

Management's Discussion and Analysis of

## **ALUULA COMPOSITES INC.**

For the three and nine months ended July 31, 2024 and 2023

## NOTICE

The following management discussion and analysis ("MD&A") provides information concerning Aluula Composites Inc.'s (the "Company") financial condition for the three and nine months ended July 31, 2024 and 2023. This MD&A should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements for the three and nine months ended July 31, 2024 and 2023 (the "Interim Consolidated Financial Statements") and the Company's audited consolidated financial statements and notes thereto for the years ended October 31, 2023 and 2022 (the "Consolidated Financial Statements"). Additional information related to the Company is available on the Company's website [www.aluula.com](http://www.aluula.com) and on [sedarplus.ca](http://sedarplus.ca).

This MD&A was prepared by the Company's management and was approved by the board of directors on September 25, 2024. All amounts are in Canadian dollars unless otherwise stated.

## DEFINITIONS

In this document, the terms "we", "us", "our", and "Company" refer to ALUULA Composites Inc. on a consolidated basis. "ALUULA" refers to the standalone entity ALUULA Composites Inc., and "Ocean Rodeo" refers to the standalone entity Ocean Rodeo Sports Inc.

"2022" and future years refer to our fiscal years, which run from November 1 to October 31. Any references to a calendar year or other period will be noted as such.

The term "Consolidated Financial Statements" refers to the Company's audited consolidated financial statement for the years ended October 31, 2023 and 2022 unless indicated otherwise.

The term "brand partners" does not refer to formal partnerships with our customers. The term refers to marketing relationships with our customers who use ALUULA's technology as a brand ingredient in their products.

Other capitalized terms in this document are defined at the time of their first use.

This document contains trademarks and trade names associated with the Company and are referred to without the TM symbol. However, these trademarks and trade names are the property of their respective owners.

## FORWARD-LOOKING INFORMATION

Certain statements contained in this MD&A are forward-looking and may constitute "forward-looking information" within the meaning of applicable securities legislation. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "expect" or "believe" used by any of the Company's management are intended to identify forward-looking statements. Such statements reflect the Company's forecasts, estimates and expectations as they relate to the management's current views based on their experience and expertise with respect to future events and are subject to certain risks, uncertainties, and assumptions. Many factors could cause the Company's actual results, performance, or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. There can be no assurance that it will be completed as proposed or completed at all. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments unless required by law.

## COMPARATIVE INFORMATION

Unless indicated otherwise, all comparative figures for the three and nine months ended July 31, 2024, are referring to the results for the three and nine months ended July 31, 2023.

## ACCOUNTING FRAMEWORK

The Company's Interim Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") using the accounting policies described in Note 3 of those Interim Consolidated Financial Statements.

This MD&A may make reference to certain non-IFRS measures. These measures are not recognized measures under IFRS, and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS.

## ACCOUNTING ESTIMATES AND ASSUMPTIONS

Management is required to make estimates, judgements and assumptions in preparation of the Interim Consolidated Financial Statements in accordance with IFRS. These estimates affect the reported amounts of assets and liabilities at the date of the Interim Consolidated Financial Statements, and the amounts of reported revenue and expenses during the reporting period.

## ROUNDING AND PERCENTAGES

Rounded numbers are used throughout this MD&A, with all year-over-year percentage changes calculated in whole dollar amounts.

## COMPANY AND INDUSTRY OVERVIEW

### COMPANY STRUCTURE

ALUULA was incorporated on July 18, 2019 under the British Columbia Business Corporations Act. On October 31, 2022, ALUULA acquired all the outstanding shares of Ocean Rodeo, a company incorporated on January 12, 2001 under the British Columbia Business Corporations Act. Both legal entities are domiciled in Victoria, BC Canada with registered offices at 300 - 4240 Glanford Avenue where most of its management and staff are located.

On April 14, 2023, Bastion Square Partners Inc. ("BSP"), a Canadian company previously listed on the TSX Venture exchange under the symbol BASQ.P, acquired all the outstanding shares of ALUULA by way of a three-cornered amalgamation with BSP changing its name to Aluula Composites Inc. and ALUULA changing its name to Aluula Composites Canada Inc. The transaction was accounted for as a Reverse Takeover ("RTO") and the resulting financial statements are presented as a continuance of ALUULA (accounting acquirer), and comparative figures presented in the consolidated financial statements are those of ALUULA.

In 2019, Ocean Rodeo's founders invented the ALUULA process to gain a competitive advantage in the windsport industry. At the time, all market competitors used the same input materials to manufacture kites and wings and leveraged marketing budgets to differentiate their brands. Ocean Rodeo was first to field test products manufactured with ALUULA materials and successfully demonstrated their superior performance resulting in an increase in demand across windsport brands for ALUULA materials.

ALUULA has undergone significant evolution since 2019, broadening its product range from one to approximately fifty materials. Additionally, ALUULA expanded the number of commercialized windsport brands featuring ALUULA materials from one to sixteen, with current and ongoing growth.

During this evolution, ALUULA identified that its materials' unique properties benefit products in markets beyond windsport, creating an opportunity to expand its strategy to the broader performance outdoor market.

To successfully execute this updated strategy and eliminate a perceived conflict of interest with its growing list of windsport brands, the Company's board of directors approved a mandate to sell specific assets used in the Ocean Rodeo business and discontinue its operations on April 29, 2024. Accordingly, Ocean Rodeo's operations have been accounted for under "IFRS 5 - *Non-current assets held for sale and discontinued operations*" in the Interim Consolidated Financial Statements.

On August 1, 2024, Aluula Composites Inc. was amalgamated with its wholly owned subsidiary Aluula Composites Canada Inc. The amalgamation was completed to simplify the organizational structure. The newly amalgamated entity will carry on business under the legal name Aluula Composites Inc.

## CORE BUSINESS

### **ALUULA**

ALUULA's core business is the development, assembly, and sale of a broad range of composite materials to globally recognized industry partner brands within a variety of markets. ALUULA's primary sales channels are Performance Outdoor and Commercial Industrial.

The Performance Outdoor channel encompasses a number of vertical markets including but not limited to windsport, pack and bag, tents, bike accessories, and outdoor safety and survival. The Commercial Industrial channel encompasses customers purchasing materials for industrial use in large scale structures and applications.

ALUULA leverages a patented process to fuse high tech fibers and technical coatings together at a molecular level without the use of heavy glues. Compared to conventional coated and laminated woven fabrics, ALUULA's products are lighter, stronger, more durable and UV resistant than incumbent materials and recycle-ready at the end of their useful life.

ALUULA's most mature market is the windsport market, within the Performance Outdoor channel, where its ALUULA Gold™ ("Gold") product has successfully displaced Dacron as the leading material used in manufacturing premium priced kites and wings. With Gold materials demonstrating clear competitive advantages on weight and durability compared to incumbent materials, ALUULA realized that its process supports the production of a variety of soft composite materials capable of disrupting markets beyond windsport. While the windsport market has generated the majority of ALUULA's sales to date, customer inquiries from various industries have helped the Company understand that its materials have strong potential in markets that are significantly larger than windsport.

During fiscal 2023 ALUULA expanded its sales pipeline and onboarded additional customers in the Performance Outdoor channel. Working in partnership with these customers to successfully replace incumbent materials, ALUULA developed additional products including ALUULA Durylte™ ("Durylte"), and ALUULA Graflyte™ ("Graflyte"). The Durylte product is ideal for use in applications where abrasion resistance and extreme toughness are critical, for example in inflatable rafts. The Graflyte product is waterproof, UV resistant, and puncture resistant. This fabric is ideal for use in applications where lightness and strength are important, for example with ultralight packs.

ALUULA's commercialization process involves multiple steps in partnership with its customers and progressing from initial contact through to final product launch can be time consuming to help ensure the launch is successful. After the market demand and potential customer is validated, the process starts with a needs analysis where ALUULA gathers information on what product characteristics are important to the customer. This is followed by collaboration with brands on product development, advising on ideal

manufacturing techniques and field testing. Once field testing has successfully concluded, ALUULA works with the brand and/ or their manufacturer to launch full scale commercialization. Upon the completion of commercialization, brands then launch their products in-market. Although this long sales cycle results in delayed revenue, it is essential for ALUULA to help ensure successful long-term customer and brand relationships where the unique ALUULA materials are constructed into high value products.

## THIRD QUARTER IN REVIEW

### *Strategic refocus*

During the second quarter ending April 30, 2024, the Company finalized its updated strategic plan lead by its incoming President and now CEO. A foundational component to the strategic plan was the decision to focus Company assets and resources on areas with the highest growth potential. This focus has resulted in the following action items:

- Discontinue Ocean Rodeo operations to enable Aluula to capitalize on its growing leadership position as a preferred input material supplier to a growing number of high-performance kite and wing brands without any perceived conflict of interest.
- Identify assets that are not core to ALUULA's business and where possible seek buyers for those assets.
- Create a patent roadmap highlighting key patents and trade secrets required to support ALUULA's competitive position while divesting of those patents that no longer align with the strategic plan.
- Restructure the organization and team to support the Company's evolution and future growth.

During the third quarter ending July 31, 2024, the Company made the following progress against those action items:

- Continued with the divestiture of Ocean Rodeo assets, including negotiating the transfer of design related intellectual property ("IP") to brand partner Boards & More, owners of windsport brand Duotone, in exchange for an exclusive license of a custom software database of composite materials and information.
- Sold underutilized engineering equipment to finance the purchase of no sew welding machinery. This acquisition will support the Company's in-house capabilities for continued development and expansion of no sew manufacturing techniques used in the construction of ALUULA's next generation products.
- Identified non-core IP (non-core defined as not having progressed from a technical or commercial perspective and not being of strategic value for the future of the Company) and either allowed the IP to lapse without renewal or returned to the original inventors as required under the associated assignment and licensing agreements which reduces future recurring patent maintenance costs.

### *Performance Outdoor channel update*

- ALUULA continues to gain momentum in Performance Outdoor channel and increased sales by 58% and 26% for the three and nine months ending July 31 respectively compared to the same periods in the prior year.
- The Company is collaborating with ultra-light outdoor specialists Hyperlite Mountain Gear on a piece of mountain safety equipment that will launch in the fall of 2024.
- Aluula continues to work with industry leaders to field test spinnaker and gennaker sail applications, where light, strong and recyclable materials are highly valued.

### *Commercial Industrial channel update*

- ALUULA is building its sales pipeline within the Commercial Industrial channel with prospects moving into the prototype phase.
- ALUULA is engaged in a research and development project with Airseas, a company owned by K Line committed to decarbonising the maritime sector. Airseas is exploring the use of ALUULA's fabrics for the construction of an automated kite system as part of its Seawing project. This

project is working towards channeling wind power to tow cargo ships, reduce carbon emissions and lower fuel consumption.

#### *ALUULA team update*

The Company recruited the following team members to support its ongoing efforts in sales, marketing, sustainability and engineering:

- *Senior Account Manager* with extensive sales experience in the composite fabrics and technical materials space who will manage the growing sales pipeline within performance outdoor channel.
- *Marketing and Communications Lead* with over 9 years' experience in brand marketing specializing in public relations & communications working across sports, sustainability and social impact initiatives.
- *Principal Polymer Scientist* with a PhD in Chemistry from the University of Western Ontario, science-based innovation training from Simon Fraser University and VentureLab (Switzerland), and post-doctoral positions at the University of Victoria, Simon Fraser University and ETH Zurich. With over 14 years' experience in chemistry and polymer research & development, this new recruit will lead the Company's sustainability and engineering initiatives.

ALUULA has also initiated the formation of a Global Advisory Board, whose primary purpose is to advise on operational growth and efficiency, corporate and product strategy, and the transition into the circular economy. To date, the following individuals have agreed to join the Global Advisory Board:

- Alex Kutches brings significant experience in the outdoor market. Most recently, he served as President for Mystery Ranch backpacks, building the team to achieve four times growth in revenue prior to the company being acquired by Yeti. Alex joined the Company as an advisor and also under a short-term consulting contract as interim, part-time Chief Revenue Officer during the third quarter ending July 31, 2024 to oversee the evolution of ALUULA's sales strategy.
- Christophe Dardel brings experience as a global growth-based textiles and circular economy expert. Christophe is currently serving as the Director of Strategic Partnerships of AFYREN, a green chemistry company that offers the industry biobased, low-carbon products. Christophe previously served as President of DSM Dyneema.

#### LEGAL AND REGULATORY ENVIRONMENT

The Company is subject to the general business requirements of operating within Canada, particularly within British Columbia. This includes following applicable Employment Standards guidelines, employment tax rules, Workers Compensation regulations, Goods and Services Tax and Provincial Sales Tax requirements, and business licensing requirements.

Outside of Canada, the Company may be subject to import duties, tariffs, value-added taxes, and applicable Consumer Guarantee Law. The Company has no employees outside of Canada.

## FINANCIAL PERFORMANCE

The following table is a management level summary of the Company's financial results for the three and nine months ended July 31, 2024 and 2023 with relevant variance analysis below. Certain balances included in the July 31, 2023 financial results have been restated for comparative purposes, see Note 19 to the Interim Consolidated Financial Statements for details.

	For the three month period ended		For the nine month period ended	
	July 31 2024	July 31 2023	July 31 2024	July 31 2023
Sales	\$ 1,291,938	\$ 966,565	\$ 4,692,368	\$ 3,280,490
Cost of sales	804,148	632,082	2,741,400	2,236,347
Gross profit	487,790	334,483	1,950,968	1,044,143
Gross profit %	38%	35%	42%	32%
Operating expenses:				
Salaries and benefits	514,008	401,243	1,864,625	1,051,578
General and administrative	903,391	288,686	1,544,267	748,595
Marketing	39,960	37,426	183,660	91,176
Research and development	59,962	11,296	135,397	7,134
Share-based compensation	57,922	54,275	86,819	449,529
	1,575,243	792,926	3,814,768	2,348,012
Loss before interest, tax and amortization	(1,087,453)	(458,443)	(1,863,800)	(1,303,869)
Other income	3,636	39,528	763,812	153,468
Listing expense	-	-	-	(1,640,538)
Interest expense	(41,413)	(29,843)	(104,254)	(155,665)
Depreciation of property and equipment	(40,930)	(43,415)	(135,086)	(130,416)
Amortization of intangible assets	(66,621)	(65,629)	(199,316)	(196,886)
Loss before tax	(1,232,781)	(557,802)	(1,538,644)	(3,273,906)
Deferred tax recovery	17,642	116,016	71,410	168,387
Net comprehensive loss from continued operations	(1,215,139)	(441,786)	(1,467,234)	(3,105,519)
Net comprehensive income (loss) from discontinued operations	91,930	(92,094)	(649,307)	(1,205,657)
Net loss and comprehensive loss	\$ (1,123,209)	\$ (533,880)	\$ (2,116,541)	\$ (4,311,176)

**For the three month periods ended July 31, 2024 ("Q3 2024"), and July 31, 2023 ("Q3 2023"):**Sales

Q3 2024 sales were \$1,291,938 compared to \$966,565 during Q3 2023, which represents a 34% quarter over quarter increase.

Sales in both the Performance Outdoor and Commercial Industrial channels increased in Q3 2024 compared to Q3 2023. The Performance Outdoor reported a sales increase of 26% primarily due to ALUULA shipping commercial orders to customers in the pack and bag vertical market. ALUULA considers companies purchasing more than 1000 square meters of material as commercialized. The Commercial Industrial channel also reported increased sales in Q3 2024 compared to Q3 2023 as ALUULA fulfilled commercial orders within the airships vertical market and worked with customers on prototype products within the wind power vertical market. During Q3 2024 ALUULA achieved greater diversification of sales across its two primary channels increasing sales earned from its Commercial Industrial channel to 7% of total sales compared to 1% during Q3 2023.

Cost of sales and gross margin

Q3 2024 cost of sales increased to \$804,148 compared to \$632,082 in Q3 2023 while gross margin increased to 38% in Q3 2024 from 35% in Q3 2023.

During Q3 2024, ALUULA booked an adjustment to inventory following the discovery of a book to actual variance in raw input materials on hand which reduced gross margins by 5.5%. ALUULA has updated its processes and ERP system to ensure the accurate quantity of raw input materials are included in bills of material which track standard costing and raw material usage for each finished good SKU. If the inventory adjustment was excluded, gross margin for Q3 2024 would have been 43.5% which is in line with ALUULA's target gross margin range of 40%-45%.

Salaries and benefits

Salaries and benefits expense was \$514,008 in Q3 2024 compared to \$401,243 in Q3 2023 representing a quarter over quarter increase of \$112,765. This increase is due to the addition of individuals to new leadership roles that were not in place during Q3 2023 including a President & CEO, interim Chief Revenue Officer, and Director of Production.

General and administrative

General and administrative ("G&A") expense was \$903,391 in Q3 2024 compared to \$288,686 in Q3 2023 representing an increase of \$614,705. G&A expenses are comprised primarily of professional fees, rent, commercial insurance, bad debt provision, warranty costs, freight, bank charges and license fees paid for the Company's ERP system.

The quarter-over-quarter increase was primarily due to bad debt provisions recorded in Q3 2024 with an impact to G&A expense of \$531,897. The bad debt primarily relates to a specific account receivable from Ocean Rodeo's third-party manufacturing facility (the "OR Manufacturer") that purchased ALUULA material for use in the manufacturing of Ocean Rodeo's kites and wings. The write down of this account receivable is an unanticipated consequence of the decision to discontinue Ocean Rodeo's operations. While ALUULA continues to discuss options to manage the reduction in the account receivable with OR Manufacturer, the likelihood of collection is low.

Also contributing to the increase in G&A expense was the write off of approximately \$70,000 of raw input materials that did not pass quality control testing when utilized in the manufacturing of ALUULA finished good materials. ALUULA has revised processes around receipt and timing of inspection of raw input materials to mitigate the risk of this issue recurring.

Marketing

Marketing expense was \$39,960 in Q3 2024 which was consistent with the Q3 2023 expense of \$37,426. Q3 2024 marketing initiatives included an update to ALUULA's website.

Research and development ("R&D")

R&D expense was \$59,962 in Q3 2024 compared to \$11,296 in Q3 2023 representing a quarter over quarter increase of \$48,666. R&D expense for Q3 2024 was higher than Q3 2022 as ALUULA purchased raw input materials at the 1.5 meter width for use in testing of manufacturing methodologies at the wider width.

Share based compensation

Share based compensation was \$57,922 in Q3 2024 which was consistent with the Q2 2023 expense of \$54,275.

Other income

Other income was \$3,636 in Q3 2024 compared to \$39,528 in Q3 2023 representing a quarter over quarter decrease of \$35,892. The decrease is due to a reduction in licensing revenue in Q3 2024 compared to Q3 2023.

Interest expense

Interest expense for Q3 2024 was \$41,413 compared to \$29,843 for Q3 2023. Q3 2024 interest expense arose from the Company's \$1,000,000 promissory note outstanding with 0876991 B.C. Ltd., a related party. The Promissory Note bears interest at 12% and is repayable on January 1, 2025. Q3 2023 interest expense arose from ALUULA's borrowing facility at Scotia Bank that bore interest at a lower rate and was repaid prior to the end of Q3 2023.

Depreciation and Amortization

Depreciation and amortization expense for Q3 2024 was \$107,551 which is consistent with the Q3 2023 expense of \$109,044.

Deferred taxes

Deferred tax recovery for Q3 2024 was \$17,642 compared to \$116,016 in Q3 2023. The Q3 2023 deferred tax recovery was primarily due to the recognition of deferred tax assets resulting from tax loss carryforward while the Q3 2024 deferred tax recovery is due to a reduction in the deferred tax liability recognized as intangible assets are amortized for accounting purposes.

Net and comprehensive loss from discontinued operations

Net and comprehensive income from Ocean Rodeo's discontinued operations was \$91,930 in Q3 2024 compared to a net and comprehensive loss of \$92,094 in Q2 2023 representing a quarter over quarter increase in net and comprehensive income of \$184,024.

Q3 2024 sales decreased to \$223,685 compared to \$1,198,656 in Q3 2023 as a result of the strategic decision made at the end of Q2 2024 to hibernate Ocean Rodeo's operations.

Q3 2024 gross margins were 33% compared to 23% for Q3 2023. While Q3 2024 gross margins were 10% higher than Q3 2023, they lag expected range for normalized margins of 40% due to discounting of inventory sold on an "as is" basis. Q3 2023 gross margin were negatively impacted by the accounting treatment of ALUULA's October 31, 2022 acquisition of Ocean Rodeo. When ALUULA acquired Ocean Rodeo, accounting standards required that ALUULA value Ocean Rodeo's inventory on hand (the "Acquisition Inventory") at its fair market value, which was deemed to be the sales price for those finished goods. Therefore, as Acquisition Inventory is sold, it generates a zero margin (as the cost equals fair value which equals the sales price). Acquisition Inventory sold during Q3 2023 resulted in a negative impact to normalized margins of approximately 8%.

Q3 2024 G&A was a recovery of \$85,549 compared to an expense of \$37,611 during Q3 2023. This G&A recovery was a result of a \$92,254 reduction in previously recognized bad debt provision after Ocean Rodeo successfully worked with customers to collect aged accounts receivable. Excluding the reduction in bad

debt, G&A expense for Q3 2024 would still have been lower than Q3 2023 as operations were discontinued at the start of the third quarter.

The decision to discontinue operations is also the primary reason that Q3 2024 Salaries and Benefits and Marketing expenses were lower than Q3 2023. Despite hibernating operations at the start of Q3 2024, R&D expense was consistent with Q3 2023 primarily due to the final acquisition of kites designed with ALUULA materials to showcase to potential purchasers of Ocean Rodeo assets.

**For the nine month periods ended July 31, 2024 ("YTD Q3 2024"), and July 31, 2023 ("YTD Q3 2023"):**

Sales

YTD Q3 2024 sales were \$4,692,368 compared to \$3,280,490 during the YTD Q3 2023 period, which represents a 43% increase.

The increase in sales was due primarily to the Performance Outdoor channel. Within this channel, the windsport vertical market reported a 39% increase in sales as a growing number of brands commercialized kites and wings featuring ALUULA material. The pack and bag vertical market reported a 14x sales increase as customers moved from field testing and prototype production to commercial orders. The sailing vertical market reported a 181% increase in sales as customer purchased material to support prototype production and field testing.

Cost of sales and gross margin

YTD Q3 2024 cost of sales increased to \$2,741,400 compared to \$2,236,347 for YTD Q3 2023 and gross margin increased to 42% in YTD Q3 2024 from 32% in YTD Q3 2023.

The YTD Q3 2023 gross margin percentage was negatively impacted by a production slowdown due to a working capital shortage in Q1 2023. ALUULA did not face those same constraints in YTD Q3 2024 and margins for the period were within the current expected range of 40%-45%.

Salaries and benefits

Salaries and benefits expense was \$1,864,625 in YTD Q3 2024 compared to \$1,051,578 in YTD Q3 2023 representing an increase of \$813,047. Approximately \$390,000 of the increase relates to accrued restructuring payments and legal fees associated with the organizational changes implemented as part of ALUULA's strategic refocus as well as the addition of leadership roles in place during YTD Q3 2024 that were not in place during the same nine-month period in the prior year.

General and administrative

General and administrative ("G&A") expense was \$1,544,267 in YTD Q3 2024 compared to \$748,595 in YTD Q3 2023 representing an increase of \$795,672. G&A expenses are comprised primarily of professional fees, rent, commercial insurance, bad debt provision, warranty costs, freight, bank charges and license fees paid for the Company's ERP system.

YTD Q3 2024 G&A costs were significantly higher than YTD Q2 2023 due to bad debt provisions and raw material write off outlined earlier in this MD&A as well as additional costs incurred to engage an investor relations firm (contract ended at the end of July 2024) and the write off of patents no longer needed to support the Company's evolution and future growth.

Marketing

Marketing expense was \$183,660 in YTD Q3 2024 compared to \$91,176 in YTD Q3 2023 representing an increase of \$92,484. The increase in marketing expense was primarily due to the cost of sample materials sent to prospective customers met at various trade shows, as well as the cost to exhibit at the November 2023 ISPO trade show and April 2024 Tech Textil trade show, both held in Germany.

Research and development ("R&D")

R&D expense was \$135,397 in YTD Q3 2024 compared to \$7,134 in YTD Q3 2023 representing an increase of \$128,263. R&D expense was low at \$7,134 during the YTD Q3 2023 period as a result of

adjustments made to R&D inventory after a physical inventory count. R&D expense was higher in YTD Q3 2024 due to the purchased raw input materials at the 1.5 meter width for use in testing manufacturing methodologies at the wider width as well as the purchase and utilization of new raw input materials that the R&D team tests as they continue to refine and enhance ALUULA materials' properties and performance to meet customer needs.

Share based compensation

Share based compensation was \$86,819 in YTD Q3 2024 compared to \$449,529 in YTD Q3 2023 representing a decrease of \$362,710. Share-based compensation recognized YTD Q3 2023 was higher than YTD Q3 2024 due to the number of options granted during the period that vested immediately.

Other income

Other income was \$763,812 in YTD Q3 2024 compared to \$153,468 in YTD Q3 2023. The \$610,344 increase to other income is primarily due to the fair value adjustment and realized gain recorded on ALUULA's investment in Xlynx Materials Inc. ("Xlynx"). See Note 9 to the Interim Consolidated Financial Statements for additional information.

Listing expense

During YTD Q3 2023, the Company recognized a listing expense of \$1,640,538 associated with its April 2023 RTO as outlined in Note 4 to the Interim Consolidated Financial Statements. The listing expense was the deemed cost to the Company of obtaining its public listing on the TSX Venture Exchange and was calculated by subtracting the net assets of the Company acquired during the RTO by the deemed consideration paid for BSP's common shares.

Interest expense

Interest expense for YTD Q3 2024 was \$104,254 compared to \$155,655 for YTD Q3 2023. Interest expense was higher in YTD Q3 2023 due to the loan balance outstanding exceeding the balance during the YTD Q3 2024 period.

Depreciation and Amortization

Depreciation and amortization expense for YTD Q3 2024 was \$334,402 which was consistent with the YTD Q3 2023 expense of \$327,302.

Deferred taxes

Deferred tax recovery for YTD Q3 2024 was \$71,410 and is primarily due to a reduction in the deferred tax liability recognized as intangible assets are amortized for accounting purposes. YTD Q3 2023 deferred tax recovery of \$168,387 is due to the recognition of additional tax loss carryforwards during the period as outlined earlier in this MD&A.

Net and comprehensive loss from discontinued operations

Net and comprehensive loss from Ocean Rodeo's discontinued operations was \$649,307 in YTD Q3 2024 compared to \$1,205,657 in YTD Q2 2023 representing a decrease of \$556,350.

YTD Q3 2024 sales decreased by \$1,467,065 compared to YTD Q3 2023 due to a combination of sales declines in Q1 2024 as more windsport brands commercialized competitive products with ALUULA materials and management's decision to discontinue Ocean Rodeo's operations as outlined earlier in this MD&A.

YTD Q3 2024 gross margins were 22% while YTD Q3 2023 gross margins were 15%. Gross margins in YTD Q3 2024 were lower than normalized gross margins due to discounting of inventory sold on an "as is" basis. Gross margins in both fiscal year to date periods were also negatively impacted by the accounting treatment of ALUULA's October 31, 2022 acquisition of Ocean Rodeo. When ALUULA acquired Ocean Rodeo, accounting standards required that ALUULA value Ocean Rodeo's inventory on hand (the "Acquisition Inventory") at its fair market value, which was deemed to be the sales price for those finished

goods. Therefore, as Acquisition Inventory is sold, it generates a zero margin (as the cost equals fair value which equals the sales price). Acquisition Inventory sold during YTD Q3 2023 resulted in a negative impact to normalized margins of approximately 12%. Acquisition Inventory sold or written down during YTD Q3 2024 resulted in a negative impact to normalized margins of approximately 8%. YTD Q3 2024 gross margins were also impacted by approximately 8% due to the write down of inventory to net realizable value.

G&A increased from \$450,142 in YTD Q3 2023 to \$642,016 in YTD Q3 2024 as a result of the write down of accounts receivable and patents and trademarks to net realizable value. Other operating expenses decreased in YTD Q3 2024 compared to Q3 2023 as spending controls were implemented in light of Ocean Rodeo's sales decline and discontinued operations.

Other income recorded relates primarily to a SRED refund received.

## SUMMARY OF QUARTERLY RESULTS

The following table is a management level summary of the financial results of the Company for each of the three month periods ending:

	July 31, 2024 ("Q3 2024")	April 30, 2024 ("Q2 2024")	January 31, 2024 ("Q1 2024")	October 31, 2023 ("Q4 2023")	July 31, 2023 ("Q3 2023")	April 30, 2023 ("Q2 2023")	January 31, 2023 ("Q1 2023")	October 31, 2022 ("Q4 2022")
Sales *	\$ 1,291,938	\$ 1,403,151	\$ 1,997,279	\$ 881,198	\$ 966,565	\$ 1,598,392	\$ 715,532	\$ 693,150
Net and comprehensive income (loss) from continued operations	(1,215,139)	(369,680)	117,585	(356,710)	(411,411)	(2,169,631)	(494,102)	359,812
Net and comprehensive income (loss)	(1,123,209)	(764,360)	(228,972)	(844,251)	(533,880)	(2,612,145)	(1,165,151)	359,812
Loss per share basic and diluted **	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.02)	\$ (0.01)	\$ (0.00)

\* Restated for reclassification of shipping revenue and warranty expense as outlined in Note 19 to the Interim Consolidated Financial Statements. Excludes sales from discontinued operations.

\*\* Through the reverse takeover transaction described in Notes 1 and 4 to the Consolidated Financial Statements, the holders of common shares of Aluula received 16.05 common shares in the Company for each Aluula share held immediately prior to the amalgamation. All per share amounts presented in these tables have been adjusted to reflect this ratio.

	July 31, 2023	April 30, 2023	January 31, 2023	October 31, 2022
Sales - as originally reported	975,939	1,577,807	715,532	700,382
Restatement - shipping revenue	(9,374)	(11,223)	-	(7,232)
Restatement - warranty expense	-	31,808	-	-
Sales - restated	966,565	1,598,392	715,532	693,150

## Sales

Sales revenue for the fiscal 2022 year averaged approximately \$685,870 per quarter with sales during Q4 2022 exceeding the average at \$693,150.

Sales for the fiscal 2023 year averaged \$1,040,422 per quarter which represents a 52% increase over the fiscal 2022 average. Q1 2023 sales were the lowest during the fiscal year due to a working capital shortage that impacted ALUULA's ability to fulfill sales orders. With the completion of the RTO in April 2023, the Company's working capital supported the purchase of raw materials needed to fulfill sales orders resulting in a 124% increase to sales for the Q2 2023 period.

Year to date sales for fiscal 2024 are averaging \$1,564,123 per quarter, which represents a 50% increase over the fiscal 2023 average. ALUULA sales increased by \$1,114,972 in Q1 2024 compared to Q4 2023 due to existing windsport customers ordering more materials during the quarter, in addition to several new windsport brands purchasing materials to support product launches. Also contributing to the Q1 2024 increase in sales were approximately \$200,000 in material orders from new customers in the pack and bag vertical market.

The trend of decreasing sales from Q1 2024 to Q2 2024 aligned with budget and was due to the seasonality of purchase orders within the windsport vertical market. This seasonality of ordering was experienced in fiscal 2022 but masked in fiscal 2023 due to the Q1 2023 working capital shortage that impacted fulfillment timelines as outlined above.

Sales declined again from Q2 2024 to Q3 2024 due to the timing of receipt of orders from customers in the windsport vertical market as well as sales cycles taking longer than originally expected in new vertical markets. Longer sales cycles are materializing primarily due to additional time needed to collaborate with customers in new vertical markets on technical developments required to ensure ALUULA materials meet specifications and longer time periods needed to test prototype products prior to moving into commercial production.

#### Net and comprehensive loss from continued operations

The Company's net and comprehensive income for Q4 2022 was \$359,812 due to approximately \$600,000 of Other income recognized during the quarter. The Other income was generated from licenses fees and the cancellation of a lease liability attached to a license agreement.

The \$2,169,631 net and comprehensive loss for Q2 2023 included certain expenses incurred as a result of the Company's April 2023 RTO including a listing expense (\$1,640,538) and stock compensation expense (\$390,317). If those expenses were excluded, the adjusted net and comprehensive loss for Q2 2023 would have been \$138,776 (the "Adjusted Q2 2023 Net and Comprehensive Loss"). Q3 2023 and Q4 2023 net and comprehensive loss were higher than the Adjusted Q2 2023 Net and Comprehensive Loss due to a decline in quarterly sales which impacted gross profit and net and comprehensive loss reported.

The Company reported net and comprehensive income for Q1 2024 as both sales and gross margins increased while operating costs remained consistent. Q2 2024 net and comprehensive loss was impacted by the approximately \$390,000 in accrued restructuring costs associated with organizational changes and write downs associated with patents and trademark no longer needed to support the Company's growth. If these restructuring costs were excluded, the Company would have reported net and comprehensive income for the three months ended April 30, 2024.

Net and comprehensive loss was \$1,215,140 in Q3 2024 as sales and gross margins decreased for the three month period and the Company wrote off over \$700,000 in accounts receivables and raw input materials as outlined earlier in this MD&A.

#### Net and comprehensive loss

The net and comprehensive loss includes the net and comprehensive loss from both continued and discontinued operations. The decision to sell ALUULA materials to an increasing number of windsport brands had a negative impact on Ocean Rodeo's competitive advantage resulting in sales declines and ongoing quarterly net and comprehensive losses. The decision was made to discontinue Ocean Rodeo operations in Q2 2024 and as a result, its operating expenses were significantly reduced. The Company continued efforts to sell inventory in stock on an "as is" basis which combined with reduced operating costs has resulted in net income from discontinued operations for the Q3 2024 period.

**BALANCE SHEET ANALYSIS, LIQUIDITY, AND CAPITAL RESOURCES**

## ANALYSIS OF STATEMENT OF FINANCIAL POSITION

The following table presents selected information from the July 31, 2024 Interim Consolidated Financial Statements and the October 31, 2023 Consolidated Financial Statements, followed by a variance analysis below:

	July 31 2024	October 31 2023
<b>Selected assets</b>		
Cash and cash equivalents	\$ 1,154,935	\$ 773,368
Trade and other receivables	884,208	1,969,008
Inventory	1,326,482	1,560,222
Intangible assets	3,699,169	4,092,477
Investments	375,000	50,796
Goodwill	4,037,139	4,037,139
<b>Selected liabilities</b>		
Trade and other payables	1,239,478	983,311
Short-term loan from related party	1,000,000	-
Debt *	671,968	818,351
Lease obligations *	305,590	406,657

\* Current and long term debt and lease obligations combined for this analysis

Cash and cash equivalents

Cash and cash equivalents balance at July 31, 2024 was \$1,154,935, which is \$381,567 higher than the balance at the end of October 2023. The increase in cash is a result of the Company securing a \$1,000,000 short-term loan from a related party. Funds have been deployed to finance operations and working capital needs as the Company's planned production increases to meet forecasted order volumes and sales.

Trade and other receivables

Trade and other receivables decreased from \$1,969,008 at the end of October 2023 to \$884,308 at July 31, 2024. Under IFRS 5 - *Non-current assets held for sale and discontinued operations*, the Company is required to report Ocean Rodeo's trade and other receivable balance on the statement of financial position at July 31, 2024 under the caption "assets held for sale", without prior period restatement, which is the primary cause of the decrease. ALUULA's standalone trade and other receivable balance was \$1,429,491 at October 31, 2023 compared to \$884,208 at July 31, 2024. The \$545,283 decrease is primarily due to the write down of aged amounts receivable outlined earlier in this MD&A.

The Company's current account receivables comprise 68% of the balance owing (net of credit losses) while 3% or \$23,424 is over 90 days.

Inventory

Inventory balance as at July 31, 2024 was \$1,326,482, representing a decrease of \$223,740 compared to the balance at October 31, 2023. Under IFRS 5 - *Non-current assets held for sale and discontinued operations*, the Company is required to report Ocean Rodeo's inventory balance on the statement of financial position at July 31, 2024 under the caption "assets held for sale", without prior period restatement, which is the primary cause of the decrease in the Inventory balance. ALUULA's standalone inventory

balance was \$990,802 at October 31, 2023 compared to \$1,326,482 at July 31, 2024. The \$335,680 increase to inventory is due to the purchase of raw materials in anticipation of higher sales order volumes.

#### Intangible Assets

Intangible assets are primarily comprised of patents and trademarks. ALUULA acquired Ocean Rodeo on October 31, 2022 to support its efforts in product innovation and testing within the windsport market. At that time, Ocean Rodeo's patent portfolio was valued at \$4,296,834. On October 31, 2023, certain key patents held by Ocean Rodeo were transferred to Aluula to ensure all patents supporting the Company's windsport cash generating unit were in one legal entity. The decision to discontinue Ocean Rodeo's operations raised the question of potential impairment of the intangible asset. An impairment analysis was performed on the Company's windsport cash generating unit (which is comprised of the Ocean Rodeo and ALUULA's windsport business) in accordance with IAS 36 – *Impairment of Assets*. The continued growth in ALUULA's customer base and income generated by patents utilized within the windsport cash generating unit supported the conclusion that there was no impairment at July 31, 2024.

#### Investment

The investment balance is comprised of ALUULA share ownership in Xlynx Materials Inc. and Ocean Rodeo's share ownership in GKA Event GmbH. As at July 31, 2024, Ocean Rodeo's investment in GKA Event GmbH has been reclassified to "assets held for sale" in accordance with IFRS 5 while ALUULA's share ownership in Xlynx Materials Inc. has been written up to fair market value based on the per share sale price negotiated in a May 2024 share purchase agreement with an arm's length third party. See Note 9 to the Interim Consolidated Financial Statements for additional information on this transaction.

#### Goodwill

The Company recorded \$4,037,139 of goodwill when ALUULA acquired Ocean Rodeo on October 31, 2022. The decision to discontinue Ocean Rodeo's operations raised the question of potential impairment of goodwill. An impairment analysis was performed on the Company's windsport division, which is comprised of the Ocean Rodeo and ALUULA's windsport business in accordance with IAS 36 – *Impairment of Assets*. The continued growth in ALUULA's customer base and income generated by windsport customers was a key factor contributing to the conclusion that there was no impairment to goodwill at July 31, 2024

#### Trade and other payables

Trade and other payables balance was \$1,239,477 at July 31, 2024 compared to \$983,311 at October 31, 2023. The \$256,166 increase is primarily due to accrued restructuring costs reported at July 31, 2024 net of the reclassification of Ocean Rodeo liabilities for the same period end to "liabilities related to assets held for sale", without prior period restatement. ALUULA's standalone Trade and other payables at October 31, 2023 were \$698,314 compared to \$1,239,477 at July 31, 2024 representing an increase of \$541,163. Approximately \$266,000 of the increase is due to accrued restructuring costs noted above while the remaining increase is primarily due to growth in trade accounts payable resulting from purchase orders issued to raw input material suppliers as ALUULA manages inventory levels to support sales orders and forecasted growth

#### Short-term loan from related party

On December 29, 2023, the Company entered into a \$1,000,000 short-term loan agreement with 0876991 BC Ltd, a related party. The loan bears interest at a rate of 12% per annum and is due on January 1, 2025. See Note 21 to the Interim Consolidated Financial statements for additional information on this loan.

#### Debt

As at July 31, 2024, the Company had \$671,968 of debt which is \$146,383 lower than the fiscal year ended October 31, 2023 balance of \$818,351. The reduction in debt was due to repayments made in accordance with terms of the debt, which included the repayment of a \$40,000 loan from Western Economic

Development Canada. See Note 11 to the Interim Consolidated Financial statements for additional information.

Lease obligations

The Company's lease obligations consist of right-of-use lease obligations for the rental of office and production space. Lease obligations at the end of July 2024 were \$305,590, a decrease of \$101,067 compared to October 31, 2023. This decrease is a result of lease payments in the normal course of operations.

Off-balance sheet arrangements

As of the date of this MD&A, the Company has not entered into any off-balance sheet arrangements.

**CASH FLOW FROM OPERATING, INVESTING, AND FINANCING ACTIVITIES**

Analysis of cash flows:

For the nine months ended	July 31 2024	July 31 2023
Cash used in operating activities - continued operations	\$ (492,694)	\$ (633,521)
Cash provided by (used in) operating activities - discontinued operations	174,877	(1,300,848)
Cash provided by (used in) investing activities - continued operations	(48,160)	1,251,452
Cash provided by (used in) investing activities - discontinued operations	27,863	(32,980)
Cash provided by financing activities - continued operations	719,681	5,275,515
Cash provided by financing activities - discontinued operations	-	(5,333)
Increase in cash and cash equivalents	\$ 381,567	\$ 4,554,285

Operating activities

Cash used in operating activities from continued operations was \$492,694 during YTD Q3 2024 compared to \$633,521 during YTD Q2 2023 representing a \$140,827 decrease in cash used. The primary reason for the reduction in cash used in operations compared to the prior year period was a reduction in accounts receivable and increase in trade and other payables.

Cash generated by operating activities from discontinued operations was \$174,877 during YTD Q3 2024 compared to cash used in operating activities of \$1,300,848 during YTD Q2 2023. The primary reasons for the reduction in cash used in discontinued operations compared to the prior year are an increase in cash collected from accounts receivable, an increase in trade and accounts payable and the receipt of a SRED refund.

Investing activities

Cash used in investing activities from continued operations was \$48,160 during YTD Q3 2024 compared to positive cash flow provided by investing activities of \$1,251,452 during YTD Q3 2023. The cash flow from investing activities in YTD Q3 2023 was generated through the RTO transaction. The cash flow used in investing activities in YTD Q3 2024 is due to the acquisition of equipment and intangible assets.

Cash provided by investing activities from discontinued operations was \$27,863 during YTD Q3 2024 compared to cash used in investing activities of \$32,980 during YTD Q3 2023. The cash flow from investing activities in YTD Q3 2024 was due to a \$36,298 repayment of a capital reserve account from GKA Event GmbH. The cash flow used in investing activities in YTD Q3 2023 is due to the acquisition of equipment and intangible assets.

### Financing activities

During YTD Q2 2024, the Company generated \$719,681 of cash flow from financing activities compared to \$5,275,515 in YTD Q3 2023. The inflow of funds in YTD Q3 2024 was a result of the Company entering into a \$1,000,000 short-term loan with a related party. YTD Q3 2023 cash flow from financing activities was due to the combination of proceeds received from the Company's RTO and July 2023 private placement less repayment of debt.

Cash used in financing activities from discontinued operations was \$nil in YTD Q2 2024 compared to \$5,333 in YTD Q3 2023. The cash flow used in financing activities in YTD Q3 2023 was due to the repayment of lease liabilities.

### WORKING CAPITAL AND DEBT MANAGEMENT

The Company funds its operations, including capital expenditures, debt repayments, and other financing needs, through a combination of sources. These sources include loans and equity issuances. The various facilities are utilized based on overall cost of financing and availability of cash flows. Where government grants for interest free or forgivable loans are available to the Company, management applies for funding and has had success obtaining such funding historically. Interest free and partially forgivable loans have been received from PacifiCan. The Company is currently funding its operations through promissory notes and equity issuances and is exploring other sources of additional capital. Below is a summary of transactions from the fiscal 2023 year and YTD Q3 2024 period.

On April 14, 2023, the Company completed an Amalgamation Agreement with ALUULA Composites Canada Inc. ("ALUULA Canada"), in which the Company acquired 100% of the outstanding shares of ALUULA Canada in exchange for shares of the Company (the "RTO").

The RTO was structured as a three-cornered amalgamation pursuant to the provisions of the Business Corporations Act (British Columbia) (the "BCABC"), whereby the Company incorporated a wholly owned subsidiary under the BCABC which amalgamated with ALUULA Canada to form a newly amalgamated company that is continuing as a wholly owned subsidiary of the Company. To effect the Proposed Transaction, the Company acquired all the outstanding shares of ALUULA Canada, and in exchange ALUULA Canada's shareholders received common shares in the Company. The aggregate consideration issued was \$21,001,123 and the Company issued 175,009,365 shares.

In connection with the RTO, the Company conducted a concurrent private placement of subscription receipts, raising net proceeds of \$2,966,821, at \$0.12 per share issued.

On December 21, 2022, Gustavson Capital Corporation ("GCC"), a shareholder in BSP, loaned \$750,000 to the Company. The loan bears interest at 7% per annum, compounded monthly. The GCC loan and interest was repaid in April 2023.

On July 12, 2023, the Company completed a bought deal and private placement led by Haywood Securities Inc. ("Haywood") for gross proceeds of \$3,673,493 (The "Offering") through the issuance of 24,489,953 units (the "Units"), at a price of \$0.15 each, which are comprised of one common share of the Company and one common share purchase warrant ("Warrant"). Each Warrant entitles the holder to purchase one common share of the Company at a price of \$0.25 per share for a period of 24 months ended July 12, 2025. In connection with the Offering, the Company paid Haywood a cash commission of \$220,410, issued to Haywood 1,469,397 broker warrants which are exercisable to acquire Units at the issue price, and paid Haywood a corporate finance fee comprised of \$45,918 in cash and \$137,756 payable in Units (918,375 Units).

A portion of proceeds from the Offering were deployed to repay interest bearing debt including Bank of Nova Scotia lines of credit, term loans, and manufacturing equipment leases. As of July 31, 2024, the Company's only third-party debt includes non-interest-bearing loans from Western Economic Diversification

Canada, a Canadian government program recently renamed Pacific Economic Development Canada ("PacifiCan").

On May 1, May 11, and May 29, 2023, Haywood exercised a total of 147,930 broker warrants in exchange for 147,930 common shares at a price of \$0.10 per share for net proceeds of \$14,793. A total of 375,000 broker warrants had been issued to Haywood on BSP's 2021 initial public offering and 227,070 remain outstanding as of July 31, 2024. These warrants are exercisable up to October 12, 2024.

On December 29, 2023, the Company entered into a \$1,000,000 short-term loan agreement with 0876991 BC Ltd, a related party. The loan bears interest at a rate of 12% per annum and is due on July 1, 2024. On June 21, 2024, the Company and 0876991 amended the terms of the promissory note to extend the due date to January 1, 2025. All other terms remain unchanged.

In January 2024, the Company repaid \$40,000 of the \$60,000 Government of Canada loan received as part its Canada Emergency Benefit Account. The loan was repaid prior to the January 18, 2024 deadline qualifying the Company for \$20,000 in debt forgiveness.

In March 2024, the Company repaid \$40,000 of the \$60,000 Western Economic Development Canada loan received as part its Regional Relief and Recovery Fund. The loan was repaid prior to the March 28, 2024 deadline qualifying the Company for \$20,000 in debt forgiveness.

## CONTRACTUAL OBLIGATIONS

The Company is subject to contractual obligations, including office and warehouse leases, machinery and equipment leases, and long-term debt repayments.

Management cancelled a related party office and warehouse lease during Q1 2023 as the space was no longer required to support operations. This cancellation resulted in a reduction of contractual obligations of \$8,001 per quarter and a total of \$93,333 through December 2025.

## PRODUCTION CAPACITY AND CAPITAL EXPENDITURES

### Fusion Pods

An ALUULA fusion pod is a standalone unit that converts input materials into finished composites. Each pod requires two to three production staff to operate. Management closely monitors production scheduling and capacity. Production staff perform machine maintenance and cleaning during existing downtime where possible.

ALUULA currently has two fusion pods that are utilized in the production of various materials. One pod is used for the production of the materials at commercial scale, while the second pod manufactures R&D materials and smaller batch samples.

The Company has initiated development of a new wider format pod which could produce rolled fabric at a width of 1.5 meters and is exploring the most efficient way to commercialize at this larger width.

### Other Equipment

The Company invests in research and development equipment to test new composite materials, new input materials, and existing input materials from new sources. The materials are subject to tests including strength, abrasion resistance, UV resistance, permeability, and accelerated life cycle testing. Equipment is also purchased to assist with new assembly methods, such as heat welding and other alternatives to sewing.

### Patents

Where management feels it is warranted, patents are sought out to protect both designs and processes in certain global jurisdictions. The legal costs of acquiring these patents are capitalized as intangible assets where appropriate.

## RESEARCH AND DEVELOPMENT (“R&D”)

ALUULA has a patented, highly customizable process for assembling composite materials. R&D activities are key to the Company's success and are separated into two main areas:

### Customization of the ALUULA process to support sales opportunities

When the sales opportunity warrants, the R&D team works closely with brand partners to customize materials to meet their needs. Through this collaboration process, the Company determines material specifications required and applies its internal knowledge of the ALUULA process and the chemical and physical properties of potential input materials to develop new composite materials or methodologies to meet brand partner needs. Once finalized, ALUULA works with the brand partner's manufacturer to ensure smooth integration of our materials into their processes.

### Ongoing product and process innovation

The R&D team is also engaged in various long projects including but not limited to transitioning ALUULA's materials into the circular economy and ongoing composite material innovation.

## MANUFACTURING

The Company manufactures its composite materials using batch process production pods which are custom designed and proprietary equipment. A production pod can produce approximately 25,000 square meters in a month of production of Gold material. As the Company commences commercial scale manufacturing of its new materials, production capacity may change.

Based on brand partner feedback, the Company commenced the design and planning for production at a 1.5 meter width. Current materials are produced at 0.925 meter width. ALUULA started at the slimmer width so the initial variables involved would be easier to control as the Company developed the industrial process. The Company plans to transition to the wider 1.5 meter width as it allows customers to create their products with better nesting of their material for less waste and fewer seams, reducing labour and assembly time.

## EQUITY

As outlined in Note 4 to the Interim Consolidated Financial Statements, the Company completed an RTO with BSP in April 2023. To effect the acquisition, BSP issued 175,009,365 shares at a ratio of 1:26.05 for 100% of the outstanding shares of ALUULA. All share, option, and per share amounts presented in this MD&A have been adjusted to reflect this ratio.

As of July 31, 2024, the Company had 250,615,623 shares issued and outstanding, 27,104,795 warrants outstanding and 21,977,842 stock options outstanding.

More detail on these transactions can be found in Notes 16 and 17 of the Interim Consolidated Financial Statements.

## TAX MATTERS

The Company is considered to be operating in Canada for tax purposes and falls under the jurisdiction of the Canadian Income Tax Act. In the ordinary course of business, the Company may be subject to tax audits and certain matters may be reviewed and challenged by tax authorities.

## ACCOUNTING POLICIES AND ESTIMATES

Management is required to make estimates, judgements, and assumptions in preparation of the Interim Consolidated Financial Statements in accordance with IFRS. These estimates affect the reported amounts of assets and liabilities at the date of the Interim Consolidated Financial Statements, and the amounts of reported revenue and expenses during the reporting period.

## CRITICAL ACCOUNTING ESTIMATES

The Company's significant judgement and estimates made in preparation of the Interim Consolidated Financial Statements are described in Note 2 of those financial statements, with the associated accounting policies described in Note 3.

## FUTURE ACCOUNTING PRONOUNCEMENTS

No new significant accounting standards were adopted during three and nine months ended July 31, 2024. Future accounting pronouncements are disclosed in Note 3 of the Consolidated Financial Statements.

## FAIR VALUE MEASUREMENTS

A number of the Company's financial instruments are recognized at fair value. Fair value is discussed in detail in the Interim Consolidated Financial Statements. There have been no changes to the fair value policies during the three months and nine months ended July 31, 2024.

## KEY RISKS AND RISK MANAGEMENT

Management defines risk as the probability of a future event that could negatively affect the financial condition and/or results of operations of the Company. The following section describes specific and general risks that could affect the Company. As it is difficult to predict whether any risk will be realized or its related consequences will occur, the actual effect of any risk on the business could be materially different from that anticipated. The following descriptions of risk do not include all possible risks as there may be other risks of which Management is currently unaware or currently believe to be immaterial.

Effective risk management is vital to the ongoing growth and success of the Company. As the Company is still in its growth stage, management's focus began with mitigating the key risks as they were identified, with additional risk management being added over time.

### STRATEGIC RISKS

#### Reputation

As an early-stage commercial manufacturing company earning its market share with multiple customers in multiple vertical markets, we must meet expectations on deliverability and quality while we also scale up rapidly. There is risk of reputational damage and liability if composite materials experience quality control issues or do not hold up in the long-term.

Management has mitigated the risk of quality control issues through the implementation of controls and processes as outlined later in this MD&A.

#### New Markets

We are actively working to expose the Company's composite materials to markets outside windsport with an expectation of future commercialization within these other markets. There is risk that this may not be successful, or that it will take longer than expected, delaying expected scaling of the Company's production levels and associated revenues.

Management mitigates the risk of delayed entry by building forecasts conservatively, with the understanding that not all opportunities will materialize within the expected timelines. The best case scenario is built out, with the actual revenue forecasts prepared based on probabilities of success within the forecast period.

## OPERATIONAL RISKS

### Confidentiality of trade secrets

The Company relies on closely held trade secrets in addition to the intellectual property that has been obtained over the years. There is a risk that an individual could gain access to trade secrets and share this information publicly, limiting or eliminating our competitive advantage.

Management mitigates the risk of exposed trade secrets through limiting the number of individuals with access to key process information, by limiting access to both the office and production facilities, and by obtaining signed NDAs from any individuals who will be exposed to any level of the trade secrets.

### Supply chain and associated cash flows

Supply chain management includes maintaining the ability to source input materials in a timely manner, verifying the quality of those input materials, and managing the cost of those input materials. The majority of the raw materials purchased by the Company for use in production are non-specialized in nature, and readily available from various suppliers. In specific instances the Company relies on one supplier to meet our raw material needs. We require access to sufficient working capital to purchase these raw materials in advance of production, including allowing time for shipment from international suppliers to our warehouse in Victoria. There is risk that these materials may be delayed, resulting in production slowdowns and delayed collection of receivables from customers.

Management mitigates supply chain risk in the following ways:

- We invest in research and quality control up front to determine the best sources of raw materials, both for cost and flexibility to meet our specifications.
- We prepare a detailed production planning schedule including lag times for receipt of raw materials.
- We have invested in shipping insurance to cover losses that may occur on incoming materials.
- We store our raw materials and finished goods in our own warehouse with limited access to the facility by outsiders.
- We remain in constant communication with key suppliers and occasionally make site visits to both strengthen the relationship and monitor quality control.
- We seek to engage with multiple suppliers for key input materials to mitigate reliance on any one vendor.

Management mitigates cash flow risk by negotiating credit terms with key suppliers, matching order quantities with sales forecasts and maintaining key relationships enabling access to additional capital to ensure sufficient cash is on hand to support the raw materials requirements of the business.

### Excess production

As ALUULA is early in the growth stage, there is risk attached to producing finished composites in advance of purchase order demand, as overproduction could divert the Company's working capital from other areas.

Management mitigates the risk of overproduction by, where possible, only purchasing raw materials to meet upcoming purchase orders from customers, and by only producing to meet the demand of those confirmed purchase orders.

### Cyber security

The Company relies on a number of electronic systems to store and process data. There is risk of data loss if one of our providers experiences a data breach or loss of backups. Management has implemented contracts with and uses the services of well-established or off-the-shelf service providers to meet these needs, such as Microsoft and NetSuite, to minimize both our exposure to risk of data loss and the requirements of maintaining physical server space.

Employees and management are often subject to phishing attempts, primarily through email. The risk of data loss or wire fraud associated with these attempts is mitigated through employees being centralized in

one office, secondary approvals for bank payments, and having open discussions with other staff when attacks occur ensuring the office is aware of the attempt.

#### Data and information

The Company retains certain customer data, as required to operate the business. When customer credit card information is stored, we follow the customer data retention policies set out by the Payment Card Industry Security Standards Council.

#### Employee retention and dependence on key personnel

The Company employs skilled employees with industry and company specific knowledge across many facets of its operations. The retention and satisfaction of these employees is important to the ongoing success of the business, particularly where they oversee many aspects of the business or where little redundancy is built in. Failure to retain key employees and directors or to attract and retain new employees with the required skills could have an adverse impact on the Company's growth and profitability.

Management looks to retain employees by offering fair and equitable compensation packages which include competitive salaries with performance-based upside, an optional benefits package, and ensuring a strong work-life balance with minimal overtime. The Executive Leadership Team is actively involved in day-to-day operations, working closely with staff in various departments while also allowing them to own their roles and allowing all staff to feel invested in the success of the Company.

### FINANCIAL RISKS

The Company's is exposed to a number of financial risks during the normal course of business. These risks are discussed in more detail in Note 15 the Interim Consolidated Financial Statements.

#### Credit risk

Credit risk is the risk that a counterparty will not meet its obligations, typically under a customer contract or of a financial instrument, leading to a financial loss. Management has a number of mitigating policies in place, including the following:

- We transact with Scotia Bank and CIBC, which are both chartered Canadian banks.
- Customers who wish to trade on credit terms are subject to a credit verification process.
- We obtain customer deposits, where possible, where the Company is incurring out-of-pocket costs that cannot be recovered through retention and sale of the product being manufactured.
- We obtain payment prior to shipping for customers who are not subject to credit terms.

#### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. Management mitigates liquidity risk by monitoring forecasted and actual cash flows, and proactively managing the maturity profiles of financial assets and liabilities.

#### Foreign currency risk

Foreign exchange risk is the risk that the value of financial instruments or cash flows will fluctuate due to changes in foreign exchange rates. A significant portion of the Company's revenues and associated receivables are generated and held in foreign currencies. This risk is naturally mitigated by the purchase of input materials in foreign currencies. As the Company's cash flows become more predictable, it will explore the implementation of a formal hedging policy.

#### Interest rate risk

Interest rate risk is the risk the fair value of future cash flows of a financial instrument will fluctuate because of changes in market rates. Management mitigates Interest rate risk by seeking out alternate sources of financing and securing fixed-rate or equity-based financing where rates are favourable.

## INTERNAL CONTROLS AND PROCEDURES

### QUALITY CONTROLS

Quality control procedures are vital to the Company's success to reduce the risk of warranties, returns, and damaged customer relationships. Management is responsible for creating and implementing effective systems, controls, and processes for both operations and financial reporting.

#### ALUULA composite materials

Quality control measures are undertaken at many steps throughout the ALUULA process. To select raw materials, our R&D team tests each input material to ensure we are purchasing from reliable sources that meet our quality control specifications. Where raw materials require modification prior to use in our assembly process we contract a reputable factory and remain in constant communication as to the specifications that must be met. As required, ALUULA staff visit the facility to ensure compliance with specifications. Raw materials are visually inspected once received, and continuously during the assembly process.

Once composite materials are assembled, we perform a two-step quality control check. A final visual inspection during the re-rolling and packaging stage to check for imperfections and contaminants, and material sample is taken each day to be tested for thickness, weight, tensile strength, and water absorption. A Quality Control Report is prepared for inclusion with each shipment.

Any changes to the production process are carefully tested and verified using our standard quality control procedures prior to implementation in full-scale production to ensure the minimum specifications are still being met.

### FINANCIAL CONTROLS

The Company has financial controls in place to mitigate financial risks:

#### Segregation of cash

There is an inherent risk of loss due to fraud and error with cash and banking. The Company limits banking access to members of finance who require access and executives with signing authority. Generating transfers of cash outside of the Company's bank requires a minimum of three people to create and authorize payments.

#### Use of Enterprise Reporting Planning ("ERP") software

The Company has invested in cloud-based ERP software system for managing data, including its sales, production, and accounting records. Access to the ERP is user based, and employees have role-based permissions assigned to limit access to their areas of responsibility.

#### External review and tax preparation

Financial statements are internally prepared and are subject to an annual financial statement audit on a consolidated basis. Income tax is externally reviewed and filed, and an external SR&ED consultant is engaged to ensure appropriateness and completeness of submissions.

## ENVIRONMENTAL SUSTAINABILITY

The ALUULA process uses no adhesives or volatile substances and does not produce wastewater. It is our intent to ensure that all ALUULA produced composites are single polymer and therefore inherently recycle ready. The majority of our products are already 100% recycle ready, and we continue to work on new materials with the same qualities. All our packaging is recycled material, and we take pride in minimizing packaging waste. Our team is also working with our partners to try to create easy access to recycling processes for end-of-life products.

## OUTLOOK

The Company continues to work with its growing list of brand partners, developing products that are lighter, stronger, and recycle-ready. These partnerships are built on the mutual understanding that performance and circularity can be synonymous in the outdoor industry and beyond. The products that are born from these partnerships work to change the industry for the better.

The wind sports and performance outdoor categories are still the core drivers of ALUULA's growth as more new companies move from concept into commercialization launching new ALUULA enabled products in these areas. Collaborative research and development programs with other industrial partners, such as Michelin Inflatable Solutions and AirSeas, continue to advance the materials' development as these opportunities move closer to commercial viability.

Product innovation, strength, weight, and circularity are key areas of focus for ALUULA and its brand partners. Focusing on these areas as well as continued improvements to the patented manufacturing process will continue to improve efficiencies and profitability. The Company continues to focus on stabilizing the corporate foundation to enable a strong base for future growth.

## RELATED PARTY TRANSACTIONS

Director related transactions:

The Company has a royalty agreement with Epic Ventures Inc. ("Epic"), which is controlled by a director of the Company, pursuant to which royalties are paid on each square meter of certain patented materials, in exchange for Epic's assignment of the applicable patents to the Company. The Company has recorded royalties owing of \$45,414 and \$168,304 for the three and nine months ended July 31, 2024 respectively (three and nine months ended July 31, 2023 - \$nil and \$275,004).

Related parties:

On December 29, 2023, the Company entered into a \$1,000,000 short-term loan agreement with 0876991 B.C. Ltd., a related party. The loan bears interest at a rate of 12% per annum and is due on July 1, 2024. On June 21, 2024, the Company and 0876991 amended the terms of the promissory note to extend the due date to January 1, 2025. All other terms remain unchanged.

Key management compensation:

The Company's key management personnel include the Executive Leadership Team, which is comprised of the Chief Executive Officer, Chief Financial Officer, and until June 30, 2024 a Chief Operating Officer. The Executive Leadership Team has the authority and responsibility for overseeing, planning, directing and controlling the Company's activities

Total compensation expense paid to the Executive Leadership Team for the three and nine months ended July 31, 2024 was \$209,834 and \$667,173 respectively (three and nine months ended July 31, 2023 - \$155,822 and \$549,865), which includes \$40,287 and \$74,443 (three and nine months ended July 31, 2023 - \$17,436 and \$199,418) in share-based payments. Employment agreements with the members of the Executive Leadership Team provide for severance payments if the executive is terminated without cause totaling \$nil (July 31, 2023 - \$280,000). Restructuring costs recorded on the statement of loss and comprehensive loss for key management personnel for the three and nine months ended July 31, 2024 were \$nil and \$346,201 respectively (three and nine months ended July 31, 2023 - \$nil and \$nil). Remaining amounts owing for restructuring payments to key management personnel at July 31, 2024 were \$266,392 (October 31, 2023 - \$nil). The restructuring costs are recorded as salaries and benefits expense on these Interim Condensed Consolidated Financial Statements.

## SUBSEQUENT EVENTS

### Customer claim:

In June 2019, Ocean Rodeo signed a contract (the 'Contract') with a third-party customer (the "Customer") outlining the terms under which Ocean Rodeo would supply kites and bars (the "Products") to the Customer. Subsequent to the October 31, 2023 fiscal year end, Ocean Rodeo received correspondence from the Customer claiming certain Products purchased under the terms of the Contract had quality issues which resulted in higher-than-expected return rates and the Customer's eventual withdrawal of those Product from their sales channels. The Customer is seeking reimbursement for Product return and recall costs totaling approximately \$225,000. The Customer has also requested the right to return Products purchased and shipped at the end of fiscal totaling approximately \$65,000. The Company has reviewed the Contract, facts and circumstances, and historical correspondence surrounding the Customer's claim and is of the opinion that the claim is not supported. The Company believes the claim meets the definition of a contingent liability under IAS 37 and no amount has been recorded in these unaudited interim condensed consolidated financial statements.

### Corporate Amalgamation:

On August 1, 2024, Aluula Composites Inc. was amalgamated with its wholly owned subsidiary Aluula Composites Canada Inc. The amalgamation was completed to simplify the organizational structure. The newly amalgamated entity will carry on business under the legal name Aluula Composites Inc.