



Trail Blazing Ventures Ltd.

(A Capital Pool Company)

Management Discussion & Analysis

For the year ended September 30, 2023

(In Canadian Dollars)

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Management Discussion and Analysis
For the year ended September 30, 2023

The following management discussion and analysis ("MD&A") of the results of the operations and financial position of Trail Blazing Ventures Ltd. (the "Corporation") should be read in conjunction with the audited financial statements for the years ended September 30, 2023 and 2022 (the "Financial Statements"). The Financial Statements, including the comparative figures, were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Unless otherwise noted, all dollar amounts are in Canadian dollars.

The information in this MD&A is current as of November 30, 2023, unless otherwise noted.

Additional information regarding the Corporation, including the Financial Statements, news releases, and other disclosure items, is available under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

Forward-Looking Statements

Certain statements and information contained in this MD&A may constitute forward-looking information under applicable securities laws. All statements and information other than statements of historical fact or historical information may be forward-looking information. Forward-looking information typically contains statements with words such as "expect", "intend", "estimate", "will", "anticipated", or similar words, including negatives thereof, suggesting future outcomes or statements regarding an outlook. The forward-looking information is based on a number of factors, expectations and assumptions which have been used to develop such information, and which may prove to be incorrect. Although the Corporation believes that the factors, expectations and assumptions on which the forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Corporation can give no assurances that they will prove to be correct. Since forward-looking information addresses future events and conditions, by its very nature it involves inherent known and unknown risks and uncertainties which are beyond the control of the Corporation. The Corporation's actual results, performance or achievement could differ materially from those expressed in, or implied by, the forward-looking information due to a number of factors and risks, and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur, or if any of them do so, what benefits that the Corporation will derive therefrom. The forward-looking information included in this MD&A is made as of the date hereof and the Corporation does not undertake an obligation to publicly update such forward-looking information to reflect new information, subsequent events or otherwise, except as required by applicable law.

The Corporation

The Corporation was incorporated under the *Business Corporations Act* (Alberta) on August 30, 2021 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange") Corporate Finance Manual (the "Manual"), and trades under the symbol TSXV: BLAZ.P.

The head office and the registered office of the Corporation is located at Suite 800, 333-7 Avenue SW, Calgary, Alberta T2P 2Z1.

The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT") as such term is defined in the Manual. The Corporation has not commenced operations other than actively looking for a QT, and has no assets other than cash and other financial instruments. The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's length transaction, of the majority of the minority shareholders.

Pursuant to the Manual, the proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a QT.

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During the period ended December 31, 2021, the Corporation filed a prospectus to offer to sell and issue a minimum of 10,000,000 common shares in the capital of the Corporation ("Common Shares") and a maximum of 20,000,000 Common Shares at a price of \$0.10 per share for total gross proceeds of a minimum of \$1,000,000 and a maximum of \$2,000,000 (collectively, the "Offering"). On January 21, 2022, the Corporation completed the Offering whereby it issued 20,000,000 Common Shares at a price of \$0.10 per share for aggregate gross proceeds of \$2,000,000. The Offering was completed pursuant to an agency agreement dated December 6, 2021 between the Corporation and Research Capital Corporation (the "Agent"), the agent for the Offering. In consideration for its services, the Agent received a cash commission of \$160,000 (representing 8% of the gross proceeds of the Offering), a corporate finance fee in the amount of \$21,000 (inclusive of GST), reimbursement of its reasonable legal fees and related expenses, and a non-transferable option to purchase up to 1,600,000 Common Shares (representing 8% of the total number of Common Shares issued under the Offering) at a price of \$0.10 per share until January 21, 2024.

On January 21, 2022, the Corporation granted 2,000,000 incentive stock options to its directors and officers which are exercisable for a period of ten years from the date of the grant at an exercise price of \$0.10 per Common Share.

Subsequent Events

Subsequent to the year ended September 30, 2023, the Corporation has entered into an amalgamation agreement with Hempalta Inc. ("HEMPALTA") pursuant to which the Corporation intends to complete its proposed non-arm's length qualifying transaction (the "Transaction") by way of a three-cornered amalgamation with HEMPALTA and a wholly-owned subsidiary of the Corporation, to form the resulting issuer ("Newco") to be named such name as may be determined by HEMPALTA. Pursuant to the proposed Transaction, each issued and outstanding HEMPALTA Common Share will be exchanged into one common share of Newco ("Newco Common Share") on a 1:1 basis, and each unexercised incentive stock option of HEMPALTA shall be exchanged for a replacement option issued by Newco with the same terms as the option exchanged therefor. Additionally, it is expected that the outstanding common shares and options of the Corporation will be consolidated on a 1.7:1 basis.

Selected Annual Information

The following table provides a brief summary of the Corporation's financial information for completed financial years.

	Period from Incorporation		
	Year ended 30-Sep-23	Year ended 30-Sep-22	August 30, 2021 to 30-Sep-21
Revenue	\$ 124,962	\$ 7,346	\$ -
Net income (loss) and comprehensive income (loss)	\$ 58,123	\$ (442,498)	\$ (9,723)
Basic and diluted, income (loss) per share	\$ 0.01	\$ (0.01)	\$ (0.01)
Total assets	\$ 2,698,491	\$ 2,651,231	\$ 1,000,207
Total non-current liabilities	\$ -	\$ -	\$ -
Dividends per share	\$ -	\$ -	\$ -

The increase in revenue for 2023 was a result of higher interest rates and funds being in an interest-bearing account for a full year. The increase in revenue for 2022 was the result of the completion of the IPO and depositing the funds into an interest-bearing account. The higher loss for 2022 as compared to 2021 was a result of a full year of incorporation rather than only 1 month in 2021, and also due to higher professional fees, listing fees, share based compensation, and general and administration expenses due to the completion of the IPO in 2022.

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Summary of Quarterly Results

The below table outlines the last eight quarters of operating results.

	30-Sep-23	30-Jun-23	31-Mar-23	31-Dec-22	30-Sep-22	30-Jun-22	31-Mar-22	31-Dec-21
Total assets	\$ 2,698,491	\$ 2,668,700	\$ 2,649,245	\$ 2,635,875	\$ 2,651,231	\$ 2,656,797	\$ 2,683,470	\$ 1,007,216
Revenue	\$ 35,830	\$ 32,026	\$ 30,394	\$ 26,712	\$ 7,346	\$ -	\$ -	\$ -
Net and comprehensive income (loss)	\$ 12,399	\$ 25,943	\$ 6,881	\$ 12,900	\$ (28,753)	\$ (25,300)	\$ (353,712)	\$ (34,733)
Basic and diluted, income (loss) per share	\$ 0.01	\$ 0.00	\$ 0.00	\$ 0.00	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.00)

The revenue from in the quarters ended September 30, 2023, June 30, 2023, March 31, 2023, December 31, 2022, and September 30, 2022 relates to interest income from the rising interest rates on the Company's \$2.5 million interest-bearing notice demand account that pays interest at prime less 1.70%.

The income in the quarters ended September 30, 2023, June 30, 2023, March 31, 2023 and December 31, 2022 is a result of the higher interest income and lower professional fees costs.

The losses incurred in the other above noted quarters was mainly as a result of professional fees and filing fees related to the completion of the prospectus discussed in the above section.

The slightly higher loss in the quarter ended September 30, 2022 was mainly the result of higher professional fees and filing fees for the period ended less interest revenue from cash deposited into an interest-bearing account.

The lower loss in the quarter ended June 30, 2022 was mainly the result of no share-based compensation expense and lower professional and listing fees for the period ended.

The higher loss in the quarter ended March 31, 2022 was mainly the result of the share-based compensation expense on the issuance of options, which was \$332,514 for the period ended.

The higher loss in the quarter ended December 31, 2021 related mainly to the listing and filing fees for the prospectus and professional fees for completing the audited financial statements.

Results of Operations

Three months ended September 30, 2023

The Corporation recorded net income of \$12,399 for the three months ended September 30, 2023 (2022 – net loss \$28,753). The net income is a result of interest revenue of \$35,830 (2022 - \$7,346) less expenses of \$23,431 (2022 - \$36,099).

Year ended September 30, 2023

The Corporation recorded net income of \$58,123 for the year ended September 30, 2023 (2022 – net loss \$422,498). The net income is a result of interest revenue of \$124,962 (2022 - \$7,346) less professional fees of \$50,635 (2022 - \$85,949), listing and filing fees \$14,367 (2022 - \$28,184), general and administrative expenses \$1,837 (2022 - \$3,197), and share based compensation of \$nil (2022 - \$332,514).

Additional Disclosure for Venture Issuers without Significant Revenue

Since the Corporation has no revenue from operations (other than interest revenue), the following is a breakdown of the material costs incurred for the years ended September 30, 2023 and 2022:

<u>Material Costs</u>	<u>Year ended 30-Sep-23</u>	<u>Year ended 30-Sep-22</u>
General and administration	\$ 1,837	\$ 3,197
Listing fees	14,367	28,184
Professional fees	50,635	85,949
Share based compensation	-	332,514
Total costs	\$ 66,839	\$ 449,844

Liquidity and Capital Resources

As at September 30, 2023, the Corporation had cash of \$2,698,178 (September 30, 2022 - \$2,650,517), accounts receivable (from Input tax credits receivable) of \$313 (September 30, 2022 - \$714), and accounts payable and accrued liabilities of \$20,634 (September 30, 2022 - \$31,497). As at September 30, 2023, the Corporation had working capital of \$2,677,857 (September 30, 2022 - \$2,619,734).

The Corporation has reported net income in each quarter of the current year, and has an accumulated deficit of \$394,098 as at September 30, 2023 (September 30, 2022 - \$452,221).

The Corporation does not currently have any commitments for capital expenditures.

Statement of Cash Flow

Operating Activities

For the year ended September 30, 2023, cash provided in operating activities was \$47,661 (2022 – cash used of \$91,526). In 2023, the cash provided was mainly a result of interest income less the payment of expenses and accounts payable and accrued liabilities related to professional fees, listing and filing fees, and other general and administrative costs. In 2022, the cash used in operations was mainly a result of interest income less the payment of expenses and accounts payable and accrued liabilities related to professional fees, listing and filing fees, and other general and administrative costs.

Financing Activities

For the year ended September 30, 2023, there was no cash used nor provided by financing activities. In 2022, \$1,742,043 was provided from the initial public offering less issuance costs.

Investing Activities

For the year ended September 30, 2023 and 2022, there was no cash used nor provided by investing activities.

Statement of Financial Position

As at September 30, 2023, the Corporation had total assets of \$2,698,491 (September 30, 2022 - \$2,651,231), an increase of \$47,260. The increase in total assets resulted primarily from interest revenue less cash disbursements for listing and filing fees, professional fees and other general and administrative costs.

As at September 30, 2023, the Corporation had total liabilities of \$20,634 (September 30, 2022 - \$31,497), a decrease of 10,863. The decrease in total liabilities resulted from the payment of accounts payable and accrued liabilities during the year.

Off-Balance Sheet Arrangements

The Corporation has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Critical Accounting Estimates

The Corporation's significant accounting policies are summarized in Note 2 of the audited financial statements for the year ended September 30, 2023 and 2022.

Outstanding Share Data

During the period ended September 30, 2021, gross proceeds of \$1,000,000 were collected for 20,000,000 Common Shares subscribed for at a price of \$0.05 per share. Share issuance costs of \$2,602 were associated with these subscriptions.

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As at December 31, 2021, 20,000,000 Common Shares were issued and outstanding, all of which are being held in escrow in accordance with the Manual. In addition, during the period ended December 31, 2021, the Corporation granted 2,000,000 stock options to directors and officers, which are exercisable within 10 years from the date of grant at an exercise price of \$0.05 per Common Share, and which are also being held in escrow in accordance with the Manual. The options vested immediately.

During the period ended March 31, 2022, the Corporation completed the Offering whereby it issued 20,000,000 Common Shares at a price of \$0.10 per share for aggregate gross proceeds of \$2,000,000. In connection with the Offering, the Agent received a cash commission of \$160,000 (representing 8% of the gross proceeds of the Offering), a corporate finance fee in the amount of \$21,000 (inclusive of GST), reimbursement of its reasonable legal fees and related expenses, and a non-transferable option to purchase up to 1,600,000 Common Shares (representing 8% of the total number of Common Shares issued under the Offering) at a price of \$0.10 per share until January 21, 2024. Insiders of the Corporation acquired an aggregate of 2,071,000 Common Shares under the Offering. As at the date hereof, the Corporation has 40,000,000 Common Shares issued and outstanding, with the directors, officers, and seed shareholders of the Corporation, in the aggregate, holding 22,071,000 Common Shares which are subject to escrow restrictions.

During the period ended March 31, 2022, the Corporation granted 2,000,000 incentive stock options to its directors and officers which are exercisable for a period of ten years from the date of the grant at an exercise price of \$0.10 per Common Share. The options vested immediately.

The table below outlines the securities outstanding as at September 30, 2023 and as of the date of this MD&A.

Securities	Number		Expiry Date	Exercise Price
	Outstanding			
Common shares	40,000,000			
Stock options	2,000,000	September 30, 2031	\$	0.05
Stock options	2,000,000	January 21, 2032	\$	0.10
Agent's options	1,600,000	January 21, 2024	\$	0.10
Fully diluted	45,600,000			

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Corporation includes equity, comprised of share capital, contributed surplus, shares to be issued, and deficit in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a QT by the Corporation.

Related Party Transactions

Key management

The Corporation's key management personnel have authority and responsibility for overseeing, planning, directing, and controlling the activities of the Corporation. Key management personnel include members of the board of directors and officers. Under the Exchange policies, compensation of key management personnel may not include short-term benefits but may include long-term benefits. Short-term benefits include salaries and consulting fees. Long-term benefits include stock options.

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Compensation provided to current key management and directors for the nine months ended are as follows.

	September 30, 2023	September 30, 2022
Short-term benefits	\$ -	\$ -
Long-term benefits (*)	-	332,514
	\$ -	\$ 332,514

(*) Consists of share-based payments as the fair value of options granted to directors and officers of the Corporation under the Corporation's stock option plan.

The Vice-President, Legal of the Corporation, and the Corporate Secretary of the Corporation, are partners of DS Lawyers Canada LLP, the Corporation's legal counsel. For the year ended September 30, 2023, a total of \$10,350 (2022 - \$72,611) in legal fees for DS Lawyers Canada LLP were expensed as professional fees or capitalized in share capital as share issuance costs, and a total of \$1,134 was outstanding in accounts payable as at September 30, 2023 (2022 - \$5,097). A total of 400,000 options at a price of \$0.05 and a total of 400,000 options at a price of \$0.10 were issued to partners of the law firm and were expensed as share-based compensation totaling \$66,503 during the year ended September 31, 2023.

Risks and Uncertainties

The following describes certain risks, events and uncertainties that could affect the Corporation and that each reader should carefully consider.

The Corporation is a Capital Pool Corporation as that term is defined in Policy 2.4 of the Exchange. Following completion of the Offering, the Corporation is actively working to identify assets or businesses in order to complete a QT. During this time, the Corporation will have no source of recurring income.

Although management of the Corporation will be working to identify a Qualifying Transaction, there is no assurance that a QT will be entered into or be completed within the specified time, or at all. Nor can there be an assurance that the Corporation will be able to obtain additional financing in the future on terms acceptable to the Corporation or at all.

External financing may be required to fund the Corporation's activities primarily through the issuance of Common Shares. There can be no assurance that the Corporation will be able to obtain adequate financing. The securities of the Corporation should be considered a highly speculative investment.

The Corporation has not generated significant revenues and does not expect to generate significant revenues in the near future. In the event that the Corporation generates significant revenues in the future, the Corporation intends to retain its earnings in order to finance further growth. Furthermore, the Corporation has not paid any dividends in the past and does not expect to pay any dividends in the foreseeable future.

Risk Disclosures and Fair Values

The Corporation's financial instruments, consisting of cash, accounts payable, and accrued liabilities approximate fair value due to the relatively short-term maturity of the instruments. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Additional Information

Additional information about the Corporation can also be found on SEDAR+ at www.sedarplus.ca.