

FORWARD WATER TECHNOLOGIES CORP.

Management's Discussion and Analysis

For the nine months ended September 30, 2024 and 2023

The date of this management's discussion and analysis ("MD&A") is November 28, 2024.

The following MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements of Forward Water Technologies Corp ("FWTC" or the "Company") for the nine months ended September 30, 2024 and 2023, prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Forward-Looking Statements and Future-Oriented Financial Information

This MD&A contains forward-looking information and forward-looking statements, within the meaning of applicable Canadian securities legislation, which reflect management's expectations regarding the Company's future growth, results from operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects, future business plans and opportunities. Wherever possible, words such as "predicts", "projects", "targets", "plans", "expects", "does not expect", "budgets", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", "believes", "intends" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative or grammatical variation thereof or other variations thereof, or comparable terminology have been used to identify forward-looking statements.

Forward-looking statements are not a guarantee of future performance and are based upon a number of estimates and assumptions of management, in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances. Forward-looking statements in this MD&A include, without limitation, statements with respect to:

- the ability of the Company to continue as a going-concern;
- the Company's need for, and ability to obtain, additional financing;
- the continued use of the Company's services;
- the sources of the Company's revenue;
- the incurrence of legal fees in relation to defending any civil proceedings involving the Company;
- the effect of a change of control on the Company's material contracts;
- the Company's dependence on key personnel;
- the Company's ability to achieve or maintain profitability;
- the possibility of clients terminating contracts with the Company and the impact thereof;
- the ongoing costs and obligations of the Company;
- the Company's ability and intention to develop intellectual property and the Company's dependence on suppliers and skilled labour;
- growth-related risks such as capacity constraints and pressure on internal systems and controls;
- and
- the likelihood of reputational harm to the Company and the impact thereof.

Important factors that could cause actual results to differ materially from the Company's expectations include, without limitation:

- clients do not sign contracts due to the fact that they choose alternative technologies;
- the potential for adverse or positive tax judgments in the jurisdictions in which the Company

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- operates or changes to applicable tax rules in such jurisdictions;
- market conditions;
- the potential for adverse or positive judgments with respect to any civil proceedings involving the Company;
- the departure of key personnel or other employees of the Company;
- changes in technology, customer preferences, or supply chains;
- changes in accounting policies or procedures applicable to the Company's assets;
- and other risk factors set forth in this MD&A.

While we consider the assumptions used in making these forward looking statements to be reasonable, the assumptions are inherently subject to significant business, social, privacy, economic, political, regulatory, competitive and other risks, uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking statements. Many assumptions are based on factors and events that are not within our control and there is no assurance they will prove to be correct.

Furthermore, such forward-looking statements involve a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Company to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking statements.

Although we have attempted to identify important factors that could cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events, conditions, results, or performance achievements to differ from those anticipated, estimated or intended.

Readers are cautioned that the list of assumptions and risks, uncertainties and other factors contained herein are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking information contained herein. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking statements.

Forward-looking statements contained herein are made as of the date of this MD&A and we disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws. The MD&A is a narrative explanation, through the eyes of management, of how FWTC and its operating subsidiary performed during the period covered by the financial statements discussed herein, and of FWTC's financial condition and future prospects. The MD&A complements and supplements FWTC's financial statements but does not form part of FWTC's financial statements.

Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars (CAD). Due to rounding, certain totals, subtotals and percentages may not reconcile.

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Major Highlights for the Quarter ended September 30, 2024

- On July 22, FWTC announced that it had revised the terms of the business combination (the "Transaction") with Fraser Mackenzie Accelerator Corp. ("FMAC") and the concurrent financing and entered into a definitive agreement dated July 22, 2024 with respect to the Transaction (the "Definitive Agreement"). The Transaction is intended to be FMAC qualifying transaction for purposes of TSX Venture Exchange ("TSXV") policies.
- On August 21, 2024, FWTC announced that it had closed an issuance of \$200,000 principal amount of unsecured convertible debentures. The debentures bear interest at a rate of 10% per annum and the principal amount is automatically converted into units ("Units") at a conversion price of \$0.1126 (assuming completion of the 10 for 1 consolidation of FWTC common shares (the "Consolidation")) on completion of the Transaction. Each Unit is comprised of one common share of FWTC and one common share purchase warrant ("Warrant") entitling the holder to purchase one common share of FWTC (a "Warrant Share") at a post-Consolidation exercise price of \$0.1579 at any time prior to August 19, 2027. All interest will be paid in cash only.

In connection with the financing, a finder was paid an 8% finders fee and was issued 142,096 finder warrants that entitle the finder to acquire one common share of FWTC and one half of one Warrant (with the same terms as the Warrants described above) at a price of \$0.1126 at any time on or before August 19, 2026.

- On September 11, 2024, FMAC closed the first tranche of its previously announced private placement of subscription receipts (the "Subscription Receipts"), consisting of the issuance of an aggregate of 12,292,923 Subscription Receipts at a price of \$0.107 per Subscription Receipt (the "Issue Price") for aggregate gross proceeds of \$1,315,342.76 and on September 26, 2024 FMAC closed the second tranche of the private placement of Subscription Receipts by issuing an additional 3,594,927 Subscription Receipts for aggregate gross proceeds of \$384,657.19 (the two closings are referred to herein as the "Offering"). The Offering was completed in connection with the Transaction.
- On September 25, 2024, FWTC announced that the Consolidation of the outstanding common shares on the basis of one post-Consolidation common share for every ten pre-Consolidation common shares which became effective at the opening of trading on September 27, 2024.
- On September 30, 2024, FWTC announced the successful closing of the Transaction with FMAC and that the combined company will continue to conduct the business operated by FWTC. Pursuant to the Transaction a wholly-owned subsidiary of FWTC amalgamated with FMAC and all of the issued and outstanding common shares of FMAC ("FMAC Shares") were exchanged for post-Consolidation FWTC Shares at an exchange ratio of 0.95 FWTC Shares for each FMAC Share (the "Exchange Ratio"). In addition, each outstanding option and warrant to purchase an FMAC Share was adjusted to entitle the holders thereof to purchase FWTC Shares based on the Exchange Ratio.

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Reverse takeover transaction

On September 30, 2024, FMAC completed the Transaction, pursuant to which FWTC acquired all of the issued and outstanding securities of FMAC in exchange for securities of FWTC by way of an amalgamation between FMAC and 1000925180 Ontario Limited (a wholly-owned subsidiary of FWTC incorporated for the sole purpose to facilitate the Transaction). Upon completion of the amalgamation, the amalgamated corporation became a wholly owned subsidiary of FWTC. The Transaction constituted the qualifying transaction of FMAC under the policies of the TSX Venture Exchange.

Prior to the amalgamation, FWTC completed the Consolidation on the basis of one post-Consolidation FWTC Share for every ten pre-Consolidation FWTC Shares. Pursuant to the Transaction, all issued and outstanding FMAC Shares were exchanged for common shares of FWTC at an exchange ratio of 0.95 FWTC Shares for every one (1) FMAC Share on a post-Consolidation basis (the "Exchange Ratio") with a total of 19,542,450 post-Consolidation common shares of FWTC being issued based on the 20,571,000 FMAC Shares that were issued and outstanding. Each outstanding option and warrant to purchase an FMAC Share was exchanged for comparable FWTC options or FWTC warrants based on the Exchange Ratio with each such FWTC option or FWTC warrant entitling the holder to purchase common shares of FMAC at the applicable exercise prices, with the appropriate adjustments for the Exchange Ratio.

Immediately following the closing of the Transaction, there were 31,336,560 common shares of FWTC outstanding (excluding shares issued in connection with the concurrent financing or conversion of debt of FWTC), of which 19,542,450 were held by the former shareholders of FMAC (representing approximately 62.36% of the outstanding shares of FWTC) and 11,794,110 were held by the shareholders of FWTC. As the former shareholders of FMAC control FWTC following the Transaction, the Transaction was accounted for as a reverse acquisition where FMAC is deemed to be the acquirer for accounting purposes. As a result, ***the condensed consolidated interim financial statements for the nine months ended September 30, 2024 represent the continuance of FMAC and reflect the identifiable assets acquired and liabilities assumed of FWTC at fair value.*** The results of operations of FWTC have not been included in the consolidated statements of loss as the Transaction occurred on September 30, 2024. If the Transaction had occurred on January 1, 2024, management estimates that the consolidated revenue and net loss would have been \$157,119 and \$1,839,835 respectively for the nine months ended September 30, 2024.

Major Highlights Subsequent to September 30, 2024

- On November 4, 2024, the Company announced that it had arranged a shares for debt transaction to settle an aggregate of \$9,453 in interest accrued up to October 31, 2024 on \$300,000 of indebtedness with GreenCentre Canada (the "Indebtedness").
- The shares for debt settlement is pending final approval from the TSXV which is expected to be followed by the Company issuing 115,285 common shares at a deemed price of \$0.082 per share to GreenCentre Canada. The terms of the Indebtedness permits the issuance of common shares to settle interest owing by the Company at a deemed issue price per share equal to the five day

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average closing price for the five days preceding the issuance of the shares and subject to TSXV approval.

Overview

Incorporation:

FWTC was incorporated under the laws of the Province of Ontario on December 1, 2016 and its operating subsidiary is Forward Water Technologies Inc ("FWTI"). FWTI is a corporation incorporated pursuant to the laws of the Province of Ontario on October 11, 2012 dedicated to the commercialization of its proprietary forward osmosis ("FO") technology.

FMAC was incorporated under the laws of the Province of Ontario on February 9, 2022.

Technology, sectors, and revenue models:

The Company's FO technology allows businesses to clean their wastewater that would otherwise require costly disposal. The technology also enables the reclamation of up to 90% of the waste as clean water and the return of this valuable resource to the environment. Alternatively, the clean water can be reused by manufacturing operations to reduce a customer's overall water consumption and environmental footprint.

FWTC extracts clean water through a membrane utilizing a FO method. Without using applied pressure, applied energy, or forced filtration FWTC's FO process rejects virtually all impurities and separates only the clean water from the waste stream. The Company has now completed full commercial design of modular transportable containerized equipment and is prepared to deliver this equipment to end users.

FWTC is targeting three sectors:

- a) Industrial wastewater: to divert hazardous waste disposal currently transported and injected into wells or incinerated.
- b) Brine Management: the concentration of brines where the dissolved materials in the brine or the concentrated brines themselves have value. For example, the concentration of brines containing valuable minerals such as lithium become easier to process leading to a lower cost of recovery.
- c) Food and beverage: to manufacture product concentrates, water is removed through the passive filtering process which is vastly superior to thermal concentrates that erode the flavor and aroma components due to excessive heating. Target products are in fruit juices, alcoholic beverages such as beer and wines, coffee and teas, herbal extracts, and nut milks.

FWTC has developed three revenue models:

- a) Build Own Operate: FWTC constructs a facility for on-site operation and operates the equipment as a service. Customer pays a fee for each cubic meter of wastewater treated.
- b) Build Operate Transfer: FWTC constructs a facility for on-site operation and operates the equipment as a service. Over time, and pursuant to service contracts and purchase agreements, operations are taken over by the customer. Service and maintenance contracts will continue post-

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transfer.

- c) Licensing: Addressing foreign markets FWTC intends to license the technology with well-established equipment providers and operators. It is anticipated that this will generate transfer fees and on-going royalties.

As noted above, as a result of the completion of the Transaction and in accordance with applicable securities laws, ***the condensed consolidated interim financial statements for the nine months ended September 30, 2024 represent the continuance of FMAC and reflect the identifiable assets acquired and liabilities assumed of FWTC at fair value.*** The results of operations of FWTC have not been included in the consolidated statements of loss as the Transaction occurred on September 30, 2024. If the Transaction had occurred on January 1, 2024, management estimates that the consolidated revenue and net loss would have been \$157,119 and \$1,702,979 respectively for the nine months ended September 30, 2024. Due to the foregoing the below discussion of the quarter ended September 30, 2024 largely relates to the results of FMAC as disclosed in the financial statements for the period ended.

Selected Annual Information

	Fiscal Year Ended	
	2022 *	2023
	\$	\$
Net loss and comprehensive loss	66,194	124,389
Loss per share (basic and diluted)	(0.013)	(0.007)
Total assets	247,929	1,510,214
Total non-current liabilities	71,661	-
Cash dividends declared	-	-

* Incorporation date of FMAC was February 9, 2022

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Results of Operations

	For the three months ended September 30,		For the nine months ended September 30,	
	2024	2023	2024	2023
Expenses:				
General and administrative	\$ 176,217	\$ 5,652	\$ 199,236	\$ 134,346
Listing expenses	14,560	53	28,502	11,076
	190,777	5,705	227,738	145,422
	(190,777)	(5,705)	(227,738)	(145,422)
Other expense (income):				
Finance income	(17,072)	(15,052)	(46,663)	(15,564)
Gain on debt settlement	(9,393)	-	(9,393)	-
	(26,465)	(15,052)	(56,056)	(15,564)
Net gain/(loss) and comprehensive gain/(loss)	\$ (164,312)	\$ 9,347	\$ (171,682)	\$ (129,858)
Earnings/(loss) and comprehensive income/(loss) per share*				
Basic	(0.008)	0.001	(0.009)	(0.011)
Diluted	(0.008)	0.001	(0.009)	(0.010)
Weighted average number of shares outstanding				
Basic	19,542,450	14,792,450	19,542,450	11,974,917
Diluted	19,542,450	16,157,695	19,542,450	13,080,116

*Reflect the retrospective application of the 0.95:1 exchange ratio

Expenses:

General and administrative – general and administrative expenses for the three months ended September 30, 2024 were \$176,217, a \$170,565 increase over the same period in 2023. General and administrative expenses for the nine months ended September 30, 2024 were \$199,236, an increase of \$64,890 over the same period in 2023. For both the three months and nine months ended September 30, 2024, the increase is primarily related to expenses incurred in evaluating opportunities for a qualifying transaction concluded on September 30, 2024 and regulatory and professional fees related to being a publicly listed company.

Listing expenses – listing expenses for the three months ended September 30, 2024 were \$14,560, an increase of \$14,507 compared to the same period in 2023. Listing expenses for the nine months ended September 30, 2024 were \$28,502, an increase of \$17,426 compared to the same period in 2023. For both the three and nine months periods this is a result of additional expenses preparing the business for the qualifying transaction.

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Other Expense (Income):

Finance Income - finance income represents interest earned on GICs. Finance income for the three months ended September 30, 2024 was \$17,072 compared to \$15,052 for the same period in 2023. Finance income for the nine months ended September 30, 2024 was \$46,663 compared to \$15,564 for the same period in 2023.

Gain on Debt Settlement – gain on debt settlement for the three months ended September 30, 2024 was \$9,393 compared to \$nil in the same period in 2023. Gain on debt settlement of the nine months ended September 30, 2024 was \$9,393 compared to \$nil for the same period in 2023.

Net Loss and Earnings per Share:

The net gain/(loss) and comprehensive gain/(loss) for the three months ended September 30, 2024 was a loss of \$164,312 compared to a gain of \$9,347 for the same period in 2023. On a per share basis, this translated into a net loss per basic and diluted share of \$0.009 for the three months ended September 30, 2024, compared to a gain per basic and diluted share of \$0.001 for the same period in the prior year.

The net gain/loss and comprehensive gain/loss for the nine months ended September 30, 2024 was a loss of \$171,682 compared to a loss of \$121,858 for the same period in 2023. On a per share basis, this translated into a net loss per basic and diluted share of \$0.009 for the nine months ended September 30, 2024, compared to a loss per basic share of \$0.011 and a loss per diluted share of \$0.010 for the same period in the prior year.

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Total Assets and Liabilities:

	September 30, 2024	December 31, 2023
Assets		
Total current assets	\$ 2,975,547	\$ 1,510,214
Property and equipment	1,456,825	-
Intangible assets	1,761,657	-
	<u>\$ 6,194,029</u>	<u>\$ 1,510,214</u>
Liabilities and Shareholder's Equity (deficiency)		
Current liabilities:		
Accounts payables and accrued liabilities	\$ 1,313,204	\$ 24,594
Current portion of bank loan payable	11,222	-
Deferred capital contributions	9,412	-
Loans payable	100,000	-
Current portion of license liability	102,080	-
	<u>\$ 1,535,918</u>	<u>\$ 24,594</u>
Bank loan payable	31,297	-
Loans payable	242,507	-
License liability	241,805	-
	<u>\$ 2,051,527</u>	<u>\$ 24,594</u>
Shareholders' Equity (Deficiency):		
Share capital	\$ 3,634,122	\$ 1,488,456
Warrants	562,484	-
Contributed surplus	308,161	187,747
Deficit	(362,265)	(190,583)
	<u>\$ 4,142,502</u>	<u>\$ 1,485,620</u>
	<u>\$ 6,194,029</u>	<u>\$ 1,510,214</u>

Total assets were \$6,194,029 as of September 30, 2024, an increase of \$4,683,815 over the period ended December 31, 2023 primarily as a result of the Transaction.

Current liabilities as of September 30, 2024 were \$1,535,918, an increase of \$1,511,324 over the period ended December 31, 2023 primarily as a result of the Transaction.

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Statement of Cash Flows:

	Nine months ended September	
	2024	30, 2023
Cash provided by (used in):		
Operating activities:		
Net loss	\$ (171,682)	\$ (129,858)
Items not involving cash	(9,393)	100,353
Changes in non-cash operating working capital	24,782	46,252
Net cash used in operating activities	\$ (156,293)	\$ 16,747
Financing activity:		
Issuance of capital stock	-	1,557,100
Proceeds on issue of subscription receipts	1,700,000	-
Issuance costs	(172,605)	(247,329)
Net cash from financing activity	\$ 1,527,395	\$ 1,309,771
Investing activity:		
Cash obtained from reverse takeover transaction	3,299	-
Net cash used in investing activity	\$ 3,299	\$ -
Increase in cash	1,374,401	1,326,518
Cash, beginning of period	1,507,897	165,671
Cash, end of period	\$ 2,882,298	\$ 1,492,189

Net cash outflows from operating activities:

For the nine months ended September 30, 2024, net cash flows used in operating activities were \$156,293, an increase of cash used of \$173,040 compared to the nine months ended September 30, 2023. The increase in outflows was primarily due to higher net loss as described above, non-cash items in the prior period that did not repeat in September 30, 2024 (share based compensation), partially offset by lower cash provided by working capital in 2024 relative to 2023 (primarily deferred finance costs in the prior period that did not repeat, offset by the use of cash for accounts payable).

Net cash from financing activity:

For the nine months ended September 30, 2024, net cash provided from financing activity was \$1,527,395, compared to \$1,309,771 in the prior period, an increase of \$217,624 or 17%. Both periods reflect financing

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activities, with the prior period activity related to the initial public offering of FMAC and the current period related to the Concurrent Financing for the Transaction.

Net cash flows from investing activities:

Net cash provided from investing activities for the nine months ended September 30, 2024 was \$3,299, an increase in cash provided to the business of \$3,299 compared to the nine months ended September 30, 2023 as a result of cash on the balance sheet of FWTC acquired in the Transaction.

Quarterly Results:

The following is a summary of the Company's financial results for the last seven quarters for which financial statements have been prepared:

	Sep 24	Jun 24	Three Months Ended				Jun 23	Mar 23
			Mar 24	Dec 23	Sep 23	Mar 23		
		\$	\$	\$	\$	\$	\$	
Net and comprehensive loss/(gain)	(164,312)	(9,792)	2,422	5,468	9,347	(32,055)	(107,150)	
Basic loss per share	(0.01)	(0.00)	0.00	0.00	0.00	(0.00)	(0.00)	
Total Assets	2,975,547	1,493,972	1,505,223	1,510,214	1,492,189	1,481,304	1,518,875	

Significant Projects:

In December 2021, FWTC began the building of a mobile demonstration unit which can be placed on a customer's site to allow for a longer term (3-4 month) performance of the FO technology at industrial throughput that is not achievable in a laboratory setting. The unit was substantially completed in November, 2023 and was completed on November 4, 2024.

Breakdown of Material Expense:

General and administrative

	For the three months ended		For the nine months ended	
	2024	September 30, 2023	2024	September 30, 2023
Expenses:				
General and administrative	\$ 176,217	\$ 5,652	\$ 199,236	\$ 134,346
Office, administration and other	6,795	1,175	12,194	14,369
Consulting, contracts and professional fees	169,422	4,477	187,042	19,624
Stock based compensation	-	-	-	100,353

General and Administrative expenses for the three months ended September 30, 2024 were \$176,217, an increase of \$170,565 over the same period in 2023 primarily due to professional fees related to the Transaction.

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General and Administrative expenses for the nine months ended September 30, 2024 were \$199,236, an increase of \$64,890 over the same period in 2023 primarily due to professional fees related to the Transaction partially offset by no stock based compensation in the current period.

Research and development

No research and development expenses were incurred during the period.

Property and equipment

	Equipment	Construction in progress	Total
Cost			
January 1, 2024	\$ -	\$ -	\$ -
Acquisitions through business combination	9,411	1,447,414	1,456,825
September 30, 2024	9,411	1,447,414	1,456,825
Accumulated depreciation			
January 1, 2024	-	-	-
Depreciation	-	-	-
September 30, 2024	-	-	-
Net book value			
September 30, 2024	\$ 9,411	\$ 1,447,414	\$ 1,456,825

Construction in progress consists of the spend for the mobile commercial demonstration unit that had a total cost of \$1.5 million. The unit was substantially completed in November, 2023 with minor work continuing to the time of its completion on November 4, 2024.

Outstanding Share Capital:

As of the date of this MD&A, the Company has outstanding share capital of:

Shares: 49,174,592

Warrants: 12,927,690

Options: 2,118,615

Refer to the Financial Statements for more details on the capital structure.

Off-Balance Sheet Arrangements:

There are no off-balance sheet arrangements.

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Related Party Transactions:

a) Loans payable:

In April 2018, FWTI's original shareholder sold 66% of FWTI to two unrelated parties. As part of the transaction with the unrelated parties, the common shares held by the original shareholder at the time of the transaction were cancelled, 3,400 Class A common shares were issued to the original shareholder, the outstanding loan payable balance was extinguished, and two additional liabilities were established, as follows:

FWTI issued a \$300,000 loan payable to the original shareholder of FWTI payable upon FWTI obtaining one million (\$1,000,000) in gross revenue, with repayments calculated as 5% of gross margin and payable within 30-days of receipt of related revenue. The loan expired on April 27, 2023 and was renewed with a maturity date of April 30, 2024. It was subsequently renewed as part of the Transaction with an expiration date of April 30, 2029. The fair value of the loan payable as of September 30, 2024 is \$242, 507. In addition, the loan has interest thereon at 6% per annum, payable semi-annually on October 31 and April 30 in each year until April 30, 2029.

As at September 30, 2024, the fair value of the loan payable is \$300,000

(b) Key management personnel:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Salaries and benefits	\$ -	\$ -	\$ -	\$ -
Stock-based compensation	-	-	-	100,353
	\$ -	\$ -	\$ -	\$ 100,353

There are no paid key management personnel as at September 30, 2024 as the business was a capital pool company.

Subsequent Events:

On November 4, 2024, the Company announced that it has arranged a shares for debt transaction to settle an aggregate of \$9,453 in interest accrued up to September 30, 2024 on \$300,000 of indebtedness with GreenCentre Canada (the "Indebtedness").

The shares for debt settlement is pending final approval from the TSXV which is expected to be followed by the Company issuing 115,285 common shares at a deemed price of \$0.082 per share to GreenCentre Canada. The terms of the Indebtedness permits the issuance of common shares to settle interest owing by the Company at a deemed issue price per share equal to the five day average closing

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price for the five days preceding the issuance of the shares and subject to TSXV approval.

Going Concern Risk:

This MD&A has been prepared on the basis of accounting principles applicable to a going concern. However, in common with many early-stage enterprises engaged in product commercialization, there is significant doubt about the appropriateness of the use of the going concern assumption because the Company has a history of losses and negative cash flows from operations.

The ability of the Company to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business is dependent upon the continued support from its shareholders, and on its ability to achieve and maintain profitable operations in the future. The Company's ability to establish profitable operations in the future is dependent upon securing additional funding and financing arrangements. On September 11, 2024 and September 26, 2024, FMAC completed closings of a private placement of an aggregate of 15,887,850 Subscription Receipts at a price of \$0.107 per Subscription Receipt for aggregate gross proceeds of \$1,699,999.95. Immediately prior to the closing of the Transaction and for no additional consideration, each Subscription Receipt automatically converted into one unit (the "FMAC Units") with each FMAC Unit consisting of one FMAC Share (which was exchanged for 0.95 of a post-Consolidation common share of FWTC on closing of the Transaction) and one-half of one FMAC Share purchase warrant, (each whole such warrant a "Concurrent Financing Warrant"). Following completion of the Transaction, each Concurrent Financing Warrant entitled the holder to purchase common shares of the FWTC based on the Exchange Ratio at a purchase price of \$0.1579 per share. (note 11(a) and *Major Highlights for the Quarter ended September 30, 2024* for further details).

For the nine months ended September 30, 2024 the Company had a loss and comprehensive loss of \$171,682 and an accumulated deficit of \$362,265. Due to the facts mentioned above, there is material uncertainty that may cast doubt on the Company's ability to continue as a going concern.

The Company's financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for the financial statements, then adjustments would be necessary to the carrying amount of assets, the reported revenue and expenses, and the balance sheet classifications used.

Financial Risks and Concentration of Risk:

(a) Currency risk

The Company could be exposed to financial risks in the future as a result of exchange rate fluctuations and the volatility of these rates. In the normal course of business, the Company may purchase property and equipment and services denominated in U.S. dollars. The Company does not currently enter into forward contracts to mitigate this risk.

(b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to fulfill its obligations on a timely basis or at a reasonable cost. The Company manages its liquidity risk by monitoring its operating requirements. The Company is expected to incur losses and generate negative cash flows from

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operations in the near term. The Company prepares budgets and cash forecasts to ensure it has sufficient funds to fulfill its obligations.

The following table details the remaining contractual maturities at the end of the reporting period of the Company's financial liabilities, which are based on contractual undiscounted cash flows:

At September 30, 2024	Carrying amount	Total contractual cash flows	Repayable within 1 year or on demand	Repayable more than 1 year but less than 2 years	Repayable more than 2 years but less than 5 years
Accounts payables and accrued liabilities	\$ 1,313,204	\$ 1,313,204	\$ 1,313,204	\$ -	\$ -
Bank loan payable	42,519	42,519	11,411	31,108	-
Loan payable	100,000	100,000	100,000	-	-
License liability	343,885	404,970	134,990	134,990	134,990
	<u>\$ 1,799,608</u>	<u>\$ 1,860,693</u>	<u>\$ 1,559,605</u>	<u>\$ 166,098</u>	<u>\$ 134,990</u>

At December 31, 2023	Carrying amount	Total contractual cash flows	Repayable within 1 year or on demand	Repayable more than 1 year but less than 2 years	Repayable more than 2 years but less than 5 years
Accounts payables and accrued liabilities	\$ 24,594	\$ 24,594	\$ 24,594	\$ -	\$ -
	<u>\$ 24,594</u>	<u>\$ 24,594</u>	<u>\$ 24,594</u>	<u>\$ -</u>	<u>\$ -</u>

The Company may need shareholders' support, conduct asset sales, issue equity or incur additional debt to repay financial obligations as they become due until operations generate sufficient positive cash flows to pay financial liabilities. The Company believes it has sufficient funds to meet current obligations but will need to gain incremental customer traction and/or raise additional capital at some future point in order to meet future obligations.

c) Credit risk

Credit risk refers to the risk that a counterparty may default on its contractual obligations, resulting in a financial loss. The maximum exposure to credit risk is the Company's cash and amounts receivable balance. Substantially all the Company's cash is deposited with financial institutions in Canada that are of high-credit quality to minimize credit risk exposure. The Company is exposed to credit risk with respect to amounts receivable. The Company performs ongoing credit evaluations of its customers and maintains provisions for potential credit losses. As at September 30, 2024, no amounts receivable were considered past due.

(d) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is exposed to cash flow interest rate risk as its bank loan bears interest at the bank's variable prime rate plus 2.54% per annum.

(e) Capital risk management

The Company's capital is composed of shareholder's equity and loans payable. The Company's objective in managing its capital is to ensure it maintains capital ratios in order to support its business. The Company manages its capital structure through regular reviews of financial information to ensure adjustments can be made to be in line with changes in the economic conditions and to maintain value for the shareholder.

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The Company's capital is made up of the following:

	September 30,		December 31,	
	2024		2023	
Shareholder Equity	\$	4,142,502	\$	1,485,620
Loans Payable		100,000		-
Bank loan payable		42,519		-
	\$	4,285,021	\$	1,485,620

Business Risks and Uncertainties

1. Key Personnel

FWTC's success has depended and continues to depend upon its ability to attract and retain key management. The Company does not maintain key person life insurance policies on any employees. The Company will attempt to enhance its management and technical expertise by continuing to recruit qualified individuals who possess desired skills and experience in certain targeted areas. If the Company does not have the ability to retain employees and attract and retain sufficient additional employees or scientific and technical support resources could have a material adverse effect on the Company's business, results of operations, sales, cash flow or financial condition. Shortages in qualified personnel or the loss of key personnel could adversely affect the financial condition of the Company and results of operations of the business and could limit the Company's ability to develop and market its services and products. The loss of any of the Company's senior management or key employees could materially adversely affect the Company's ability to execute its business plan and strategy, and the Company may not be able to find adequate replacements on a timely basis, or at all.

2. Dependence on Suppliers and Skilled Labor

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour and equipment. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. It is also possible that the final costs of any major equipment contemplated by the Company's capital expenditure program may be significantly greater than anticipated by the Company's management and may be greater than funds available to the Company, in which circumstance the Company may curtail, or extend the timeframes for completing, its capital expenditure plans. This could have an adverse effect on the financial results of the Company.

3. Rapid Technology Change

The Company operates in a competitive marketplace; there are no guarantees that the Company can maintain or expand its advantages. The Company invests significantly in the development of

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products and continually seeks to improve its current product offerings. The success of the Company continues to depend upon market acceptance of its new products, its existing products and its ability to refine and enhance current product lines.

4. Negative Cash Flow

The Company has incurred losses since its inception. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future.

5. Clients May Terminate Accounts

Clients may terminate their relationship with FWTC at any time, subject to the terms of the contractual agreements between FWTC and such clients.

6. Ongoing Costs and Obligations

The Company expects to incur significant ongoing costs and obligations related to its investment in infrastructure and growth and for regulatory compliance, which could have a material adverse impact on the Company's results of operations, financial condition and cash flows. In addition, future changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations, increase compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company. The Company's efforts to grow the business may be costlier than expected, and FWTC may not be able to increase revenue enough to offset any higher operating expenses. FWTC may incur significant losses in the future for a number of reasons and unforeseen expenses, difficulties, complications and delays, and other unknown events. If FWTC is unable to achieve and sustain profitability, the market price of the common shares may significantly decrease.

7. Additional Financing

The operation of FWTC's facilities and business are capital intensive. In order to execute the anticipated growth strategy, FWTC may require additional equity and/or debt financing to support on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to FWTC when needed or on terms which are acceptable.

The Company's inability to raise financing to support on-going operations or to fund capital expenditures or acquisitions could limit FWTC's growth and may have a material adverse effect upon future profitability or the ability of the Company to continue as a going concern. FWTC may require additional financing to fund its operations to the point where it is generating positive cash flows.

If additional funds are raised through further issuances of equity or convertible debt securities existing shareholders could suffer significant dilution, and any new equity securities issued could

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have rights, preferences and privileges superior to those of holders of common shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for FWTC to obtain additional capital and to pursue business opportunities, including potential acquisitions.

8. Change of Control on Material Contracts

It is possible that material contracts to which FWTC is a party may be subject to review or termination upon a change of control. While FWTC is not aware of any counterparty which may wish to terminate a material contract, should any such contracts be terminated, FWTC will lose the benefit of the contract as well as subsequent usage or subscription revenue associated with that contract depending on the services rendered.

9. Success of Quality Control Systems

The quality and safety of the Company's products and services are critical to the success of its business and operations. As such, it is imperative that the Company's (and its service providers') quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by the design of the quality control systems, the quality training program, and adherence by employees to quality control guidelines. Although the Company strives to ensure that all its customers and partners have implemented and adhere to high caliber quality control systems, any significant failure or deterioration of such quality control systems could have a material adverse effect on the Company's business and operating results.

10. Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

11. Reputational Harm

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish, and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Company and its activities, whether true or not. Although the Company believes that it operates in a manner that is respectful to all stakeholders and that it takes pride in protecting its image and reputation, the Company does not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Company's overall ability to advance its projects, thereby having

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a material adverse impact on financial performance, financial condition, cash flows and growth prospects.

12. Legal Proceedings

In the course of the Company's business, the Company may from time to time have access to confidential or proprietary information of third parties, and these parties could bring a claim against the Company asserting that it has misappropriated their technologies and improperly incorporated such technologies into its products. The Company has implemented processes and internal protocols to safeguard such third-party's proprietary rights in order to mitigate such risks but there is no guarantee that such processes and protocols will be successful in all cases. Due to these factors, there remains a constant risk of intellectual property litigation affecting the Company's business. In the future, the Company may be made a party to litigation involving intellectual property matters and such actions, if determined adversely, could have a material adverse effect on the Company.

13. Disclosure Controls and Procedures

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that material information is gathered and reported to senior management to permit timely decisions regarding public disclosure. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS accounting principles.

TSX Venture Exchange-listed companies are not required to provide representations in their annual and interim filings relating to the establishment and maintenance of DC&P and ICFR, as defined in Multinational Instrument 52- 109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) processes to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS.

Additional information related to the Company can be found on the Company's profile on www.sedarplus.ca.