

POND TECHNOLOGIES HOLDINGS INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**FOR THE THREE AND TWELVE MONTHS ENDED
DECEMBER 31, 2024**



Dated June 30, 2025

Pond Technologies Holdings Inc.
Management's Discussion & Analysis
Three and Twelve Months Ended December 31, 2024

All amounts are Canadian dollars in thousands, except share and per share amounts where specified.

Introduction

This Management's Discussion and Analysis ("MD&A") of financial condition and results of operations of Pond Technologies Holdings Inc. ("Pond" or the "Company") constitutes management's review of the Company's financial and operating performance for the three and twelve months ended December 31, 2024, financial condition and future prospects. Except as otherwise noted, this MD&A is dated June 30, 2025 and should be read in conjunction with the audited consolidated annual financial statements of Pond Technologies Holdings Inc. for the years ended December 31, 2024 and 2023 and the related notes thereto (the "Financial Statements").

Pond is incorporated under the *Business Company Act* of Alberta. As of February 6, 2018, the Company's shares began trading on the TSX Venture Exchange ("TSXV") under the new trading symbol "POND." As of January 29, 2020 the Company's shares began trading on the OTC market under the trading symbol "PNDH."

This MD&A is prepared as at June 30, 2025 and is current to that date unless otherwise stated. The Financial Statements of the Company and extracts of those Financial Statements provided within this MD&A have been prepared in Canadian dollars, in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, (the "Board") considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Pond common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity. Further information about the Company and its operations is available on Pond's website at www.pondtech.com or on the System for Electronic Documents Analysis and Retrieval (SEDAR+) at www.sedarplus.ca.

Description of Business

The Company is commercializing its patent protected algae growing platform, which converts carbon dioxide (CO₂) into algal-based commercial products. Its algae growing platform converts the CO₂ found in the untreated and treated stack gas of industrial emitters into animal feed, human dietary supplements and nutraceuticals. The key to the business model is the vertical integration from the initial capturing of the carbon dioxide to the growing of algae, to the end sustainable product. In over ten years of research and development, Pond has developed a robust disruptive technology platform based on the data it has collected, proprietary LED-lights, and patented CO₂ management. Pond has begun to license its technology to third parties for ongoing license fees and royalties as well as selling its proprietary equipment. Pond has segregated the Pond Tech division to focus on absorbing greenhouse gas emissions, transforming these into food, feed, and nutraceutical ingredients.

The Company's focus is on the high demand natural food colours market. These high value derivatives of algae allow Pond to commercialize its technology at a smaller scale, helping to reduce some of the risk associated with scaling as it looks to commercialize the adoption of its integrated proprietary algae growth platform.

2024 Highlights

Financial and continuing operations highlights for the three and twelve months ended December 31, 2024:

- **Decrease in Operating Loss** – The operating loss of \$2,977 (2023 - \$3,228) was \$251 lower as compared to the 2023 year end. This was in spite of decreased revenues of \$2,186 (2023 - \$4,546) reflecting management's goal to reduce costs.
- **AB Agri** - The AB Agri EPC contracts were terminated with the Company reporting a net gain on termination of \$974 (2023 - \$Nil).

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- **Government Grant Received** – The Company was named a semi-finalist of the Agricultural Methane Reduction Challenge and received funds from the Government of Canada for a grant of \$155 (2023 - \$Nil).

Outlook and Strategy

Pond is a publicly traded ESG company which is able to provide proprietary carbon-to-microalgae technology to address the global sustainability challenges of climate change and sustainable food production.

Pond is recognized as a world leader in the development of its proprietary world class technology and related systems to optimize algae growth in controlled and scalable environments.

Pond believes that the multi-billion-dollar sustainable animal feed and functional food protein markets and nutraceutical markets are all ready for an algae-based revolution. These industries have been researching the uses of algae for decades, but few technologies can scale production. A scalable algae production technology would enable these industries to be more profitable and more sustainable, resulting in a paradigm shift similar to the transformational changes that we see in renewable energies today. Pond believes it provides the disruptive, scalable platform technology that has held the industry back to-date. Pond's aim is to become the largest supplier of algae-growing technology in the world.

Adoption of Pond's Technology - The Company's research and development work has positioned the Company to be able to deploy its technology on a commercial basis once further adoption of the technology by industry is achieved. Pond is in discussions with industrial stack emitters and commercial feed and ingredient producers and processors to adopt its technology to grow microalgae. If successful, this would result in the sale and adoption of commercial size Pond bioreactors and related technology. Pond will have working capital requirements arising from the commercial sale of its technology, and the amount of working capital required will depend on the type and terms of any contract agreed to with a customer.

Proprietary Technology - Pond's algae growth platform, based upon enclosed, controlled, and monitored photobioreactors, may provide a significant competitive advantage, and allow the Company to compete effectively on quality, consistency of supply, and price. Pond's strategy is to demonstrate its technological advantage, with its lighting, illumination, and sensor-based control technology, as well as its know-how and experience in growing multiple algae species. Pond continues to approach ESG solution seeking businesses with a view toward adopting and licensing its technology.

Technology Developments

Investors, shareholders and ESG solution seeking companies and individuals regularly request information and a better understanding of the products Pond's businesses have developed, as well as significant technology developments. This section has been prepared to help with the understanding of the ever-evolving Pond growth platform technology.

During 2024 and to date, Pond continues to work on and evolve its commercial "Black Box" system, which receives data from the many sensors required to assist with achieving optimal real-time algae growth results and continuous harvest. This product has been installed on Pond's photo bioreactors to enable biologists to make and control growth decisions using real-time data, improving algae productivity while reducing input costs.

Pond worked with an independent engineering group in 2024 to develop a feasibility study around a commercial spirulina/phycoerythrin extraction plant utilizing the information developed in 2023 around phycoerythrin extraction. The work on extraction continued throughout 2024. Future work will involve taking the lab scale results and scaling the process for commercial spirulina powder and phycoerythrin plant.

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Pond Tech

Pond Tech is at the heart of the Company's algae growth platform technology. Pond Tech is engaged in ongoing research, development and the sale of its algae and algae growth technology. Pond Tech also holds 41 technology patents and issues licenses for access to our technology, as well as providing consulting and engineering support services for project development.

Pond continues to work to grow the future markets for algae as a feed ingredient, supporting the future roll-out of large installations and innovation developments. Pond entered and was awarded acceptance into the Agriculture Methane Reduction Challenge, a program administered by Agriculture and Agri-Food Canada (AAFC). Pond received a grant of \$155, completed phase 1 of the challenge with very successful results, and has submitted those to AAFC for the chance to win additional awards and advancement to phase 2; results are forthcoming. Pond believes that its work around methane reducing algae is a key part of its strategy in creating demand for large scale algae production facilities.

Pond Naturals – Ingredients and the Regenurex Brand

Ingredients

Pond Ingredients experienced a significant decrease in revenue due to the expiry of a long-term supplier contract in the Pond Naturals division and a resulting contraction of sales. With the addition of new suppliers and partnerships with contract manufacturers, we expect to regain most of the lost revenue in 2025. With the global trend towards the adoption of natural colours and natural extracts, and our knowledge of contacts and expertise in the supply side of these ingredients, we believe we are well positioned to significantly increase sales of these products in the food, beverage, wellness and nutraceutical industries.

Regenurex Brand

Throughout 2024, the Regenurex brand experienced significant expansion in its softgel production capacity, leveraging the scaled production achieved in 2022 to generate high-margin nutraceuticals for sale. This strategic expansion allowed us to effectively address the escalating market demand for algae-based products across various sectors. Moreover, we successfully broadened our product portfolio, introducing pioneering algae-derived solutions tailored to a wide array of industries including nutraceuticals, food, and beverage. This strategic diversification has not only bolstered our market positioning but also mitigated our commercial risk.

In terms of financial performance, the Regenurex brand witnessed robust revenue growth in 2024. This growth was propelled by our concerted efforts to increase wholesale and online sales volumes, expand our product offerings, and intensify our market presence. Our dynamic pricing strategies and customer-centric approach played pivotal roles in optimizing revenue streams both online and offline. Furthermore, we implemented stringent cost control measures aimed at enhancing operational efficiency and maximizing profitability. Our strategic initiatives encompassed procurement, production optimization, cost of goods reduction, and overhead management, resulting in the enhancement of our cost structures and expansion of margins.

Looking ahead, the algae market continues to exhibit vigorous growth driven by heightened consumer awareness regarding the sustainability and health benefits of algae-derived products. The evolving regulatory landscape and shifting consumer preferences present ample opportunities for innovation and market expansion. In line with this, the Regenurex brand remains steadfast in its commitment to maintaining our Food Safe GMP facility and upholding the renowned standard of quality that defines our brand. This commitment underscores our dedication to delivering premium products while ensuring consumer safety and satisfaction.

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Overview of Financial Results

Selected Annual Information

Financial results (\$000s except per share amounts)	For the Years Ended December 31,					
	2024		2023		2022	
Revenue	\$	2,186	\$	4,546	\$	5,140
Net loss and comprehensive loss	\$	(3,689)	\$	(3,474)	\$	(4,456)
Net loss per share	\$	(0.05)	\$	(0.05)	\$	(0.08)

Selected Quarterly Information

The results of operations for the three and twelve months ended December 31, 2024, as compared to the three months and twelve months ended December 31, 2023 are as follows:

(\$000s except per share amounts)	Three Months Ended December 31,		Twelve Months Ended December 31,					
	2024	2023	2024	2023				
Revenue from continued operations	\$	598	\$	1,263	\$	2,186	\$	4,546
Costs of revenues and expenses	(450)	(994)	(1,606)	(3,553)				
Operating expenses	(689)	(458)	(2,122)	(1,910)				
General and administrative expenses	(310)	(256)	(906)	(1,306)				
Amortization	(187)	(186)	(448)	(559)				
Share-based compensation	(24)	(48)	(81)	(446)				
	(1,660)	(1,942)	(5,163)	(7,774)				
Operating loss for the period	(1,062)	(679)	(2,977)	(3,228)				
Finance expenses	(257)	(189)	(905)	(596)				
Funds received from government assistance	155	-	155	-				
Gain on loan settlement	10	505	10	505				
Gain on modification of convertible debenture	94	-	94	-				
Gain on termination of contract	974	-	974	-				
Loss on impairment of intangibles	(960)	(152)	(960)	(152)				
Loss on impairment of capital assets	(80)	-	(80)	-				
Loss on sale of capital assets and abandonment of patent	-	-	-	(3)				
Net loss and comprehensive loss	(1,126)	(515)	(3,689)	(3,474)				
Net loss per share	\$	(0.02)	\$	(0.01)	\$	(0.05)	\$	(0.05)
Total assets	\$	1,185	\$	4,010	\$	1,185	\$	4,010
Total current liabilities	\$	9,366	\$	8,416	\$	9,366	\$	8,416
Total non-current liabilities	\$	202	\$	369	\$	202	\$	369

Basic loss per share is calculated by dividing the net loss by the weighted average number of shares issued and outstanding during the period.

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Discussion of Operations

Net loss for the three months ended December 31, 2024 and 2023

The Company reported a net loss of \$1,126 (2023 - loss of \$515) for the three months ended December 31, 2024 which was an increase of \$611 over 2023. The increase in net loss as compared to the comparative period in 2023 was principally due to the impairment of the intangible and capital assets totaling \$1,040 (2023 - \$152). The patents have not produced the revenues as expected and management determined that an impairment on those patents reflects the current situation under IFRS accounting standards.

During the quarter, revenues decreased to \$598 (2023 - \$1,263) and expenses decreased to \$1,660 (2023 - \$1,942) with the overall result being an increase in the operating loss for the quarter of \$1,062 (2023 - \$679).

Finance expenses increased to \$257 (2023 - \$189) given the increased amount of debt. Funds were received from the Government of Canada for a grant of \$155 (2023 - \$Nil). There was the gain on loan settlement of \$10 (2023 - \$505) from the Government of Canada forgiving 25% of the Canada Emergency Benefit Account loan that was repaid on time. There was a gain on the modification of the convertible debenture to extend it for another year under the same terms of \$94 (2023 - \$Nil). The Company also reported a gain on termination of the contract with AB Agri in the amount of \$974 (2023 - \$Nil).

Net loss for the twelve months ended December 31, 2024 and 2023

The Company reported a net loss of \$3,689 (2023 - loss of \$3,474) for the twelve months ended December 31, 2024 which was an increase of \$215 over 2023.

During the twelve months, revenues decreased to \$2,186 (2023 - \$4,546) and expenses decreased to \$5,163 (2023 - \$7,774) with the overall result being a decrease in the operating loss for the twelve months to \$2,977 from \$3,228 in 2023.

Finance expenses increased to \$905 (2023 - \$596) given the increased amount of debt. Funds were received from the Government of Canada for a grant of \$155 (2023 - \$Nil). There was the gain on loan settlement of \$10 (2023 - \$505) from the Government of Canada forgiving 25% of the Canada Emergency Benefit Account loan that was repaid on time. There was a gain on the modification of the convertible debenture to extend it for another year under the same terms of \$94 (2023 - \$Nil). The Company also reported a gain on termination of the contract with AB Agri in the amount of \$974 (2023 - \$Nil). The increase in net loss year over year was principally due to the impairment of the intangible and capital assets totaling \$1,040 (2023 - \$152). The patents have not produced the revenues as expected and management determined that an impairment on those patents reflects the current situation under IFRS accounting standards.

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Summary of Quarterly Results

Financial results (\$000s except per share amounts)	For the Years Ended December 31,							
	2024				2023			
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31
Revenue from continued operations	\$ 598	\$ 362	\$ 738	\$ 488	\$ 1,263	\$ 1,308	\$ 608	\$ 1,367
Net loss and comprehensive loss	\$ (1,126)	\$ (883)	\$ (824)	\$ (856)	\$ (515)	\$ (874)	\$ (1,225)	\$ (860)
Net loss per share	\$ (0.02)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.01)
Cash used by operating activities	\$ (411)	\$ (421)	\$ (674)	\$ (485)	\$ (463)	\$ (203)	\$ (344)	\$ (235)
Capital expenditures and patents	\$ (8)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (23)
Working capital	\$ (8,804)	\$ (9,480)	\$ (8,683)	\$ (7,961)	\$ (7,106)	\$ (6,192)	\$ (5,698)	\$ (5,555)

Liquidity and Capital Resources

For the twelve months ended December 31, 2024 the cash balance decreased by \$62 (2023 - \$112). This was a result of net cash used in operations of \$1,991 (2023 - \$1,245), investing activities cash outflows of \$8 (2023 - \$23) off-set by cash inflows from financing activities of \$1,937 (2023 - \$1,156).

Pond had a working capital deficiency on December 31, 2024 of \$8,804 (2023 - \$7,106).

Commitments and Contingencies

Loans and Temporary Advances

As of December 31, 2024, \$4,390 (2023 - \$2,265) of the Company's loan obligations were current and due within one year and \$Nil (2023 - \$65) was non-current.

Convertible Debenture

As of December 31, 2024, the Company's convertible debenture balance to GV was \$1,766 (2023 - \$1,791). The convertible debenture was amended on November 15, 2021 to mature on November 15, 2024 and then extended to November 15, 2025 under the same terms. The convertible debenture bears interest at 12%, payable quarterly and principal repayments of \$10 per month for the first twelve months followed by \$20 per month after twelve months and increasing to \$30 per month after twenty-four months. The Company has made no principal repayments in 2023 or 2024. As a result of extending the maturity date for another year under the same terms, a gain on modification of the convertible debenture in the amount of \$94 (2023 - \$Nil) was reported.

The debenture is convertible, at the option of the lender, into common shares of Pond at a conversion price equal to \$0.39 per common share. All other terms of the original debenture remain in effect.

Leases

The Company has entered into two premise leases with total lease payments of \$133 in 2024 (2023 - \$125). Future lease payments are approximately \$365 (2023 - \$497) over 4 (2023 - 5) years.

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Contingencies

The Company is contingently liable with respect to litigation claims and environmental matters that may arise from time to time, including those that could result in mandatory damages or other relief, which could result in significant expenditures. While the outcome of these matters cannot be predicted with certainty, in the opinion of management, any liability that may arise from such contingencies would not have a material adverse effect on the financial position or results of operations of the Company. Any expected settlement of claims in excess of amounts recorded will be charged to operations as and when such determination is made.

Litigation and Potential Arbitration

Concurrent with the closing of the Company's reverse take-over business combination with Pond Technologies Inc., the Company assigned all its rights and interest in all claims made by the Company in the existing litigation with Sinopec to Grizzly Resources Inc ("Grizzly"). Grizzly assumed the rights and interest and indemnified the Company from and against all of the Company's liabilities in respect of the claim made by Sinopec in the Sinopec litigation and all future costs associated therewith.

On October 18, 2022, Synergraze Inc. an Alberta company filed a Statement of Claim against the Company alleging a breach of a Mutual Confidentiality, Non-Disclosure and Non-Circumvention Agreement ("Agreement") signed on August 18, 2021. The Company has filed a Defense stating it has complied with the spirit of the Intent of the Agreement and Synergraze Inc. has not suffered any damages. The Company has also filed a Counter Claim alleging a breach of contract and breach of duty of confidence, and conversion by Synergraze Inc. The term of the Agreement expired on August 18, 2024.

On September 7, 2021, the Company entered into two contracts with AB Agri, a subsidiary of Associated British Foods (LSE:ABF) for the commercialization of algae-based animal feed ingredients from CO2 emissions. One agreement was an Engineering, Procurement and Supply Agreement ("EPC") where AB Agri agreed to purchase a pilot algae demonstration system from the Company to be installed in the UK for approximately \$2,900 and the second agreement was a Collaboration and Licence Agreement to access the Company's technology where the Company received an initial fee of GBP 500 for signing the agreements.

The EPC Agreement was terminated on July 10, 2023 and the Company entered into good faith negotiations to try and settle all disputed amounts owed to or from the Company arising from the termination of the Agreement. The Collaboration and Licence Agreement was formally cancelled by AB Agri on February 12, 2025. Due to the cancellation of the Collaboration and Licence Agreement and the amount of time which has passed without further communication between the parties on the EPC Agreement, Pond has booked all historical cash receipts and expenses incurred and relating to these agreements as a net gain on termination of \$974 to other income at December 31, 2024.

Outstanding Share Data

As at the date of this MD&A the Company had the following number of common shares and share related securities outstanding:

<u>Securities</u>	
Common shares	85,592,225
Warrants	15,092,025
Issuable under share options	400,000
Issuable under restricted share unit plan	4,521,250
Issuable under deferred share unit plan to directors	1,030,144

As of the date of this MD&A the Company has 85,592,225 common shares outstanding.

The Company has 15,092,025 warrants outstanding at an exercise price of \$0.05 per share.

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There are 400,000 share options all of which are exercisable at a weighted average price of \$0.295 per share.

There are 4,521,250 shares reserved for issuance on settlement of RSUs of which 2,000,000 vest on March 3, 2026 at \$0.01 per share and 2,350,000 vest 1/3 per year starting March 3, 2026, March 3, 2027, and March 3, 2028 at \$0.01 per share.

There are 1,030,144 shares reserved for issuance on settlement of DSUs issued to directors at \$0.50 per share.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties include key management and may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between the Company and a related party regardless of whether a price is charged.

The Company enters into related party transactions with management and arrangements with its shareholders. Details of these transactions and year end balances are as follows:

	Dec 31, 2024	Dec 31, 2023
<i>Transactions during the year ended</i>		
Debenture effective interest - GV (Note 12)	\$ 349	\$ 302
Loan interest to shareholder - Colmac (Note 11)	\$ 504	\$ 73
Loan interest to shareholder - CW (Note 11)	\$ -	\$ 146
Gain on settlement of loan - CW	\$ -	\$ 505
Gain on modification of loan - GV (Note 12)	\$ 94	\$ -
<i>Balances at year end</i>		
Convertible debenture - GV (Note 12)	\$ 1,766	\$ 1,791
Short-term advances (Note 11)	\$ 4,325	\$ 2,225
Director fees payable	\$ 80	\$ 80
Accounts payable and accrued liabilities	\$ 1,625	\$ 815

The Company defines key management personnel as its key executive management and Board of Directors. In addition to their salaries, key executive officers participate in short-term bonus plans based on the financial performance of the Company and other non-financial factors, set annually. The Company provides a benefit plan and other allowances to executive officers. In addition, key executive officers are granted share options and RSUs at the discretion of the Board of Directors.

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Key management compensation is comprised of:

	Dec 31, 2024	Dec 31, 2023
Share based compensation	\$ 81	\$ 446
Salaries and benefits included in operating expenses	853	578
	\$ 934	\$ 1,024

Recent Developments

Directors

On June 30, 2024, at the Company's Annual and Special Meeting of Shareholders, Robert McLeese, Grant Smith, William Asselstine and John M Farah Jr. were re-elected as directors and Harold James Blake and John M Duncanson were elected as directors.

Common Shares Issued

On March 28, 2025, 7,500,000 common shares were issued at \$0.01 per share for a total of \$75,000 to reduce debt. 3,000,000 of these shares were issued to each of the Chief Executive Officer and Chief Operating Officer.

Share Options

On April 29, 2025, 105,000 share options expired with an exercise price of \$0.25 per share.

RSU Transactions

On May 30, 2024, 1,446,350 RSUs with a grant date fair value of \$127 were converted to 1,446,350 common shares.

On March 3, 2025, 2,000,000 RSUs were granted to executives at \$0.01 per share that vest 100% on March 3, 2026.

On March 3, 2025, 2,350,000 RSUs were granted to employees and consultants at \$0.01 per share that vest 1/3 per year starting March 3, 2026, March 3, 2027, and March 3, 2028.

Loans Payable

On February 25, 2025, the Company issued a Promissory Note to a related party for advances in the aggregate amount of \$815,000 to be advanced in several tranches. The advances bear interest at 15% per annum, calculated monthly and payable in arrears and on the date of any prepayment or repayment of the principal amount. The full amount is due on June 1, 2028. The lender was also granted 20,000,000 common share purchase warrants with such warrants having an exercise price of \$0.05 per share and expiring on June 1, 2028 with such warrants being issued proportionate to the dollar amount of the loan advanced from time to time. 15,092,025 warrants have been issued to the lender to date.

On March 17, 2025, the Company issued a direction to a related party for unpaid wages in the amount of \$11,553 with interest at 8% per month, calculated monthly and payable in arrears. The loan shall be paid upon the earlier of the closing date of a convertible debenture offering, the closing of any strategic alternative transaction, and December 31, 2025.

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Convertible Debentures Financing

On November 3, 2023, the Company announced it was in receipt of subscriptions to complete a private placement of Convertible Debentures totaling \$8,000 which will bear interest at 12% per annum, are convertible into Common Shares of Pond at the option of the holders thereof at any time at a conversion price of \$0.20 per share (the "Conversion Price"), and mature three (3) years from the date of issuance. In the event that, following closing, the daily volume weighted average trading price (or closing bid price on days when there are no trades) of the Common Shares on the TSX Venture Exchange exceeds \$0.40 per Common Share for 20 consecutive trading days (the "Triggering Event"), the Convertible Debentures shall be automatically converted into Common Shares on the effective date of the Triggering Event at the Conversion Price.

The Convertible Debentures are to be secured against all of Pond Technologies Inc.'s present and after-acquired personal property, including all technology, patents, copyrights, inventions and other intellectual property.

Risk Factors

Many factors could cause the Company's actual results, performance and achievements to differ materially from those expressed or implied by the forward-looking statements and forward-looking information, including without limitation, the following factors.

1. The Company has yet to generate significant revenues from the licensing of its technology or sale of microalgal biomass products. Investments in research and development in the field of microalgal biomass production are necessary to develop the technology required to generate future revenues. While the Company is confident in its technology, it cannot know with complete certainty if or when any of its technologies will be commercialized;
2. The Company has a history of net losses, may incur significant net losses in the future and may not achieve or maintain profitability;
3. There can be no assurance that the Company will be able to establish additional collaboration agreements on favorable terms, if at all, or that current or future collaborative arrangements will be successful;
4. The production of algae involves complex aquaculture systems with inherent risks including disease and contamination, and should the algae growth system fail to grow algae, or should the algae fail to consume the greenhouse gas introduced to the system, then the abatement will fail. While the Company has taken what it believes to be reasonable steps to mitigate risks associated with its processes, certain factors may arise beyond the Company's control, therefore, the Company cannot, and does not attempt to, provide any form of assurance with regard to its systems, processes, or cost-effectiveness;
5. The Company will be highly dependent upon consumer perception of the safety and quality of its greenhouse gas abatement technology and algae products and the ingredients they contain, as well as that of similar systems and products developed and distributed by other companies;
6. The Company may fail to manage growth effectively;
7. Much of the Company's strategy is based on the belief that the application of its proprietary photobioreactors and control systems to use carbon dioxide in the production of bio-products for the markets it is addressing may result in the creation of commercially viable products or technical applications; however, there can be no assurance that such beliefs will prove to be correct or that there will be market acceptance of technology developed by the Company;
8. The market price for the common shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control;

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9. The Company's operations will depend on continuous improvements in technology to meet customer demands in respect of performance and cost, and to explore additional business opportunities;
10. Commercial success will depend in part on obtaining and maintaining patent, confidential know-how/trade secret and trade-mark protection of the Company's technologies in Canada, the United States and other jurisdictions, as well as successfully enforcing this intellectual property and defending this intellectual property against third-party challenges;
11. The Company may become party to litigation, mediation and/or arbitration from time to time in the ordinary course of business which could adversely affect its business;
12. The Company may not be able to develop sufficient manufacturing capacity to meet demand in an economical manner or at all;
13. There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and manufacturing and marketing experience than the Company;
14. The Company may engage in acquisitions or other strategic transactions or make investments that could result in significant changes or management disruption;
15. The Company could fail to integrate subsidiaries and other interests into the business of the Company;
16. The Company's production costs will be dependent on the costs of the energy sources used to run its production facilities. These costs are subject to fluctuations and variations in different locations where the Company may operate, and it may not be able to predict or control these costs;
17. The activities of the Company are subject to regulation by governmental authorities;
18. The Company's operations are subject to environmental and safety laws and regulations concerning, among other things, emissions and discharges to water, air and land, the handling and disposal of hazardous and non-hazardous materials and wastes, and employee health and safety;
19. The Company cannot be certain that it will be able to secure additional government grants or subsidies. Any existing grants or new grants that the Company may obtain may be terminated, modified or recovered by the granting governmental body under certain conditions;
20. The Company's ability to recruit and retain management, skilled labour and suppliers is crucial to the Company's success;
21. The Company has a limited operating history;
22. Completed acquisitions, strategic transactions, or investments could fail to increase shareholder value;
23. Certain of the directors and officers of the Company are also directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies.
24. There can be no assurance that an active and liquid market for the common shares will be maintained and an investor may find it difficult to resell any securities of the Company;
25. In the event that the Company issues convertible debt or equity securities to raise additional funds, its existing shareholders may experience dilution, and the new convertible debt or equity securities may have advantageous rights, preferences and privileges when compared to those of the Company's existing shareholders;

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26. A substantial number of common shares are owned by a limited number of existing shareholders and as such these shareholders are in a position to exercise influence over matters requiring shareholder approval or cause delay or prevent a change in control of the Company that could otherwise be beneficial to the Company's shareholders;
27. The Company does not anticipate paying any dividends on the common shares in the foreseeable future; and
28. The Company is dependent on its workforce, distributors and project engineering service providers to sell and deliver its products and services. Developments such as social distancing and shelter-in-place directives related to the COVID-19 outbreak have impacted the Company's ability to deploy its workforce effectively. These same developments may affect the operations of the Company's suppliers as their own workforces and operations are disrupted by efforts to curtail the spread of this virus or any future pandemic outbreak. The effectiveness of remote work environments and hosted services may also be constrained due to unprecedented levels of internet usage stemming from such outbreaks. The Company's research and development activities may also be impacted by the such outbreaks as well as associated travel and supply chain restrictions. While expected to be temporary, these disruptions may negatively impact the Company's sales, its results of operations, financial condition, and liquidity.

Critical Accounting Judgments, Estimates and Assumptions

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions based on currently available information that affect the application of accounting policies and reported amounts of assets and liabilities at the date of the statements of financial position and the reported amounts of revenue and expenses during the reporting period. Accordingly, actual results may differ from these estimates. Estimates and underlying assumptions and judgments are reviewed on an ongoing basis.

Significant estimates, judgments and assumptions made by management in the preparation of these consolidated financial statements are outlined below:

Capital assets and intangibles

Management uses judgment to determine whether its process patents, distribution rights and capital equipment meet the asset recognition criteria and are eligible to be capitalized on the statements of financial position, as well as assessments of useful lives, amortization methods and rates, and impairment indicators.

Revenue recognition

The revenues for technology services are evaluated on a percentage of completion of customer contracts. Management's judgment for technology services is applied regarding the evaluation of multiple obligations within these arrangements to assess whether deliverables should be recognized as separate performance obligations for revenue recognition purposes and the percentage completed.

For contracts with customers that have been terminated management applies judgment in evaluating the measurable contract outcomes, obligations outstanding and amounts the Company is entitled to retain in assessing amounts to be recognized in profit or loss.

Revenue recognition in distribution arrangements

Determining whether the Company is acting as a principal or as an agent requires judgment and consideration of all relevant facts and circumstances. When deciding the most appropriate basis for presenting the revenue and related costs, both the legal form and substance of the agreement between the Company and its business partners are reviewed to determine each party's respective role in the transaction. Such judgments impact the amount of reported revenue and costs of revenue but do not impact reported assets, liabilities or net cash flows from operating activities. The Company has determined that it is acting as a principal in these arrangements with its current business partners.

Changes in Accounting Policies

Adoption of new and amended accounting pronouncements

In October 2022, the IASB finalized issuance of Classification of Liabilities as Current or Non-current and Non-Current Liabilities with Covenants, which made amendments to IAS 1, "Presentation of Financial Statements". The amendments clarify that only covenants with which an entity is required to comply on or before the reporting date affect the classification of a liability as current or non-current. In addition, an entity has to disclose information in the notes that enables users of financial statements to understand the risk that non-current liabilities with covenants could become repayable within twelve months.

The amendments are effective for annual periods beginning on or after January 1, 2024. Effective January 1, 2024, the Company adopted these requirements, there was no material impact to the consolidated financial statements.

New Standards Not Yet Adopted and interpretations issued but not yet effective

IFRS 18 Presentation and Disclosure in the Financial Statements

On April 9, 2024, the IASB issued IFRS 18 "Presentation and Disclosure in the Financial Statements" ("IFRS 18") replacing IAS 1. IFRS 18 introduces categories and defined subtotals in the statement of profit or loss, disclosures on management-defined performance measures, and requirements to improve the aggregation and disaggregation of information in the financial statements. As a result of IFRS 18, amendments to IAS 7 "Statements of Cash Flows" ("IAS 7") were also issued to require that entities use the operating profit subtotal as the starting point for the indirect method of reporting cash flows from operating activities and to remove presentation alternatives for interest and dividends paid and received. Similarly, amendments to IAS 33 "Earnings per Share" were issued to permit disclosure of additional earnings per share figures using any other component of the statement of profit or loss, provided the numerator is a total or subtotal defined under IFRS 18. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, and is to be applied retrospectively, with early adoption permitted. The Company is currently assessing the impact of the standard on its consolidated financial statements

Caution Regarding Forward-looking Statements

Certain statements in this MD&A that are not current or historical factual information may constitute "forward-looking" statements within the meaning of applicable securities laws, regarding, among other things, the beliefs, plans, objectives, strategies, estimates, intentions or expectations of the Company, including as they relate to its financial results and the ability to execute on its investing and business strategies. Inherent in these forward-looking statements are known and unknown risks, uncertainties, and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such statements can often be identified by the use of words such as "may", "will", "expect", "believe", "plan", "intend", "anticipate", "estimate" and other similar terminology. These statements reflect current expectations regarding future events and performance and speak only as of the date of this MD&A.

Similarly, statements contained in, but not limited to, the sections titled "Outlook and Strategy", & Technology Development", "Liquidity and Capital Resources" and "Commitments and Contingencies" of this MD&A, including those with respect to the implementation of the Company's business strategy, the development of the nutraceutical algae production, the development of the biotechnology and technology services business and expectations concerning the Company's financial condition, results of operations, business, assets, prices, foreign exchange rates, earnings, market conditions, capital expenditures, risks, availability of regulatory approvals, corporate objectives and plans or goals, are or may be forward-looking statements. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements including, but not limited to, the factors discussed under "Risk Factors". Although the forward-looking statements contained in this MD&A are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements.

Investors and others should carefully consider risk factors including, without limitation, those set out under the heading "Risk Factors", and not place undue reliance on forward-looking statements. The Company anticipates that subsequent events and circumstances may cause the Company's views to change. Forward-looking statements are made as of the date of this MD&A and the Company assumes no obligation to update or revise any forward-looking statements to reflect new events or circumstances, except as required by law.

Additional Information

Additional Information concerning the Company is available on SEDAR+ at www.sedarplus.ca under the Company's profile.