

Percentage of change in closing prices	Change in comprehensive loss from % increase in closing price	Change in comprehensive loss from % decrease in closing price
5%	166,096	(166,096)
10%	332,192	(332,192)

The following table shows the estimated sensitivity on the statement of loss and comprehensive loss for the year ended December 31, 2023 from a change in closing price of the Company's publicly listed investments, not including share purchase warrants and options, of \$2,675,400 with all other variables held constant as at December 31, 2023:

Percentage of change in closing prices	Change in comprehensive loss from % increase in closing price	Change in comprehensive loss from % decrease in closing price
5%	133,770	(133,770)
10%	267,540	(267,540)

Interest rate risk

The observable impacts on the fair values and future cash flows of financial instruments that can be directly attributable to interest rate risk include changes in net loss from financial instruments whose cash flows are determined with reference to floating interest rates and changes in value of financial instruments whose cash flows are fixed in nature.

Should market interest rates rise, then the fair value of the Company's convertible debentures and term debt investments may decrease. Conversely, should market interest rates fall, the fair value of these assets may increase. The effect of changes in interest rates on the fair value of these debt instruments is partially muted by the nature of the investments. Convertible debentures placed in early-stage investees are typically less sensitive to changes in market interest rates than non convertible debt instruments placed in more mature investees. Additionally, the economic exposure to interest rate risk is mitigated by the Company's intention to either convert the debentures into the related underlying equities or, in the case of nonconvertible debentures, to hold the instrument until maturity.

As at December 31, 2024, if interest rates were higher by 1% per annum, the potential effect to the Company would be an increase in net loss of approximately \$580 (December 31, 2023 – \$1,080).

Credit Risk

Concentration of credit risk may arise from exposures to a single debtor or to a group of debtors having similar characteristics such that their ability to meet their current obligations is expected to be affected similarly by changes in economic or other conditions. Senior management is committed to several processes to ensure that this risk is appropriately mitigated. These include:

- obtaining collateral guarantees;
- the investigation of the creditworthiness of all borrowers;
- the engagement of qualified independent consultants such as lawyers and real estate appraisers, to whom management may reach for professional advice;
- the segregation of duties to ensure that qualified staff are satisfied with all due diligence requirements prior to funding; and
- the prompt initiation of recovery procedures on overdue loans.

As at December 31, 2024, \$nil accounts receivables were past due (December 31, 2023 - \$nil).

As at	December 31, 2024	December 31, 2023
Amounts receivable	\$ -	\$ -
Loans and convertible debentures	58,029	94,426
Total Credit Exposure	\$ 58,029	\$ 94,426

Currency Risk

Foreign exchange risk exposures arise from transactions and balances denominated in foreign currencies. The Company's foreign currency risk arises primarily with respect to the United States dollar. Fluctuations in the exchange rates between the United States dollar and the Canadian dollar could have a material effect on the Company's business, financial condition, and results of operations. The Company does not engage in any hedging activity to mitigate this risk.

The Company has cash and cash equivalents, certain receivables, convertible debentures and investments in companies denominated in a foreign currency. For the year ended December 31, 2024 management estimates that if the United States dollar and Great British Pound had strengthened or weakened by 10% against the Canadian dollar, assuming all other variables remained constant, net loss for the period would have increased or decreased by approximately \$128,699 (December 31, 2023 \$290,517).

Concentration Risk

As at December 31, 2024, the Company has one investment (December 31, 2023 – two investments) which comprises 43.3% (December 31, 2023 – 10% each) of the total balance of investments – FVTPL on the statement of financial position.

OUTSTANDING SHARE DATA

A summary of the Company's outstanding stock options at December 31, 2024 is presented below (each of which entitles the holder to acquire one SVS):

Grant date	Options outstanding	Options exercisable	Exercise price (\$)	Weighted average remaining life (years)
July 16, 2020	950,000	950,000	0.145	0.54
June 3, 2021	850,000	850,000	0.265	1.42
December 19, 2022	1,900,000	1,900,000	0.12	2.97
December 5, 2024	1,950,000	650,000	0.05	4.93
	5,650,000	4,350,000	0.12	3.00

As at the date of this MD&A, the number of MVS and SVS of the Company issued and outstanding and issuable pursuant to other outstanding securities of the Company are as follows:

	Number of securities outstanding
Common shares	
Multiple voting shares outstanding	87,760
Subordinate voting shares outstanding	64,326,702
Issuable under the exercise of stock options	4,350,000
	68,764,462

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the Chief Financial Officer, internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. There has been no change in internal control procedures during the year ended December 31, 2024 that would materially affect, or reasonably likely to materially affect, the internal control over financial reporting.

Limitations of Controls and Procedures

The Chief Executive Officer and Chief Financial Officer believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

RISK FACTORS

Risks related to the U.S. cannabis regulatory environment

In the United States, the cultivation, manufacturing, importation, distribution, use and possession of cannabis is illegal under U.S. federal law. However, medical and adult-use cannabis has been legalized and regulated by individual states. Nonetheless, state and other federal laws and regulations may limit the cultivation, production, and sale of certain hemp products. On December 20, 2018, President Trump signed into law the Agricultural Improvement Act of 2018 (the "2018 Farm Bill"), which changed hemp's legal status by removing hemp and extracts of hemp from the Controlled Substances Act of 1970 (the "CSA") schedules. Accordingly, the production, sale, and possession of hemp or extracts of hemp no longer violate the CSA. Under the 2018 Farm Bill, hemp is defined as the plant *Cannabis sativa* L. and any part of that plant, including the seeds thereof and all derivatives, extracts, cannabinoids, isomers, acids, salts, and salts of isomers, whether growing or not, with a delta-9 tetrahydrocannabinol concentration of not more than 0.3% on a dry weight basis ("Hemp"). The 2018 Farm Bill allows hemp cultivation under state plans approved by the U.S. Department of Agriculture ("USDA") or under USDA regulations in states that have legalized hemp but not implemented their own regulations.

Additionally, there are a number of marijuana reform bills that have been introduced in the U.S. Congress that would amend federal law regarding the legal status and permissibility of medical and adult-use cannabis, including Strengthening the Tenth Amendment Through Entrusting States Act ("STATES Act"), the Marijuana Opportunity Reinvestment and Expungement Act (the "MORE Act"), the Substance Regulation and Safety Act (the "SRSA") the States Reform Act of 2023, and the Strengthening the Tenth Amendment Through Entrusting State ("STATES 2.0 Act").

Certain states in the U.S. have enacted legislation to regulate the sale and use of medical marijuana without limits on tetrahydrocannabinol ("THC"), while other states have regulated the sale and use of medical marijuana with strict limits on the levels of THC. Other U.S. states had also legalized cannabis for adult use. Notwithstanding the permissive regulatory environment of medical or adult-use marijuana at the state level, marijuana continues to be categorized as a Schedule I controlled substance under the Controlled Substances Act of 1970 (the "CSA"). Accordingly, the use, possession, or distribution of cannabis violates U.S. federal law. As a result, cannabis businesses in the United States are subject to inconsistent state and federal legislation, regulation and enforcement, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the control of investees and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce an investee's earnings and could make future capital investments or its operations uneconomic. The U.S. cannabis industry is also subject to numerous legal challenges, which may significantly affect the financial condition of market participants and which cannot be reliably predicted.

Marijuana-related practices or activities, including without limitation, the cultivation, manufacture, importation, possession, use or distribution, are illegal under U.S. federal law. Strict compliance with state laws with respect to marijuana will not absolve the investees of liability under U.S. federal law, nor will it provide a defense to any federal proceeding which may be brought against them. Any such proceedings brought against the investees may adversely affect the Company's financial performance. Violations of any U.S. federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the U.S. federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture.

Due to the conflicting views between state legislatures and the federal government of the U.S. regarding marijuana, investments in marijuana businesses in the U.S. are subject to inconsistent legislation, regulation, and enforcement. Unless and until the U.S. Congress amends the CSA with respect to marijuana or the Drug Enforcement Agency reschedules or de-schedules cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a risk that federal authorities may enforce current federal law, which may adversely affect certain current and future investments of the Company in the U.S. As a result of the tension between state and federal law, there are a number of risks associated with the Company's current and future U.S cannabis exposed investments.

Government policy changes or public opinion may also result in a significant influence over the regulation of the cannabis industry in Canada, the United States or elsewhere. A negative shift in the public's perception of medical cannabis in the United States or any other applicable jurisdiction could affect future legislation or regulation. Among other things, such a shift could cause state jurisdictions to abandon initiatives or proposals to legalize medical cannabis.

There can be no assurance that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions. In addition, Most U.S. states that permit marijuana for adult-use or medical use provide local municipalities with the authority to prevent the establishment of medical or adult use marijuana businesses in their jurisdictions. If local municipalities where investees have established facilities decide to prohibit marijuana businesses from operating, such investees could be forced to relocate operations at great cost to them, and such investees may have to cease operations in such state entirely if alternative facilities cannot be secured

Further, violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect on the Investees and therefore the Company.

Regulatory changes and compliance

The activities of the investees are in many cases subject to regulation by governmental authorities. The Company cannot predict the time required for certain of its investees to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on these investees' business and results of operations, which may negatively affect the performance of the Company's investment portfolio.

Certain investees' operations may be subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of marijuana, including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. The Company cannot predict the nature of any future laws, regulations, interpretations, policies or applications, nor can it determine what effect additional governmental regulations or administrative interpretations or procedures, when and if promulgated, could have on the investees' operations. Changes to such laws, regulations and guidelines due to matters beyond the control of the investees may cause adverse effects to the Company's operations.

Exchange rate fluctuations

A significant portion of the Company's portfolio is invested in foreign currencies, including U.S. dollars and British pounds. Changes in the value of the foreign currencies in which the Company investments are denominated could have a negative impact on the ultimate return on the Company's investments and overall financial performance.

Ability to access public and private capital

The Company has historically, and continues to have, access to both public and private capital in Canada -in order to support its continuing operations. However, there can be no assurance that additional financing will be available to the Company if, or when, needed or on terms which are favourable.

Dependence on key personnel

The Company is dependent upon the personal efforts, performance and commitment of its senior officers and directors, who are responsible for the development of the Company's business. Investors will be relying upon the business judgment, expertise and integrity of the Company's senior officers and directors. To the extent that the services of any of the senior officers or directors would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company. The

Company's future success will also depend in large part upon its ability to attract and retain highly skilled personnel. There can be no assurance that the Company will be successful in attracting and retaining such personnel.

Possible volatility of stock price

The market price of the SVS could be subject to wide fluctuations in response to factors such as actual or anticipated variations in the Company's results of operations, changes in financial estimates by securities analysts, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations may adversely affect the market price of the SVS.

Competition

The Company operates in an increasingly competitive environment. Both large and small competitors compete with the Company. Some of these competitors may have longer operating histories, greater name recognition and greater financial and marketing resources than the Company. The Company believes that its ability to compete effectively is dependent upon the quality of its product and client service. There can be no assurance that the Company will be able to compete effectively and retain its existing clients or attract and retain new clients. The Company's current and potential competitors may develop and market new products or services that render the Company's existing and future products and services less marketable or competitive.

Maintenance of client relationships

The ability of the Company to attract and maintain clients requires that it provide a competitive offering of products and services that meet the needs and expectations of its clients. The Company's ability to satisfy the needs or demands of its clients may be adversely affected by factors such as the inability or failure to identify changing client needs or expectations or the inability to adapt in a timely and cost-effective manner to innovative products and services offered by competitors.

Strategic relationships

The Company anticipates that, from time to time, it will enter into strategic relationships to syndicate certain bridge loans or similar assets where appropriate, as part of its strategy to diversify and manage risks associated with its fixed income portfolio. Syndication will afford the Company the opportunity to participate in much larger transactions. There can be no assurance that the Company will be able to enter into such relationships in the future, and its inability to do so may adversely affect its ability to continue to service its existing and prospective clients.

ADDITIONAL INFORMATION

Additional information relating to the Fountain may be found on the Company's website at www.fountainassetcorp.com and the Company's profile on SEDAR+ at www.sedarplus.ca.