

PharmaCorp Rx Inc. (Formerly Proton Capital Corp.)
Three and Nine Months Ended September 30, 2024
Management's Discussion and Analysis

READER ADVISORY

The Management's Discussion and Analysis ("**MD&A**") for the three and nine-month period ended September 30, 2024 of the financial condition and results of operations of PharmaCorp Rx (the "**Company**" or "**PharmaCorp**") formerly known as Proton Capital Corp. ("**Proton**"), is prepared as at November 26, 2024. This discussion should be read in conjunction with the Company's unaudited Condensed Consolidated Interim Financial Statements for the three and nine-month period ended September 30, 2024, and notes thereto. Other information on the Company is available on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca).

This discussion should not be considered all-inclusive as it does not include all changes regarding general economic, political, governmental and environmental events. This MD&A contains certain statements that constitute forward-looking statements under the meaning of applicable securities laws. Please see "Forward-Looking Statement Advisory" for a discussion regarding the Company's use of such information.

This MD&A and the Condensed Consolidated Interim Financial Statements were reviewed by the Audit Committee of the Company's Board of Directors and approved by the Company's Board of Directors on November 26, 2024. All dollar figures are in thousands of Canadian dollars, except per share amounts or unless otherwise stated.

OVERVIEW OF BUSINESS

PharmaCorp Rx Inc. (the "Company" or PharmaCorp) was incorporated on September 1, 2021 by Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (Alberta).

PharmaCorp was initially classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange") effective September 1, 2021, until July 22, 2024 when it became a reporting issuer and legally changed its name to PharmaCorp Rx Inc.

The head office and registered office of the Company is located at Suite #203, 303 Wellman Lane, Saskatoon, Saskatchewan, S7T 0J1.

Pursuant to a final prospectus dated April 1, 2022, PharmaCorp completed an initial public offering ("IPO") of the Company's common shares ("Common Shares"). The IPO closed on May 16, 2022 with 20,000,000 Common Shares being issued at a price of \$0.10 per Common Share. The Company's Common Shares commenced trading on the Exchange on May 16, 2022 under the symbol PTN.V.

On April 20, 2023, PharmaCorp announced the signing of a Letter of Intent ("LOI") with PharmaChoice Canada Inc. ("PharmaChoice Canada"), a Canadian corporation, that operates in the pharmacy industry. The LOI contemplates terms and conditions subject to: (i) the negotiation and finalization of definitive agreements between the parties and (ii) the acquisition and operation by PharmaCorp of an independently owned PharmaChoice Canada brand pharmacy or pharmacies pursuant to the terms of the Definitive Agreements (as defined in the LOI), both of which together constitute the "Qualifying Transaction" of PharmaCorp pursuant to the policies of the Exchange. On August 31, 2023, definitive agreements in relation to a strategic alliance (the "Strategic Alliance Agreement") with PharmaChoice Canada were executed.

As a CPC, PharmaCorp's principal activities were focused on identifying and acquiring a private operating business to become its Qualifying Transaction, in order to become a reporting issuer. When PharmaCorp entered into the Strategic Alliance Agreement with PharmaChoice Canada, PharmaCorp's principal business activity were focused towards seeking to identify and evaluate assets or businesses in the pharmacy industry with a view to potentially acquire them or an interest therein by completing a purchase transaction, by exercising of a right-of-first-refusal option to purchase of PharmaChoice branded stores or by any concomitant transaction in the pharmacy market in Canada.

COMPANY DEVELOPMENTS

On May 16, 2022, the Company successfully completed its initial public offering ("IPO") of 20,000,000 common shares at a price of \$0.10 per common share for gross proceeds of \$2,000,000. Subject to terms of an agency agreement entered into in connection with the IPO, iA Private Wealth Inc. (the "Agent") received a cash commission of \$97,465, a work fee of \$10,500 (including tax), agent legal and broker fees of \$18,498 and 2,000,000 agents' warrants with a value of \$130,352. Each agent's warrant is exercisable to purchase an additional common share of the Company at a price of \$0.10 for a period of two years from close of the IPO. The total share issuance costs paid in cash related to this IPO was \$126,463. The Company is listed on the TSX-V under the trading symbol "PTN.P".

On April 20, 2023, PharmaCorp announced the signing of a Letter of Intent ("LOI") with PharmaChoice Canada Inc as discussed above.

On October 10, 2023, PharmaCorp engaged iA Private Wealth Inc. for a brokered public offering of up to 100,000,000 common shares in the capital of the Corporation at a price of \$0.40 per Common Share, for gross proceeds of up to \$40,000,000, with an over-allotment option of 15,000,000 or \$6,000,000. The Offering is being conducted in connection with the Corporation's proposed "Qualifying Transaction" within the meaning of TSXV Policy 2.4 – Capital Pool Companies as previously announced.

On February 21, 2024, the Company announced that PharmaCorp had entered into a share purchase agreement dated February 14, 2024, with the shareholders of Saskatoon Family Pharmacy Ltd. ("SFP"), a PharmaChoice Canada branded pharmacy located and operating in Saskatoon, Saskatchewan, to purchase 75% of the outstanding shares of the pharmacy to form the Resulting Issuer. Upon completion of the Qualifying Transaction, the Resulting Issuer has continued the business of the pharmacy. The acquisition, together with the previously announced strategic alliance agreement with PharmaChoice Canada Inc., constitutes PharmaCorp's Qualifying transaction, as defined in Policy 2.4 – Capital Pool Companies of the policies of the TSX Venture Exchange.

On March 22, 2024, the Company issued a press release to announce that it had obtained a receipt for the preliminary long form prospectus filed with the securities regulatory authorities in each of the provinces of Canada other than Quebec. The prospectus contains important information regarding the proposed Qualifying Transaction. For further information on these press releases, please visit www.sedarplus.com.

On June 5, 2024, PharmaCorp completed its Qualifying Transaction with the acquisition of Saskatoon Family Pharmacy Ltd. and closed the first tranche of the Offering whereby the Company issued 51,994,146 common shares at a price of \$0.40 per share for gross proceeds of \$20,797,658.

On July 18, 2024, PharmaCorp closed the second and final tranche of the Offering whereby the Company issued 20,318,354 common shares at a price of \$0.40 per share for gross proceeds of \$8,127,342.

With the two tranches of Offering above, the Company issued a total of 72,312,500 common shares at a price of \$0.40 per share for total gross proceeds of \$28,925,000, before deducting the agent's fees and estimated offering expenses.

ACQUISITIONS

On June 5, 2024, PharmaCorp acquired a 75% interest in the issued and outstanding common shares of SFP.

SFP is a pharmacy that commenced operations in 2014. SFP offers prescription drug and custom compounding specialization services, weight loss and lifestyle management solutions, including health and wellness products and common convenience and confectionary product to its customers.

The consideration paid consisted of 2,730,075 shares with a total fair value of \$1,092,030. The purchase price was subject to certain adjustments which included a net asset value adjustment and an adjustment based on the repayment of the Long-Term Debt, before the acquisition date. In addition, a contingent consideration was included, that made the SFP's selling shareholders eligible to receive an earnout, on a pro rata basis, payable in cash or shares in PharmaCorp, on the basis of the normalized EBITDA exceeded the 2023 normalized EBITDA for the one (1) year period beginning September 1, 2023 and ending August 31, 2024.

On August 30, 2024, PharmaCorp acquired a 90% interest in a pharmacy located in Western Canada (the "Acquired Pharmacy"). The aggregate purchase price of \$2,207,170 for the 90% interest, paid in cash. The purchase price is subject to certain adjustments which includes a net asset value adjustment.

Non-controlling interests were estimated at \$100,324 at the date of acquisition, based on their proportionate interest in the recognized amounts of the assets and liabilities of the Acquired Pharmacy.

Due to the complexity associated with the valuation process and short period of time between the acquisition date and the period end, the identification and measurement of the assets acquired, liabilities assumed and the measurement of consideration is provisional and subject to adjustment on completion of the valuation process and analysis of resulting tax effects. Management will finalize the accounting for the acquisition no later than one year from the date of the respective acquisition date and will reflect these adjustments retrospectively as required under IFRS 3. Differences between these provisional estimates and the final acquisition accounting may occur and these differences could have a material impact on the Company's future financial position and results of operations.

SELECTED FINANCIAL INFORMATION & SUMMARY OF QUARTERLY RESULTS

	Three months ended September 30, 2024	Three months ended June 30, 2024	Three months ended March 31, 2024	Three months ended December 31, 2023
Financial Results				
Sales	\$ 1,104,423	\$ 291,416	\$ -	\$ -
Cost of sales	688,999	192,752	-	-
Gross profit	415,424	98,664	-	-
Operating expenses				
Depreciation	75,883	22,428	-	-
General and Administrative	105,357	62,649	223	157
Share-based payment expense	731,385	-	-	-
Professional fees	254,188	533,889	225,866	242,194
Interest on long term debt	6,223	2,088	-	-
Salaries, wages and benefits	364,034	84,685	-	-
Loss from operations	(1,121,646)	(607,075)	(226,089)	(242,351)
Other income (expense)				
Interest expense	(7,430)	(2,297)	-	-
Rental Income	1,200	-	-	-
Interest income	151,083	15,047	23,620	26,159
Net loss before income taxes	\$ (976,793)	\$ (594,325)	\$ (202,469)	\$ (216,192)
Net loss for the period	\$ (977,621)	\$ (594,076)	\$ (202,469)	\$ (216,192)

	Three months ended September 30, 2023	Three months ended June 30, 2023	Three months ended March 31, 2023	Three months ended December 31, 2022
Financial Results				
Sales	\$ -	\$ -	\$ -	\$ -
Cost of sales	-	-	-	-
Gross profit	-	-	-	-
Operating expenses				
Depreciation	-	-	-	-
General and Administrative	111	183	173	83
Professional fees	129,414	95,200	110,528	24,080
Interest on long term debt	-	-	-	-
Salaries, wages and benefits	-	-	-	-
Loss from operations	(129,525)	(95,383)	(110,701)	(24,163)
Other income (expense)				
Government assistance	-	-	-	-
Interest expense	-	-	-	-
Interest income	28,662	26,275	26,437	21,576
Net loss before income taxes	\$ (100,863)	\$ (69,108)	\$ (84,264)	\$ (2,587)
Net loss for the period	\$ (100,863)	\$ (69,108)	\$ (84,264)	\$ (2,587)

Sales

For the three and nine months ended September 30, 2024, the Company's sales were \$1,104,423 and \$1,395,839 respectively (2023: \$nil), relating to the operations of 2 pharmacies after acquisition. This consists of sales from prescription medication, over-the-counter medication, and general merchandise.

Cost of Sales

For the three and nine months ended September 30, 2024, the Company's cost of sales were \$688,999 and \$881,751 respectively (2023: \$nil), relating to the operations of 2 pharmacies after acquisition. Cost of sales, as a percentage of sales, were 62% and 63% respectively, corresponding to cost of materials.

Gross Profit

For the three and nine months ended September 30, 2024, the Company's gross profit was \$415,424 and \$514,088 respectively (2023: \$nil), with margins of 38% and 37% respectively, relating to the operations of 2 pharmacies after acquisition.

Depreciation

For the three and nine months ended September 30, 2024, the Company's depreciation expense was \$75,883 and \$98,311 respectively (2023: \$nil), relating to the intangible assets, right-of-use assets, and fixed assets acquired on acquisitions.

General and Administrative

For the three and nine months ended September 30, 2024, the Company's general and administration was \$105,357 and \$168,229 respectively (2023: \$111 and \$467 respectively), related to operations of 2 pharmacies after acquisition and increased IT expenses as a result of one-time set up costs.

Share-based Payment Expense

For the three months and nine months ended September 30, 2024, the Company's share-based payment expense was \$731,385 (2023: \$nil), estimated using the Black-Scholes method.

Professional Fees

For the three months and nine months ended September 30, 2024, the Company's professional fees were \$254,188 and \$1,013,944 respectively (2023: \$129,414 and \$335,141 respectively), primarily due to audit, and legal fees related to the closing of the Qualifying Transaction.

Interest on long-term debt

For the three and nine months ended September 30, 2024, the Company's interest on long-term debt expense was \$6,223 and \$8,311 respectively (2023: \$nil), relating to the debt acquired on June 5, 2024.

Salaries, wages and benefits

For the three and nine months ended September 30, 2024, the Company's salaries, wages and benefits expense was \$364,034 and \$448,719 respectively (2023: \$nil), relating to the operations of 2 pharmacies after acquisition.

Interest expense

For the three and nine months ended September 30, 2024, the Company's interest expense was \$9,098 and \$10,797 respectively (2023: \$nil), relating to the accretion of the lease liabilities acquired on 2 acquisitions.

Interest income

For the three and nine months ended September 30, 2024, interest income was \$151,083 and \$189,749 respectively (2023: \$26,275 and \$52,712 respectively), for interest earned on the cash balance.

SUMMARY OF QUARTERLY RESULTS

The following table highlights revenue, cash used in operating activities, net income (loss) and earnings (loss) per share for the twenty-four most recently completed months, and quarters ended September 30, 2024, June 30, 2024, March 31, 2024, December 31, 2023, September 30, 2023, June 30, 2023, March 31, 2023, December 31, 2022.

	Three months ended September 30, 2024	Three months ended June 30, 2024	Three months ended March 31, 2024	Three months ended December 31, 2023
Revenue	\$ 1,256,706	\$ 306,463	\$ 23,620	\$ 26,159
Expenses	<u>2,234,327</u>	<u>900,539</u>	<u>226,089</u>	<u>242,351</u>
Net income (loss) income for the period	(977,621)	(594,076)	(202,469)	(216,192)
Income (loss) per share basic & diluted	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
	Three months ended September 30, 2023	Three months ended June 30, 2023	Three months ended March 31, 2023	Three months ended December 31, 2022
Revenue	\$ 28,662	\$ 26,275	\$ 26,437	\$ 21,576
Expenses	<u>129,525</u>	<u>95,383</u>	<u>110,701</u>	<u>24,163</u>
Net income (loss) income for the period	(100,863)	(69,108)	(84,264)	(2,587)
Income (loss) per share basic & diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>

CASH FLOWS

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Cash flow from (used) in:		
Operating activities	\$ (989,593)	\$ (229,494)
Investing activities	(2,010,791)	-
Financing activities	<u>27,435,211</u>	<u>27,840</u>
Net increase (decrease) in cash	24,434,827	(201,654)
Cash, beginning of period	<u>2,241,761</u>	<u>2,733,379</u>
Cash, end of period	\$ 26,676,588	\$ 2,531,725

Operating activities

During the nine months ended September 30, 2024, cash used by operating activities was \$989,593 compared to \$229,494 for the nine months ended September 30, 2023. The change in cash flow provided by operating activities year over year was due primarily increased professional fees surrounding the Company's recent developments with the acquisition of pharmacies and its public offering, granting of stock options and partially offset by pharmacy operations.

Investing activities

During the nine months ended September 30, 2024, cash used by investing activities was \$2,010,791 compared to \$nil for the nine months ended September 30, 2023. The change in cash flow used by investing activities year over year was due to the cash required for the acquisition in Western Canada.

Financing activities

During the nine months ended September 30, 2024, cash provided by financing activities was \$27,435,211 compared to \$27,840 for the nine months ended September 30, 2023. The change in cash flow provided by financing activities year over year was due to the first and second tranches of the Offering.

SHARE CAPITAL

[a] Authorized

The Company is authorized to issue the following:

- Unlimited number of common shares of the Company (“**Common Shares**”) without nominal or par value.
- Unlimited number of voting preferred shares without par value.

[b] Issued

At September 30, 2024, the Company had 116,953,575 Common Shares issued and outstanding. 20,000,000 common shares were held in escrow until completion of the Qualifying Transaction. 25% of these escrowed Common Shares have been released on the issuance of the final exchange bulletin and an additional 25% will be released on the dates 6 months, 12 months and 18 months following the initial release.

[c] Stock Options

The Company has a stock option plan that provides for the issuance of options to eligible persons. On May 16, 2022, the Company granted 4,000,000 options to directors and officers. The option price under each option granted must be no less than the discount market price as defined by the Exchange. The term of the options are 10 years, and the directors determine the vesting period.

On July 18, 2024, the Company granted 3,850,000 options to directors and officers. The option price under each option granted must be no less than the discount market price as defined by the Exchange. The term of the options are 10 years, and the directors determine the vesting period.

The maximum number of outstanding options must be no more than 10% of the issued and outstanding shares at any point in time. Any Common Shares acquired pursuant to the exercise of options prior to the completion of a Qualifying Transaction must be deposited in escrow and will be subject to escrow until a final exchange bulletin is issued. See SEDAR+ filings for further information on stock options.

[d] Warrants

The Company has a warrant plan with the IPO Agent to grant warrants upon the closing of the IPO. On May 16, 2022, the Company granted 2,000,000 warrants at a price of \$0.10 per Common Share, which may be exercised for a period of two years from the closing date of the IPO. During the fiscal period 2023, 278,400 warrants were exercised. As at September 30, 2024, there are no warrants outstanding, as 1,632,600 warrants were exercised and 89,000 warrants expired.

SEGMENTED RESULTS

A segment is a component of the Company for which separate discrete financial information is available for evaluation by the chief operating decision makers of the Company.

Previous to June 5, 2024, the Company had one operating segment being the Company as a whole. As of June 5, 2024, the Company operates one operating segment which pertains to its non-wholly owned pharmacies. While the 'corporate' financial information is disclosed separately in the table below, it does not represent an operating segment. Instead, it is provided to facilitate reconciliation of the financial information related to the non-wholly owned pharmacies with the Company's total financial information.

	Nine months-ended		Change	
	September 30, 2024	September 30, 2023	\$	%
Sales				
Non-wholly owned pharmacies	\$ 1,395,839	\$ -	\$ 1,395,839	100%
Corporate	-	-	0	-
Total	1,395,839	-	1,395,839	100%
Cost of sales				
Non-wholly owned pharmacies	881,751	-	881,751	100%
Corporate	-	-	0	-
Total	881,751	-	881,751	100%
Gross profit				
Non-wholly owned pharmacies	514,088	-	514,088	100%
Corporate	-	-	0	-
Total	514,088	-	514,088	100%
Operating expenses				
Non-wholly owned pharmacies	506,140	-	506,140	100%
Corporate	1,233,213	335,608	897,605	267%
Total	1,739,353	335,608	1,403,745	418%
Gain(Loss) from operations				
Non-wholly owned pharmacies	7,947	-	7,947	100%
Corporate	(1,233,213)	(335,608)	(897,605)	267%
Total	(1,225,265)	(335,608)	(889,657)	265%

	Three months-ended		Change	
	September 30, 2024	September 30, 2023	\$	%
Sales				
Non-wholly owned pharmacies	\$ 1,104,423	\$ -	\$ 1,104,423	100%
Corporate	-	-	-	-
Total	1,104,423	-	1,104,423	100%
Cost of sales				
Non-wholly owned pharmacies	688,999	-	688,999	100%
Corporate	-	-	-	-
Total	688,999	-	688,999	100%
Gross profit				
Non-wholly owned pharmacies	415,424	-	415,424	100%
Corporate	-	-	-	-
Total	415,424	-	415,424	100%
Operating expenses				
Non-wholly owned pharmacies	375,343	-	375,343	100%
Corporate	432,181	129,525	302,656	234%
Total	807,524	129,525	677,999	523%
Gain(Loss) from operations				
Non-wholly owned pharmacies	40,081	-	40,081	100%
Corporate	(432,181)	(129,525)	(302,656)	234%
Total	(392,100)	(129,525)	(262,575)	203%

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2024, the Company had cash of \$26,676,588 (September 30, 2023 - \$2,531,725) and working capital of \$26,652,657 (September 30, 2023 - \$2,490,519). The Company's cash was primarily derived from the issuance of 72,312,500 Common Shares for gross proceeds of \$28,925,000, less amounts paid for costs relating to the closing of its first and second tranches of the Offering.

CAPITAL MANAGEMENT

The Company's capital consists of share capital. The Company's objective for managing capital is to maintain sufficient capital to identify, evaluate and complete an acquisition or other transaction.

The Company sets the amount of capital in relation to risk and manages the capital structure and makes adjustments to it in light of changes to economic conditions and the risk characteristics of the underlying assets.

The Company's objectives when managing capital are:

- i. to maintain a flexible capital structure, which optimizes the cost of capital at acceptable risk; and,
- ii. to maintain investor, creditor and market confidence in order to complete future acquisitions and sustain the future development of the business.

The Company is not subject to any externally or internally imposed capital requirements at period-end apart from the requirements of the Exchange.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Company, as part of its operations, carries financial instruments consisting of cash, accounts receivable, due to related parties, accounts payable and accruals and long-term debt. It is management's opinion that the Company is not exposed to significant credit, interest, or currency risks arising from these financial instruments except as otherwise disclosed.

Fair values measurement

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: unobservable inputs for the asset or liability.

The Company's financial instruments include cash, accounts receivable, due to related parties, accounts payable and accruals and long-term debt. All financial assets and liabilities of the Company are carried at amortized cost which approximates fair value due to their short-term nature.

Market risk

Market risk is the risk that changes in market prices – e.g., foreign exchange rates, interest rates and commodity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

i) Foreign exchange rates

The Company does not have assets or liabilities in a foreign currency and therefore is not exposed to foreign currency risk.

ii) Interest rate risk

The debt carries fixed rate of interest therefore there is no interest rate risk on this loan.

iii) Commodity risk

The Company is not exposed to commodity risk.

Credit risk

Credit risk is the risk that the Company's counterparties will fail to meet their financial obligations to the Company, causing a financial loss. Accounts receivable are primarily generated by the Company's subsidiary, SFP, which arise with respect to prescription sales billed to insurance companies and third-party drug plans and, as a result, collection risk is low. There is no concentration of balances with debtors in the remaining accounts receivable. The Company does not consider its credit risk to be material. The Company does not record an expected credit loss ("ECL") as there have been no historical issues with collections.

The table below provides an analysis of the age of accounts receivable from invoice date, which are not considered impaired.

	September 30, 2024	December 31, 2023
0-30 days	\$ 221,409	\$ -
31-60 days	798	-
Greater than 61 days	309	-
Gross receivables	222,516	-
Less allowance for expected credit losses	-	-
	<u>\$ 222,516</u>	<u>\$ -</u>

Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its obligations relating to its financial liabilities. The Company's accounts payable and accrued liabilities are due in 30 days. Most of the liabilities noted below were assumed in the acquisition of pharmacies. The Company is obligated to the following contractual maturities of undiscounted cash flows as at September 30, 2024:

September 30, 2024	Less than 1 year	1 year to 3 years	3 years to 5 years	Greater than 5 years	Total
Accounts payable and accruals	\$ 492,157	\$ -	\$ -	\$ -	\$ 492,157
Long-term debt (undiscounted)	75,412	150,824	150,824	35,412	412,472
Lease (undiscounted)	105,006	214,977	223,252	152,403	695,639
Total	<u>\$ 672,575</u>	<u>\$ 365,801</u>	<u>\$ 374,076</u>	<u>\$ 187,815</u>	<u>\$ 1,600,268</u>

Other risk factors

Planned operations will expose the Company to a variety of financial risks that arise as a result of its operating and financing activities:

Retail Pharmacy Industry is Highly Competitive - Pharmacy retail businesses compete with other drugstore chains, supermarkets, online and other discount retailers, independent pharmacies, membership clubs, convenience stores and mass merchants. Many of the Company's competitors will have longer operating histories, larger customer bases, greater experience and more extensive commercial relationships, and greater financial, technical, marketing and other resources than the Company. The Company will also face competition from other retail health care clinics, as well as other mail order pharmacies.

Retail Pharmacy Industry is Highly Regulated - Pharmacies in Canada are subject to numerous federal and provincial governmental regulations and licensing requirements and the Company will operate in an environment in which regulation and government funding via pharmacare plans can and may continue to play a key role. Non-compliance with any existing or proposed laws or regulations, particularly those that provide for the licensing and conduct of pharmacies, the licensing and conduct of pharmacists, the regulation, ownership and operation of pharmacies, the advertising of pharmacies and prescription services, the provision of information concerning prescription drugs, the distribution, pricing and sale of prescription drugs, privacy matters and restrictions or prohibitions on manufacturer allowance funding, could result in civil or regulatory proceedings, fines, penalties, injunctions, recalls or seizures, any of which may impact the Company's results of operations or financial position.

Supply Chain Issues - The loss or disruption of supply arrangements for any reason, including for issues such health epidemics or pandemics, labor disputes, loss or impairment of key manufacturing sites, inability to procure sufficient raw materials, quality control issues, ethical sourcing issues, a supplier's financial distress, natural disasters, civil unrest or acts of war or terrorism, trade sanctions or other external factors, could interrupt product supply.

Product Liability Claims and Recalls - Pharmacy retail businesses could be adversely impacted by the supply of defective or expired products, including the infiltration of counterfeit products into the supply chain, errors in re-labeling of products, product tampering, product recall and contamination or product mishandling issues. Furthermore, a disruption in business operations could occur as a result of contamination of drugs, a failure to maintain necessary shipment and storage conditions, errors in mail order processing, the unavailability of prescription drugs provided by suppliers, labor disruptions or other unanticipated disruptions, among other factors. Such disruption could reduce the Company's ability to process and dispense prescriptions and provide products and services to customers.

Changes in Reimbursement Programs, Prescription Drug Pricing and Commercial Terms - The Company will be reliant on prescription drug sales for a substantial portion of its sales and profits. Prescription drugs and their sales are subject to numerous federal,

provincial, territorial and local laws and regulations. Changes to these laws and regulations, or non-compliance with these laws and regulations, could have a material adverse impact on the Company's business, sales and profitability.

Scaling the sales and marketing team – The Company's ability to achieve significant growth in future revenue will largely depend upon the effectiveness of its sales and marketing efforts. The Company has invested and intends to continue to invest in expanding its sales force but there is no assurance that the intended expansion will occur or will be successful.

Key Employees - The success of the Company is largely dependent on the performance of its key employees and directors. The failure to retain key employees and directors and to attract and retain additional key employees with the necessary skills could have a material adverse impact upon the Company's growth and profitability. There can be no assurance that the Company will be successful in attracting and retaining such personnel and the departure of any of the members of the Company's executive team or key directors could have a material adverse effect on the Company's business, results of operations and financial condition.

Profitability and Growth - There can be no assurance that the Company's business and growth strategy will be successful. The Company's future operating results will depend on a number of factors, including; marketing, contracts with third parties, third party licenses, customer service and response to changing markets. There can be no assurance that the Company will be able to effectively manage its growth, and any failure to do so could have a material adverse effect on the Company's business, financial condition, liquidity and operations.

Third Party Licenses – The Company relies on licenses from third parties. There can be no assurance that these third-party licenses will continue to be available to the Company on commercially reasonable terms. The loss of, or inability to maintain, any of these licenses, may result in delays or reductions in products, which could materially adversely affect the Company's business, results of operations and financial condition.

OFF-BALANCE SHEET ARRANGMENTS

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

TRANSACTIONS BETWEEN RELATED PARTIES

During the three and nine months ended September 30, 2024, the Company received \$104,137 from PharmaChoice (2023 - \$nil) which includes rebates and reimbursements, less membership fees and other expenses.

During the three and nine months ended September 30, 2024, the Company incurred director and committee fees of \$7,250 (2023 - \$nil). No compensation was paid to key management personnel during the three and nine months ended September 30, 2024, and 2023.

The amounts owed by the Company to PharmaChoice as at September 30, 2024 is \$nil (December 31, 2023 - \$nil).

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of these condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the interim consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The impacts of such estimates are pervasive throughout these condensed interim consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Note 2 and 3 to the Company's interim financial statements as at September 30, 2024 contains a description of the accounting policies, judgements, estimates and assumptions that are considered significant.

SUBSEQUENT EVENTS

On September 25, 2024, the Company announced that it has entered into an agreement to acquire a 100% interest in a pharmacy located in Atlantic Canada. The aggregate purchase price for the 100% interest is \$15,377,013 and was funded from cash on hand and shares.

On October 2, 2024, the above acquisition was completed subject to satisfaction of customary closing conditions.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR+ website www.sedarplus.ca

Forward Looking Statement Advisory

This MD&A contains certain forward looking statements and forward looking information (collectively referred to herein as "forward looking statements) " within the meaning of applicable Canadian securities laws. All statements other than statements of present or historical fact are forward looking statements. Forward looking information is often, but not always, identified by the use of words such as "could", "should", "can", "anticipate", "expect", "believe", "will", "may", "projected", "sustain", "continues", "strategy", "potential", "projects", "grow", "take advantage", "estimate", "well positioned" or similar words suggesting future outcomes. In particular, this MD&A may contain forward looking statements relating to future opportunities and business strategies.

The forward looking statements regarding the Company are based on certain key expectations and assumptions of the Company concerning anticipated financial performance, business prospects and strategies. Although management of the Company consider these assumptions to be reasonable based on information currently available to them, they may prove to be incorrect.

By their very nature, forward looking statements involve inherent risks and uncertainties (both general and specific) and risks that forward looking statements will not be achieved. Undue reliance should not be placed on forward looking statements, as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations and anticipations, estimates and intentions expressed in the forward looking statements, including among other things: general economic and market factors, including business competition, changes in government regulations or in tax laws; as well as those factors detailed from time to time in the Company's interim and annual financial statements and management's discussion and analysis of those statements. Readers are cautioned that the foregoing list is not exhaustive.

The forward looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward looking statements included in this MD&A are made as of the date of this MD&A and the Company does not undertake and is not obligated to publicly update such forward looking statements to reflect new information, subsequent events or otherwise unless so required by applicable securities laws.