Wellfield Technologies Inc.

Management's Discussion & Analysis

Three and twelve months ended March 31, 2026

(Expressed in Canadian dollars)

Introduction

The following Management's Discussion and Analysis ("MD&A") comments on the financial condition and results of operations of Wellfield Technologies Inc. ("Wellfield" or the "Company") for the three and twelve months ended March 31, 2026. The information contained herein should be read in conjunction with Wellfield's audited consolidated financial statements for the years ended March 31, 2026 and 2025 (the "Financial Statements") and the related notes thereto. All financial data in this MD&A has been derived from the Financial Statements, which are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee.

Unless the context otherwise requires, all references to "Wellfield", "Company", "our", "us", and "we" refer to Wellfield Technologies Inc. and its direct and indirect subsidiaries.

This MD&A is dated August 5, 2026. All amounts are presented in Canadian dollars, unless otherwise noted. The functional currency of Wellfield Technologies Inc. is the Canadian dollar.

Advisory Regarding Forward-Looking Statements

Certain statements contained in this MD&A constitute forward-looking information or forward-looking statements under applicable securities laws (collectively, "forward-looking statements"). In particular, this MD&A contains forward-looking statements with respect to, among other things, our objectives, goals, strategies, intentions, plans, estimates, outlook, expected growth, business opportunities and completion of proposed transactions. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties and undue reliance should not be placed on such statements. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, or future events or performance (often, but not always, using words or phrases such as "may", "would", "could", "will", "plan", "anticipate", "believe", "seek", "propose", "estimate", "expect", "continue", "project", "forecast", "potential", "targeting", "intend", "might", "should", and similar expressions, as they relate to the Company), are not statements of historical fact and may be "forward-looking statements". A discussion of the material factors and assumptions underlying, and the risk factors relevant to, the forward-looking statements is provided under "Forward-Looking Statements" at the end of this MD&A.

Overview and Nature of Business

Wellfield builds blockchain-powered technology that meets the finance and digital asset needs of consumers and institutions through its subsidiaries New Bit Ventures (Coinmama.com) and Tradewind Markets. The Company leverages academic and development expertise with a focus on architecting decentralized solutions built on private and public blockchains like Bitcoin and Ethereum.

Wellfield's business operations comprise a worldwide, branded platform that has already generated revenue from over 4 million users who have undergone regulatory verification and conducted transactions through the platform. The Company's main offering provides non-custodial services for individuals to purchase and sell digital currencies, such as Bitcoin and Ether. It leverages its brand and technology to integrate with partners for onboarding and carrying out the regulated tasks. The management team is actively implementing a multi-quarter strategy to integrate its blockchain technology into its consumer business, with the aim of capitalizing on the trend of capital and transactions moving away from centralized solutions towards decentralized on-chain assets, smart contracts and protocols. This includes a strategic focus on establishing on-blockchain financial markets for precious metals as a proof of concept for a wider tokenized real-world asset opportunity.

Discussion of Operations

Coinmama

When Wellfield acquired Coinmama, a trusted global retail brand since 2013, the acquisition brought consistent revenue, a significant customer base, and strong organic user growth. In a prior fiscal period, management completed an operational reorganization of Coinmama, improving efficiency and reducing costs through strategic partnerships, new tech and outsourcing. This resulted in a material reduction in the workforce and meaningful improvements to the Company's cost structure and gross margins. Management is focused on increasing user growth and revenues through product expansion and broadening the brand's identity.

The Company's product expansion strategy is divided into two parts: mobile and new opportunities presented by AI engines. Leveraging its previously announced strategic collaboration with Fireblocks, Coinmama's self-custody blockchain mobile application is positioned as an easy and safe way to own cryptocurrencies and access the DeFi universe. As described under “Sale of Intellectual Property and Joint Venture” and “Coinmama Wallet and Joint Venture - Outlook” below, during the year ended March 31, 2026 the Company sold the proprietary wallet software associated with this initiative to a third-party purchaser and now participates in its commercialization through a joint venture in which the Company holds a 40% interest.

Decentralized finance today is broadly fragmented; the relevant audience for Coinmama is underserved, and the market lacks user-friendliness. More importantly, it is difficult for consumers to distinguish between trustworthy and risky products. The Company aims to capitalize on this opportunity through the launch of third-party and internally developed DeFi products on Coinmama's web and mobile platforms, positioned to users as a consolidation of the best solutions across the DeFi ecosystem in one effortless platform. In doing so, Coinmama would benefit from increased user retention, new user acquisition channels, and new revenue streams, including staking and yield.

Tradewind Markets

Tradewind Markets operates the Tradewind Ledger, a permissioned blockchain platform that allows institutions to issue digitized assets, which are physically backed by real-world assets. This system benefits both the mutual customers of Tradewind and the digital asset issuers by providing a secure and transparent platform to digitize and financialize commodities. VaultChain™ Gold, issued by the Royal Canadian Mint for its customers (Custodial Participants), is the Tradewind Ledger's flagship product. As at March 31, 2026, hundreds of millions of dollars' worth of physical silver and gold were digitized on the Tradewind Ledger.

Since the Company's acquisition of Tradewind Markets in 2023, management has undertaken efforts to replace the existing business model and blockchain infrastructure with a strategy built around combining gold as an investment asset with the potential of decentralized finance. This infrastructure upgrade effort includes a strategic decision to incorporate tokenization infrastructure to improve the security and processes of tokenizing real-world assets, upgrading the existing blockchain with current industry-leading solutions. Tradewind revenue is derived from storage and transaction fees generated from a single customer relationship. During the year, transaction volumes increased while a large customer withdrawal from the platform is expected to reduce storage fees by approximately 50% in the near term; transaction volumes are not expected to be materially affected by this withdrawal.

The Company is considering various strategic opportunities to fund the Tradewind business that would allow Wellfield to retain a significant controlling interest in Tradewind and strengthen Wellfield's balance sheet. Such strategic alternatives may include, but are not limited to, a spin-out public listing of Tradewind, strategic partnerships with third parties, or other transactions or reorganizations. During the year, the Company incurred material legal and accounting costs in connection with a proposed spin-out transaction of Tradewind that was ultimately not completed.

Brane Trust

During December 2023, the Company closed its acquisition of Brane Trust Company Ltd. (“Brane Trust”) and certain technology and assets owned by Brane Inc. (“Brane”) and its subsidiaries in a transaction valued at $7.9 million. These combined assets were acquired by the Company to operate Brane Trust as a wholly owned subsidiary and Canadian digital asset custodian and public trust, pending license approval by the province of Alberta.

Post-acquisition, management began efforts to commercialize this business line, including pursuing registration as a qualified digital asset custodian, making platform improvements, and finalizing the go-to-market strategy. These efforts have been paused while management focuses on execution of, and opportunities related to, its Coinmama and Tradewind Markets business lines. Consequently, Brane Trust is not currently in good standing with all digital asset custody requirements, including disclosure and capital requirements. If the Company returns its focus to executing on its strategy related to Brane Trust, management anticipates the need to dedicate significant time, capital, and personnel to reestablish the special purpose trust company and obtain registration to operate as a qualified digital asset custodian. The goodwill intangible asset associated with the Brane Trust cash-generating unit (“CGU”) was fully impaired in the prior year.

Sale of Intellectual Property and Joint Venture

During the year ended March 31, 2026, the Company entered into three interrelated agreements with an Ontario-based corporation (the “Purchaser”): an Asset Purchase Agreement (“APA”), a Joint Venture Agreement (“JVA”), and a Shareholder Agreement (“SHA”). These agreements were assessed as a single combined arrangement on the basis that they were negotiated as a package and are economically interdependent. Under the APA, the Company sold its proprietary Wallet Software (the “IP”) to the Purchaser for total cash consideration of $2,400,000, together with 27,600 Special Shares of the Purchaser having a face value of $1,000 per share ($27,600,000 aggregate face value). The cash consideration is payable in instalments: $1,400,000 was received during the year ended March 31, 2026, and the remaining $1,000,000, which was recognized as a receivable as at March 31, 2026, was received subsequent to year-end in June 2026.

The IP had a nil carrying value at the date of sale, as it was internally developed software expensed as incurred. Accordingly, the total gain on disposal equals the total proceeds. Because the Company retains a 40% economic interest in the joint venture that acquires the output of the IP, 40% of the total gain has been deferred and is being released to profit or loss on a straight-line basis over the ten-year term of the joint venture arrangement, with the remaining 60% recognized immediately. The Company recognized a gain on sale of intellectual property of $5,491,019 in net income for the year (comprising the amount recognized on closing plus deferred gain amortized during the year), and a deferred gain of $3,411,311, of which $359,086 is presented as a current liability and $3,052,225 as a non-current liability, as at March 31, 2026. The 27,600 Special Shares were initially recognized at a fair value of $6,502,328, representing a discount of approximately 76% to their aggregate face value, reflecting the variable redemption profile, illiquidity, transfer restrictions, and the credit risk of the Purchaser. The Purchaser is obligated to redeem all of the Special Shares within ten years of issuance. During years one through nine, redemptions are funded from joint venture distributions, with 75% of the Purchaser's 60% share of joint venture profit (equating to 45% of joint venture net profit) applied against the outstanding balance at each distribution date. Any face balance outstanding at the end of year nine becomes a direct obligation of the Purchaser, repayable in twelve equal monthly instalments over year ten. If the full balance is not redeemed by the end of year ten, the Company has the right to appoint all of the directors of the Purchaser, to amend the Purchaser’s articles to grant the Special Shares at least two-thirds of the voting rights, to apply to court under section 248 of the Business Corporations Act (Ontario) for an oppression remedy, and to apply for the appointment of a receiver or liquidator of the Purchaser. As at March 31, 2026, the Special Shares were remeasured to a fair value of $6,245,854 using an updated discount rate of 23.75% and updated scenario projections, and the resulting fair value loss of $256,122 was recognized in fair value adjustments on financial instruments.

Concurrent with the APA, the Company entered into a joint venture agreement with the Purchaser establishing the “Coinmama Wallet” joint venture to commercialize the IP. The joint venture is operated through Enovista Limited, incorporated in Cyprus with its principal place of business in Israel. The Company participates through its wholly owned subsidiary, Wellfield Technology IR Limited, which holds a 40% interest; the Purchaser holds the remaining 60%. The Company has concluded that it has joint control of the arrangement, which is accounted for using the equity method. The Company and the Purchaser's initial capital contributions were $4,000 and $6,000 respectively on formation. The Purchaser has committed additional capital contributions of $4,000,000 to fund early-stage operations, after which the Company will be required to make matching incremental capital contributions of up to $4,000,000. The joint venture's profit for the period from formation to March 31, 2026 was $100,013, of which the Company's share was $40,005.

Coinmama Wallet and Joint Venture - Outlook

The commercialization of the Coinmama Wallet through the joint venture is central to the Company's growth strategy. The self-custody mobile wallet, developed in collaboration with Dynamic/Fireblocks, is in the final stages of the mobile application store approval process and is expected to become available in the near term, subject to third-party approval. Following the sale of the wallet intellectual property described above, the wallet is owned by the Purchaser and is commercialized by the joint venture, in collaboration with the Coinmama.com website. The Company participates in its economic performance through its 40% interest in the joint venture and through the redeemable special shares, the redemption of which is funded from joint venture distributions.

Management expects the initial impact of the wallet launch to be on Coinmama's existing “no-wallet” users — customers who purchase cryptocurrency but do not maintain a self-custody wallet. On launch, these users will be able to download the wallet and store their purchased coins directly, which management expects to reduce shopping-cart abandonment and improve conversion in the Company's core buy-and-sell offering. Management anticipates a more significant impact over the longer term as the wallet exposes fuller functionality — in particular, the ability to buy and sell cryptocurrency directly within the mobile application without the current web-based step. The timing of this expanded functionality has not yet been scheduled.

Because a substantial portion of the Company's expected internal growth is dependent on the successful launch and adoption of the Coinmama Wallet and the performance of the joint venture, the realization of that growth - and the value ultimately realized from the Company's joint venture interest and redeemable special shares - is subject to a number of risks and uncertainties, including the timing of regulatory and application-store approvals, the rate of user adoption and the development and launch of additional wallet functionality.

Bosonic Sale

In May 2025, the Company sold its investment in Bosonic, consisting of 517,100 common shares and 1,155,000 Series B preferred shares in the capital of Bosonic, Inc., for proceeds of $100,000. The shares of Bosonic had been written down to $nil in a prior year, and a gain of $100,000 was recognized on the sale.

Overall Performance

For the year ended March 31, 2026, the Company reported net income of $6,475, compared with a net loss of $21,745,166 for the year ended March 31, 2025. The net income position was driven primarily by the absence of impairment charges in the current year (compared with $14,554,417 of impairment recognized in the prior year) and the recognition of a $5,491,019 gain on the sale of intellectual property, partially offset by a $1,294,402 income tax expense arising principally on the sale of intellectual property, and net fair value losses of $673,938 on financial instruments. The Company's net income was attributable primarily to the non-recurring gain on the sale of intellectual property; the Company continued to incur an operating loss, which was $2,826,660 for the year. Total assets increased to $8,001,474 as at March 31, 2026 from $715,200 as at March 31, 2025, primarily as a result of the recognition of the redeemable special shares (carried at $6,245,854 as at March 31, 2026) and the $1,000,000 receivable arising from the intellectual property sale. Notwithstanding the net income, the Company continues to operate with a significant working capital deficiency and negative shareholders' equity, and a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

Effect of the prior-year impairment of the Coinmama and Tradewind assets

In the year ended March 31, 2025, the Company recognized aggregate impairment losses of $14,554,417 that wrote down the goodwill and intangible assets of its Coinmama, Tradewind Markets and Brane Trust CGUs. Of this amount, approximately $3.2 million related to Coinmama acquired technology and brand, approximately $7.8 million related to Tradewind Markets goodwill, acquired technology and customer relationships, and approximately $3.6 million related to Brane Trust goodwill. These write-offs reduced the carrying amounts of the affected CGUs to nil.

The impairments continue to affect the Company's overall performance and financial condition in several respects. First, because the intangible assets were written down to nil, amortization of intangible assets has been eliminated; amortization and depreciation expense decreased to $6,531 for the year ended March 31, 2026 from $900,519 for the year ended March 31, 2025 (a reduction of approximately $223,000 per quarter), which was a significant contributor to the reduction in reported operating loss. Second, although the Coinmama and Tradewind businesses continue to operate and generate revenue, their acquired technology, brand and goodwill are no longer reflected as assets on the consolidated statement of financial position; as a result, the Company's total assets and shareholders' equity do not reflect any carrying value for these operating businesses. Third, the impairments reflect underlying trends that persist into the current year, namely delays in commercialization, reduced growth forecasts, and the Company's inability, absent additional financing, to execute its growth strategy for the Tradewind platform and to obtain registration to operate Brane Trust as a qualified digital asset custodian. Impairment losses recognized in respect of goodwill may not be reversed under IFRS in any circumstances. Reversal of the impairment losses recognized against intangible assets would be considered only if the relevant commercialization milestones were achieved and supported by sufficient financing, and management does not expect any such reversal in the foreseeable future. No impairment losses or reversals were recognized during the year ended March 31, 2026.

Effect of the disposition of intellectual property

The most significant transaction affecting the Company's continuing operations during the year was the sale of the Company's proprietary wallet software and the concurrent formation of the Coinmama Wallet joint venture, described under “Discussion of Operations” above. The transaction had the following effects on the Company's overall performance and continuing operations: (i) it converted previously unrecognized, internally developed intellectual property into cash proceeds of $2,400,000 (of which $1,400,000 was received during the year and $1,000,000, recognized as a receivable at year-end) and into a non-cash financial asset in the form of redeemable special shares, initially recognized at a fair value of $6,502,328 and remeasured to $6,245,854 as at March 31, 2026; (ii) it gave rise to a $5,491,019 gain recognized in net income and a $3,411,311 deferred gain that will be released to income over ten years; (iii) it established a new source of participation in the commercialization of the wallet technology through the Company's 40% joint venture interest, which contributed $40,005 of equity-method income in the current year, while shifting the direct cost and risk of ongoing development to the joint venture; and (iv) it gave rise to a current income tax expense of $1,294,402, which represents management's best estimate of the tax payable on the sale and which remains subject to significant measurement uncertainty. The realization of value from the special shares over years one through nine is dependent on the ability of the joint venture to generate sufficient revenues and profits to fund the scheduled redemptions.

Known trends, risks and uncertainties

Management has identified the following known trends, events, commitments and uncertainties that are reasonably likely to have an effect on the Company's business, financial condition or results of operations: (i) the Company's liquidity position, including a working capital deficiency of approximately $27.9 million as at March 31, 2026 and its dependence on external financing to continue operations and meet its obligations as they come due (see “Liquidity and Capital Resources”); (ii) the default under the Company's non-convertible debenture and the outcome of ongoing restructuring discussions with the holder, which had not concluded as at the date of this MD&A; (iii) the material uncertainty related to going concern; (iv) the Company's exposure to fluctuations in the prices of Bitcoin and Ethereum, in which certain of the Company's loans and liabilities are denominated and settled; (v) the concentration of Tradewind revenue in a single customer relationship and the expected near-term reduction in storage fees following a large customer withdrawal; (vi) the evolving and uncertain regulatory environment for digital assets, including the requirements applicable to Brane Trust; and (vii) the dependence of the Company's growth strategy, including the launch and adoption of the Coinmama Wallet and the commercialization of the Coinmama Wallet joint venture and the upgrade of the Tradewind platform, on the availability of additional financing and the successful execution of strategic transactions. These matters are discussed further under “Risks and Uncertainties”.

Selected Annual Information

The following selected financial information has been derived from the Company's audited consolidated financial statements for each of the three most recently completed financial years:

	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
	($)	($)	($)
Revenue	2,277,198	2,864,120	52,197,380
Net income (loss)	6,475	(21,745,166)	(28,774,049)
Net income (loss) per common share (basic and diluted)	0.00	(0.12)	(0.17)
Total assets	8,001,474	715,200	16,664,019
Total long-term financial liabilities	276,000	0	6,654,487
Cash dividends declared per common share	nil	nil	nil

Factors that have caused period-to-period variations in the above selected financial information are discussed below. The Company had no discontinued operations and no extraordinary items in any of the three years presented; accordingly, income (loss) before discontinued operations and extraordinary items, in total and on a basic and diluted per share basis, is the same as the net income (loss) presented above.

Revenue

Revenue declined from $52,197,380 in fiscal 2024 to $2,864,120 in fiscal 2025 and $2,277,198 in fiscal 2026. The substantial decrease between fiscal 2024 and fiscal 2025 reflects the Company's transition to a partner-driven referral revenue model for Coinmama, under which the Company no longer records gross proceeds from cryptocurrency transactions and related purchasing costs but instead recognizes net referral fees earned from regulated partners, together with the phase-out of institutional cryptocurrency sales. The further decrease between fiscal 2025 and fiscal 2026 primarily reflects a decline of approximately 26% in Coinmama referral revenue, from $2,480,994 to $1,826,180. That decline was attributable to reduced marketing and customer-acquisition expenditures as the Company prioritized liquidity preservation and, commencing in the fourth quarter of fiscal 2026, to a portion of mobile-channel revenue being earned by the Coinmama Wallet joint venture rather than by the Company following the sale of the wallet intellectual property. The decrease in total revenue was partially offset by increased Tradewind transaction revenue.

Net income (loss)

The Company reported net income of $6,475 in fiscal 2026, compared with net losses of $21,745,166 in fiscal 2025 and $28,774,049 in fiscal 2024. Fiscal 2024 and fiscal 2025 each included significant non-cash impairment charges and fair value losses. The net income in fiscal 2026 reflects the absence of impairment charges, the $5,491,019 gain recognized on the sale of intellectual property, and the elimination of intangible-asset amortization following the prior-year impairments, partially offset by a $1,294,402 income tax expense arising principally on the intellectual property sale, fair value losses of $673,938 of net fair value losses on financial instruments, and an operating loss for the year. The net income was attributable primarily to the non-recurring gain on the sale of intellectual property.

Total assets

Total assets decreased from $16,664,019 at March 31, 2024 to $715,200 at March 31, 2025, principally as a result of the impairment write-offs of goodwill and intangible assets. Total assets increased to $8,001,474 at March 31, 2026, principally as a result of the recognition of the redeemable special shares (carried at $6,245,854 as at March 31, 2026) and the $1,000,000 receivable arising from the intellectual property sale, together with an increase in cash.

Total long-term financial liabilities

Total long-term financial liabilities, comprising the Company's non-current financial obligations, were $6,654,487 at March 31, 2024, decreased to nil at March 31, 2025 as long-term debt became current, and were $276,000 at March 31, 2026, representing the non-current portion of the Company's promissory notes payable. The deferred gain on the sale of intellectual property (of which $3,052,225 is presented as a non-current liability and $359,086 as a current liability) is not a financial liability and is therefore excluded from this amount.

Results of Operations

	3 months ended Mar 31, 2026	3 months ended Mar 31, 2025	Year ended Mar 31, 2026	Year ended Mar 31, 2025
	($)	($)	($)	($)
Revenue	260,618	651,454	2,277,198	2,864,120
Cost of revenue	70,181	85,011	222,785	414,779
Gross profit	**190,437**	**566,443**	**2,054,413**	**2,449,341**
Operating expenses				
Research and development	345,991	295,870	1,305,609	954,166
Growth and marketing	29,495	38,782	215,037	227,329
Operations	0	27,750	0	116,340
General and administrative	721,154	592,162	3,353,896	5,003,093
Amortization and depreciation	2,464	219,784	6,531	900,519
Total operating expenses	**1,099,104**	**1,174,348**	**4,881,073**	**7,201,447**
Operating loss	(908,667)	(607,905)	(2,826,660)	(4,752,106)
Other income (loss)	675,698	(14,779,615)	4,127,537	(16,918,789)
Income (loss) before income taxes	(232,969)	(15,387,520)	1,300,877	(21,670,895)
Income tax expense (recovery)	(1,643,366)	100,480	1,294,402	74,271
Net income (loss)	**1,410,397**	**(15,488,000)**	**6,475**	**(21,745,166)**
Foreign currency translation adjustment	(283,216)	(929,225)	371,245	(520,000)
Comprehensive income (loss)	1,127,181	(16,417,225)	377,720	(22,265,166)
Net income (loss) per share (basic and diluted)	0.01	(0.08)	0.00	(0.12)

Revenue

Revenue for the year ended March 31, 2026 was $2,277,198, compared with $2,864,120 for the year ended March 31, 2025. Revenue for the three months ended March 31, 2026 was $260,618, compared with $651,454 for the three months ended March 31, 2025. Revenue continues to be earned predominantly under Coinmama's partner-driven referral model. The composition of revenue is set out below:

	Year ended Mar 31, 2026	Year ended Mar 31, 2025
	($)	($)
Referrals	1,826,180	2,480,994
Transaction revenue – Tradewind	296,408	177,583
Storage revenue – Tradewind	154,610	205,543
Total revenue	**2,277,198**	**2,864,120**

Referral revenue from Coinmama represented the substantial majority of total revenue during fiscal 2026. The decline in referral revenue was primarily attributable to lower marketing and search-engine-optimization expenditures as the Company prioritized liquidity preservation, which resulted in reduced website traffic and user acquisition. In addition, commencing in the fourth quarter of fiscal 2026, following the sale of the wallet intellectual property and the formation of the joint venture, a portion of the revenue generated through the Coinmama mobile channel is earned by the joint venture rather than by the Company, which also contributed to the decline in the Company's referral revenue. Despite lower marketing spend, transaction volumes and conversion rates in the Company's core web offering remained relatively consistent, indicating stability in the core consumer base. Tradewind Markets revenue increased in fiscal 2026, reflecting higher transaction volumes on the platform, partially offset by lower storage revenue. Tradewind revenue continues to be derived from a single customer relationship, and a large customer withdrawal from the platform is expected to reduce storage fees by approximately 50% in the near term. The Company's referral revenue is also concentrated: revenue of $1,702,723 (2025 – $2,175,853), or approximately 75% of total revenue (2025 – 76%), was attributable to Poland, being the country of domicile of the entity paying referral fees to the Company.

Cost of revenue and gross profit

Cost of revenue was $222,785 for the year ended March 31, 2026, compared with $414,779 for the year ended March 31, 2025. Gross profit decreased to $2,054,413 for fiscal 2026 from $2,449,341 for fiscal 2025, primarily as a result of lower revenue. Gross margin as a percentage of revenue, however, improved to 90.2% in fiscal 2026 from 85.5% in fiscal 2025, as cost of revenue declined by approximately 46% while revenue declined by approximately 20%.

	Year ended Mar 31, 2026	Year ended Mar 31, 2025
	($)	($)
Cost of revenue	222,785	414,779
Percentage of revenue	9.8%	14.5%

Research and development

Research and development ("R&D") expenses primarily consist of salaries and benefits for the Company's development and product personnel, consulting fees for outsourced development services, and software-related dues and subscriptions. R&D expenses were $1,305,609 for the year ended March 31, 2026, compared with $954,166 for the year ended March 31, 2025. The increase was driven primarily by higher consulting costs and dues and subscriptions, partially reflecting the reinstatement of previously reduced employee salaries and changes in software tools and licensing requirements supporting the Company's development environment.

	Year ended Mar 31, 2026	Year ended Mar 31, 2025
	($)	**($)**
Salaries and benefits	605,603	618,109
Consulting	354,593	104,944
Dues and subscriptions	243,564	86,726
Other	101,849	144,387
Total research and development	**1,305,609**	**954,166**

Growth and marketing

Growth and marketing expenses primarily consist of consulting fees, advertising expenses and salaries and benefits incurred in the promotion of the Company's brand and products. Growth and marketing expenses were $215,037 for the year ended March 31, 2026, compared with $227,329 for the year ended March 31, 2025. Marketing expenditures remained intentionally constrained as the Company prioritized liquidity preservation. Any material increase in marketing spend is expected to be contingent on the availability of additional financing and the timing of future product and feature launches.

	Year ended Mar 31, 2026	Year ended Mar 31, 2025
	($)	**($)**
Consulting, advertising and other	213,469	166,723
Salaries and benefits	1,568	60,606
Total growth and marketing	**215,037**	**227,329**

General and administrative

General and administrative ("G&A") expenses primarily consist of legal and professional fees, salaries and benefits, consulting costs, directors' fees, investor relations costs, insurance, and other corporate overhead required to support the Company's operations as a public entity. G&A expenses were $3,353,896 for the year ended March 31, 2026, compared with $5,003,093 for the year ended March 31, 2025. The decrease was primarily attributable to lower salaries and benefits, reflecting a reduced administrative and executive headcount, together with lower general expenses and reduced investor relations activity. Legal and professional fees increased and became the largest component of G&A, reflecting ongoing listing requirements, financing-related activities, regulatory compliance, and costs associated with a proposed spin-out transaction of Tradewind that was ultimately not completed.

	Year ended Mar 31, 2026	Year ended Mar 31, 2025
	($)	($)
Legal and professional fees	1,814,200	1,583,187
Salaries and benefits	1,033,925	2,313,060
General	100,276	580,874
Consulting	199,742	119,521
Bank charges and interest	59,123	36,311
Meals and entertainment	18,579	27,715
Directors' fees	56,194	99,271
Insurance	41,903	108,307
Filing fees	22,765	8,429
Dues and subscriptions	7,379	15,296
Investor relations	857	180,722
Government assistance	(1,047)	(69,600)
Total general and administrative	**3,353,896**	**5,003,093**

Other income (loss)

Other income (loss) was income of $4,127,537 for the year ended March 31, 2026, compared with a loss of $16,918,789 for the year ended March 31, 2025. The change was driven primarily by the $5,491,019 gain on the sale of intellectual property and the absence of impairment charges in the current year, partially offset by higher finance expense, an exchange loss for the year and net fair value losses on financial instruments. Other income (loss) is composed of the following:

	Year ended Mar 31, 2026	Year ended Mar 31, 2025
	($)	($)
Impairment of intangible assets and goodwill	0	(14,554,417)
Fair value adjustments on financial instruments	(673,938)	(1,259,503)
Other income (loss)	197,376	(939,101)
Gain on sale of intellectual property	5,491,019	0
Finance expense	(581,723)	(581,912)
Exchange gain (loss)	(345,202)	416,144
Share of net income of joint venture	40,005	0
Total other income (loss)	**4,127,537**	**(16,918,789)**

Fair value adjustments on financial instruments for the year comprise a $492,234 gain on the Company's loans in cryptocurrency, a $910,050 loss on the Company's convertible debentures, which are convertible at the option of the Company, and a $256,122 loss on the redeemable special shares, each measured at fair value through profit or loss. The loss on the redeemable special shares reflects their remeasurement to a fair value of $6,245,854 as at March 31, 2026 using an updated discount rate of 23.75% and updated scenario projections. Finance expense consists of interest incurred on the Company's non-convertible debenture and on its loans in cryptocurrency. The exchange loss of $345,202 for the year arises on the revaluation of the Company's foreign currency denominated monetary assets and liabilities, principally its US dollar and Israeli new shekel balances. Following the reclassification described under “Changes in Presentation” below, exchange differences on the Company's cryptocurrency-denominated loans are no longer presented in this line.

Income taxes

The Company recorded an income tax expense of $1,294,402 for the year ended March 31, 2026 (2025 – $74,271), consisting entirely of current tax and based on management's best estimate of tax payable on the sale of intellectual property during the year. This estimate was revised during the year as additional information became available, and remains subject to significant uncertainty with respect to several matters related to the sale. The ultimate tax liability may be materially higher or lower than the amount provided, depending on the resolution of these matters and the final determination of relevant facts by the applicable tax authorities. The Company will reassess the provision at each reporting date as additional information becomes available or as uncertainties are resolved. As at March 31, 2026, the Company had unused non-capital losses of $82,051,413 and total deductible temporary differences and unused tax losses of $114,587,796 in respect of which no deferred tax asset has been recognized, as it is not probable that sufficient future taxable profit will be available against which they can be utilized.

Summary of Quarterly Results

The following table sets out selected unaudited quarterly financial information for the eight most recently completed quarters:

	Mar 31, 2026	**Dec 31, 2025**	**Sep 30, 2025**	**Jun 30, 2025**
	($)	**($)**	**($)**	**($)**
Revenue	260,618	665,573	691,971	659,036
Cost of revenue	70,181	75,870	41,327	35,407
Gross profit	190,437	589,703	650,644	623,629
Operating expenses	1,099,104	1,408,416	975,785	1,397,768
Operating loss	(908,667)	(818,713)	(325,141)	(774,139)
Other income (loss), including taxes	2,319,064	2,748,841	(575,750)	(1,659,020)
Net income (loss)	**1,410,397**	**1,930,128**	**(900,891)**	**(2,433,159)**
Net income (loss) per share (basic and diluted)	0.01	0.01	(0.00)	(0.01)

	Mar 31, 2025	**Dec 31, 2024**	**Sep 30, 2024**	**Jun 30, 2024**
	($)	**($)**	**($)**	**($)**
Revenue	651,454	689,769	696,510	826,387
Cost of revenue	85,011	83,137	117,831	128,800
Gross profit	566,443	606,632	578,679	697,587
Operating expenses	1,174,348	1,903,960	2,038,631	2,084,508
Operating loss	(607,905)	(1,297,328)	(1,459,952)	(1,386,921)
Other income (loss), including taxes	(14,880,095)	(2,050,029)	(236,416)	173,480
Net loss	**(15,488,000)**	**(3,347,357)**	**(1,696,368)**	**(1,213,441)**
Net loss per share (basic and diluted)	(0.08)	(0.02)	(0.01)	(0.01)

Quarterly results have been affected principally by non-cash items, including impairment charges recognized in fiscal 2025 and the gain on the sale of intellectual property recognized in fiscal 2026. The net income of $1,930,128 in the quarter ended December 31, 2025 reflects the gain recognized on the sale of intellectual property during that quarter. The net income of $1,410,397 in the quarter ended March 31, 2026 reflects an income tax recovery of $1,643,366 recognized on the revision of the estimated tax payable on the sale of intellectual property, together with an exchange gain, partially offset by a higher operating loss. Operating expenses in fiscal 2026 were materially lower than in fiscal 2025, reflecting the Company's operational reorganization and the elimination of intangible-asset amortization after the prior-year impairments. Revenue has remained relatively stable on a quarterly basis under the referral model, with variations primarily reflecting changes in consumer transaction volumes, reduced marketing and customer-acquisition activity as management continued to prioritize liquidity preservation, and, in the fourth quarter, a portion of mobile-channel revenue being earned by the joint venture.

Each quarter of fiscal 2026, and the quarter ended March 31, 2025, have been restated for the reclassification described under “Changes in Presentation” below. The reclassification reduced cost of revenue, and correspondingly increased gross profit and reduced operating loss, by $142,413 for the quarter ended March 31, 2025, with an equal and offsetting effect on other income (loss). Net income (loss) and net income (loss) per share for each quarter are unaffected by the reclassification. The quarterly amounts for the first three quarters of fiscal 2025 are presented as previously reported.

Fourth Quarter

For the three months ended March 31, 2026, the Company reported revenue of $260,618, compared with $665,573 in the immediately preceding quarter and $651,454 in the three months ended March 31, 2025. The lower revenue in the fourth quarter primarily reflects reduced Coinmama referral revenue, which decreased to $178,452 from $546,177 in the three months ended March 31, 2025 — including the effect of a portion of mobile-channel revenue being earned by the Coinmama Wallet joint venture following the sale of the wallet intellectual property — together with lower Tradewind storage fees of $21,614 (2025 – $43,146). Tradewind transaction revenue was substantially unchanged at $60,552 (2025 – $62,131). Cost of revenue was $70,181, resulting in gross profit of $190,437. Total operating expenses were $1,099,104, reflecting higher general and administrative expenses (principally legal and professional fees), resulting in an operating loss of $908,667 for the quarter.

The Company reported net income of $1,410,397 for the fourth quarter, notwithstanding a loss before income taxes of $232,969. The net income was driven principally by an income tax recovery of $1,643,366, recognized as management revised its estimate of the tax payable on the sale of intellectual property (a $2,937,768 provision had been recognized in the third quarter of fiscal 2026 and was reduced to $1,294,402 for the full year). Other income for the quarter was $675,698, comprising a $427,388 net fair value gain on financial instruments — being a $683,510 gain on the revaluation of the Company's Bitcoin- and Ether-denominated loans and payables as cryptocurrency prices moved during the quarter, partially offset by a $256,122 fair value loss on the remeasurement of the redeemable special shares — together with an exchange gain of $193,746, $149,622 of deferred gain on the sale of intellectual property released to income and $40,005 of equity-method income from the Coinmama Wallet joint venture, partially offset by finance expense of $132,430 and other expense of $2,633. There were no discontinued operations, and there were no unusual or non-recurring year-end adjustments in the quarter other than as described above. After a foreign currency translation adjustment of $(283,216), comprehensive income for the fourth quarter was $1,127,181.

Liquidity and Capital Resources

As at March 31, 2026, the Company had cash and cash equivalents of $170,175 (March 31, 2025 – $71,374) and a working capital deficiency of approximately $27.9 million (March 31, 2025 – approximately $25.4 million), reflecting current liabilities of $29,631,070 against current assets of $1,694,594. The increase in the working capital deficiency during the year primarily reflects ongoing operating deficits and the classification of additional obligations as current, partially offset by cash proceeds received from the sale of intellectual property. The Company has not yet achieved profitable operations on a recurring basis and continues to rely on external financing, asset monetization and the management of the timing of payments to suppliers and creditors to fund its operations.

Ability to meet obligations over the next twelve months

The Company's ability to meet its short-term liquidity requirements over the next twelve months is subject to material uncertainty. As at March 31, 2026, the Company's current obligations included accounts payable and accrued liabilities of $10,590,656, convertible debentures of $9,750,000, loans in cryptocurrency of $2,387,364, a non-convertible debenture of $1,336,432 (in default, as described below), income taxes payable of $1,833,653, an amount due to joint venture of $2,104,150, and promissory notes payable of $1,269,729. The Company's cash on hand and cash generated from operations are not sufficient to satisfy these obligations as they come due. Accordingly, the Company's continuation as a going concern is dependent on its ability to raise additional capital, restructure or settle existing obligations, and ultimately achieve profitable operations.

Management is pursuing a number of measures intended to address the Company's liquidity requirements over the next twelve months, including: (i) the collection of the $1,000,000 instalment receivable in respect of the sale of intellectual property, which was received subsequent to year-end in June 2026; (ii) the pursuit of additional equity and debt financings, although there can be no assurance that such financings will be available on acceptable terms or at all; (iii) the pursuit of strategic alternatives for the Tradewind business, which may include a spin-out public listing, strategic partnerships or other transactions or reorganizations; (iv) continued cost-containment measures across research and development, marketing and general and administrative functions; and (v) the ongoing management of the timing of payments to suppliers and creditors. In addition, the Company holds the discretion to settle its convertible debentures, with an aggregate principal amount of $9,750,000, through the issuance of common shares, and the Company's promissory notes payable are expected to be settled through the issuance of shares of the Company's subsidiary, Tradewind Markets, Inc.; settlement of these obligations other than in cash would reduce the Company's near-term cash requirements, although share settlement of the convertible debentures would be dilutive to shareholders. Notwithstanding these measures, there can be no assurance that the Company will have sufficient cash resources to meet its obligations as they come due over the next twelve months. These circumstances constitute a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Loan defaults

On August 28, 2024, the Company consolidated debentures held by a single investor into an amended US$1,725,058 non-convertible debenture, which matured on August 28, 2025 and bears interest at rates increasing from 16.4% to 21% per annum over its term. The debenture required repayments of US$675,000 on February 28, 2025, US$675,000 on July 28, 2025, and US$676,592 upon maturity, and provides the lender with security over all present and after-acquired personal property of the Company.

The Company did not make the required repayments of US$675,000 due February 28, 2025 and US$675,000 due July 28, 2025, and the debenture was not repaid upon its maturity on August 28, 2025. As a result, the Company was not in compliance with the covenants of the non-convertible debenture. Failure to comply with the covenants provides the debenture holder with the ability to declare the outstanding liability immediately due and payable, and while the debenture is in default the applicable interest rates are increased by 2%. During the year ended March 31, 2026, the Company made payments of $1,040,000 towards the repayment of the non-convertible debenture, and the carrying amount of the debenture was $1,336,432 as at March 31, 2026. In addition, accrued unpaid interest on the debenture of $755,841 as at March 31, 2026 is included in accounts payable and accrued liabilities. The Company is actively engaged with the holder of the debenture regarding a restructuring of the obligation; as at the date of this MD&A, no agreement had been reached. If the holder were to exercise its right to demand immediate repayment or to enforce its security over the Company's assets, such action could have a material adverse effect on the Company's operations and financial condition, and could accelerate other obligations. There can be no assurance that a satisfactory restructuring will be achieved on terms acceptable to the Company.

Cash flows from operating activities

For the year ended March 31, 2026, the Company used cash of $3,797,203 in operating activities, compared with cash provided by operating activities of $313,569 for the year ended March 31, 2025. The change reflects the Company's operating losses and the settlement of certain outstanding liabilities during the year, funded in part by financing and investing proceeds. The Company continues to incur operating losses and remains dependent on external financing and improved operating performance to meet its obligations as they come due.

Cash flows from investing activities

For the year ended March 31, 2026, investing activities provided cash of $1,488,650, compared with $455 for the year ended March 31, 2025. Investing inflows in the current year consisted primarily of $1,400,000 of cash proceeds received on the sale of intellectual property and $100,000 of proceeds from the sale of the Company's shares of Bosonic Inc., partially offset by additions to equipment.

Cash flows from financing activities

For the year ended March 31, 2026, financing activities provided cash of $2,127,729, compared with $357,504 for the year ended March 31, 2025. Financing inflows in the current year consisted of $1,167,729 of proceeds from the issuance of promissory notes and $2,000,000 of capital contributions received from the joint venture partner (which the Company held pending remittance to the joint venture as at March 31, 2026), partially offset by $1,040,000 of repayments on the non-convertible debenture.

Capital resources

The Company's capital resources consist of its cash on hand, cash generated from operations, the $1,000,000 instalment in respect of the sale of intellectual property (which was received in June 2026), and the proceeds of any future equity or debt financings or strategic transactions. The Company has no material commitments for capital expenditures as at March 31, 2026. The Company has a commitment to make matching incremental capital contributions of up to $4,000,000 to the Coinmama Wallet joint venture once the Purchaser's initial contribution has been fully expended; the funding of this commitment is expected to be dependent on the availability of financing and the performance of the joint venture. As described above, future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future.

Contractual obligations

The Company's contractual undiscounted obligations as at March 31, 2026 were as follows:

	Carrying amount	**Contractual cash flows**	**Less than 1 year**	**1 – 2 years**
	($)	**($)**	**($)**	**($)**
Accounts payable and accrued liabilities	10,590,656	10,590,656	10,590,656	0
Loans in cryptocurrency	2,387,364	2,387,364	2,387,364	0
Convertible debentures	9,750,000	9,750,000	9,750,000	0
Non-convertible debenture	1,336,432	1,336,432	1,336,432	0
Promissory notes payable	1,545,729	1,545,729	1,269,729	276,000
Due to joint venture	2,104,150	2,104,150	2,104,150	0
Total	**27,714,331**	**27,714,331**	**27,438,331**	**276,000**

The loans in cryptocurrency are expected to be settled in their native cryptocurrency. Convertible debentures include non-discounted liabilities totalling $9,750,000, which the Company holds the discretion to settle through the issuance of common shares. Promissory notes payable are expected to be settled in the shares of the Company's subsidiary, Tradewind Markets, Inc.

Capital structure and outstanding share data

The Company's capital structure consists of all components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support current operations and the necessary corporate and administrative functions, primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company is not subject to externally imposed capital requirements, and the Company's overall strategy with respect to capital risk management remains unchanged from the prior period.

As at the date of this MD&A, the Company's authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares. The Company had the following securities outstanding as at August 5, 2026:

	Number outstanding
Common shares	207,431,270
Warrants	3,682,539
Restricted share units	5,431,645

In addition to the securities set out above, the Company has other outstanding instruments that are convertible or exchangeable into equity securities. The Company's convertible debentures, with an aggregate principal amount of $9,750,000, are convertible into common shares of the Company at the option of the Company. The Company's promissory notes payable, with an aggregate principal amount of $1,545,729, are subject to mandatory conversion into common shares of the Company's subsidiary, Tradewind Markets, Inc., and the Company also retains the option to convert the promissory notes at any time prior to maturity. Conversion of the promissory notes would dilute the Company's ownership interest in Tradewind Markets, Inc., which is currently a wholly owned subsidiary. See “Convertible debentures” and “Promissory notes payable” in the notes to the Financial Statements for further detail.

Related Party Transactions

The Company's related parties include its key management personnel, entities over which its executive officers and directors have control or significant influence, and the Coinmama Wallet joint venture. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and comprise the Company's executive management team and members of the Board of Directors. The related party transactions described below were incurred in the normal course of operations and have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Key management personnel compensation

Compensation of key management personnel, representing amounts paid or payable for services rendered in their capacity as executive officers and directors, consisted of the following:

	Year ended Mar 31, 2026	**Year ended Mar 31, 2025**
	($)	**($)**
Wages, salaries, fees and short-term benefits	306,198	465,433
Share-based payments	656	1,999
Total	**306,854**	**467,432**

As at March 31, 2026, $975,237 (March 31, 2025 – $1,064,597) was owed to key management personnel and included in accounts payable and accrued liabilities, and $222,492 (March 31, 2025 – $262,782) was owed to key management personnel and included in loans in cryptocurrency. These amounts represent accrued and unpaid compensation and amounts advanced to the Company, as described below, and are unsecured.

Included in accounts payable and accrued liabilities as at March 31, 2026 are amounts of $337,734 (March 31, 2025 – $327,861) owing to a member of key management personnel, denominated in US dollars and Israeli new shekels. These balances, together with the loan in cryptocurrency of $222,492 (March 31, 2025 – $262,782), are unsecured, bear interest at 3% per annum and are repayable on demand. Interest of $18,825 was incurred on these balances during the year ended March 31, 2026 (2025 – $18,924).

Loan from a related party

The Company entered into a short-term loan agreement with a related party of the Company for 2 Bitcoin and 11 Ether. The loan bears interest at 3% per annum and is due on demand. The loan was advanced to fund the Company's short-term working capital requirements. As at March 31, 2026, the fair value of the related party loan was $190,318 in respect of the Bitcoin-denominated portion and $32,175 in respect of the Ether-denominated portion (together, $222,492), and is included in loans in cryptocurrency. Because the loan is denominated and repayable in cryptocurrency and is due on demand, the amount ultimately required to settle the loan will fluctuate with the prices of Bitcoin and Ethereum.

Coinmama Wallet joint venture

The Coinmama Wallet joint venture is a related party of the Company. During the year ended March 31, 2026, the Company entered into the joint venture concurrently with the sale of its wallet intellectual property, as described under “Discussion of Operations” above. The Company holds a 40% interest in the joint venture through its wholly owned subsidiary, Wellfield Technology IR Limited, and accounts for the joint venture using the equity method. As at March 31, 2026, $2,104,150 was due to the joint venture, comprising the Purchaser's $2,000,000 capital contribution received by the Company and not yet remitted to the joint venture, $100,150 arising from joint venture operations conducted through the Company's subsidiary, New Bit Ventures Ltd., and the Company's unpaid initial capital contribution of $4,000. The Company is required to make matching incremental capital contributions of up to $4,000,000 once the Purchaser's initial contribution has been fully expended; no amount of this commitment had been accrued as at March 31, 2026. The Company's share of the joint venture's net income for the period from formation to March 31, 2026 was $40,005.

Proposed Transactions

The Company continues to evaluate strategic alternatives for its Tradewind Markets business, which may include a spin-out public listing, strategic partnerships with third parties, or other transactions or reorganizations, as described under “Discussion of Operations - Tradewind Markets”. A spin-out transaction pursued during the year was not completed. As at the date of this MD&A, the Board of Directors has not entered into any binding agreement in respect of a proposed acquisition or disposition of a material asset or business that has not otherwise been disclosed in this MD&A or the Financial Statements. Any such transaction would be subject to negotiation of definitive terms, market conditions, and applicable regulatory and other approvals, and there can be no assurance that any such transaction will be completed.

Off-Balance Sheet Arrangements

Other than the Company's commitment to make matching incremental capital contributions of up to $4,000,000 to the Coinmama Wallet joint venture, which has not been recognized in the Financial Statements and is described under “Liquidity and Capital Resources – Capital resources” above, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Changes in Accounting Policies and Future Accounting Pronouncements

The Company did not adopt any new accounting policies during the year ended March 31, 2026 that had a material effect on the Financial Statements, other than the accounting policies applied for the first time in respect of the sale of intellectual property and the formation of the Coinmama Wallet joint venture, including the equity-method accounting for the joint venture and the fair value measurement of the redeemable special shares, as described under “Discussion of Operations” and “Critical Accounting Estimates and Judgments”.

Changes in Presentation

During the year ended March 31, 2026 the Company changed the presentation of two items arising on its cryptocurrency-denominated loans, and the comparative figures for the year ended March 31, 2025 have been reclassified to conform. Exchange differences on those loans, previously presented in exchange gain (loss), are now presented in fair value adjustments on financial instruments, and interest on those loans, previously presented in cost of revenue, is now presented in finance expense. Management considers the revised presentation to provide more relevant information because it aligns the presentation of amounts arising on the loans with the basis on which the loans are measured and with the classification of the Company's other borrowing costs. For the year ended March 31, 2025 the reclassifications reduced cost of revenue by $142,413 and increased gross profit by the same amount, increased finance expense by $142,413, increased the fair value loss on financial instruments by $354,884 and increased the exchange gain by $354,884. The reclassifications had no effect on net income (loss), other comprehensive income (loss), total comprehensive income (loss), earnings (loss) per share, total assets, total liabilities, shareholders' equity or cash flows for any period presented.

In May 2024, the International Accounting Standards Board issued amendments to IFRS 9, Financial Instruments, and IFRS 7, Financial Instruments: Disclosures, clarifying the derecognition of financial liabilities settled through electronic payment systems and the classification of financial assets with contingent settlement features and contractually linked instruments, together with related disclosures. The amendments are effective for annual periods beginning on or after January 1, 2026, and will apply to the Company's fiscal year beginning April 1, 2026. The Company is assessing the impact of the amendments, including on its loans settled in cryptocurrency.

In April 2024, the International Accounting Standards Board issued IFRS 18, Presentation and Disclosure in Financial Statements, which will replace IAS 1. The standard is effective for annual reporting periods beginning on or after January 1, 2027, with earlier adoption permitted, and will apply to the Company's fiscal year beginning April 1, 2027. IFRS 18 introduces new mandatory subtotals in the statement of profit or loss, revised categories for income and expenses, and expanded disclosure requirements for management-defined performance measures, together with related amendments to other standards including IAS 7 and IAS 34. Management has performed a preliminary review and expects that the adoption of IFRS 18 will primarily affect the presentation and disclosure of the Financial Statements rather than the recognition or measurement of assets, liabilities, revenues or expenses. Comparative information will need to be restated, and additional reconciliations and disclosures will be required.

In December 2024, the Canadian Sustainability Standards Board issued CSDS 1, General Requirements for Disclosure of Sustainability-related Financial Information, and CSDS 2, Climate-related Disclosures. These standards are effective from January 1, 2025, but application is currently voluntary pending future regulatory mandates. The Company is evaluating the impact of these reporting requirements.

Critical Accounting Estimates and Judgments

The preparation of the Financial Statements requires management to make judgments and estimates that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from these estimates. Estimates are reviewed on an ongoing basis. The critical judgments and estimates that have the most significant effect on the amounts recognized in the Financial Statements are as follows:

Going concern

The assessment of the Company's ability to continue as a going concern requires significant judgment and is based on assumptions regarding its ability to raise additional financing, successfully develop and market its financial services offerings, and achieve profitable operations in the future. Although the Company reported net income of $6,475 for the year ended March 31, 2026 (attributable primarily to the non-recurring gain on the sale of intellectual property), it has negative cash flows from operations, a working capital deficiency of $27,936,476 and a deficit of $106,372,085 as at March 31, 2026. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Financial Statements do not include any adjustments that would be required if the going concern basis of presentation were not appropriate.

Sale of intellectual property, joint control and redeemable special shares

Significant judgment was required in determining that the Asset Purchase Agreement, Joint Venture Agreement and Shareholder Agreement constitute a single combined arrangement, in concluding that the Company has joint control of the Coinmama Wallet joint venture, and in determining the portion of the gain on sale to be deferred. The fair value of the redeemable special shares involves significant estimation and is determined using a probability-weighted discounted cash flow model incorporating unobservable inputs, including forecast joint venture revenues and a risk-adjusted discount rate. The special shares were initially recognized at a fair value of $6,502,328 and were remeasured to $6,245,854 as at March 31, 2026 using a discount rate of 23.75%, resulting in a fair value loss of $256,122. Changes in these assumptions could have a material effect on the carrying value of the special shares and the Company's results. The probability weights applied to the four revenue scenarios were 40% (management case), 30% (optimistic), 20% (moderate) and 10% (pessimistic), with base case joint venture revenue of approximately $1.92 million per annum. A 1% increase (decrease) in the discount rate would decrease (increase) the fair value of the special shares by approximately $0.3 million, and reallocating 10% of the probability weight from the management case to the pessimistic scenario would decrease the fair value by approximately $0.5 million.

Promissory notes payable

The fair value of the promissory notes payable is determined by reference to the fair value of the common shares of the Company's subsidiary, Tradewind Markets, Inc., into which the promissory notes are mandatorily convertible on maturity, which represents a significant unobservable input and results in their classification within Level 3 of the fair value hierarchy. A 10% increase (decrease) in the estimated fair value of the Tradewind Markets, Inc. shares would increase (decrease) the fair value of the promissory notes, and the related fair value loss (gain) recognized in profit or loss, by approximately $154,573.

Revenue recognition - principal versus agent

In determining the amount of revenue from contracts with customers, the Company exercises judgment in determining whether it acts as principal or as agent in the arrangement. Under Coinmama's partner-driven referral model, the Company has concluded that it acts as agent and accordingly recognizes the net referral fees earned from regulated partners rather than the gross proceeds of cryptocurrency transactions and the related purchasing costs. A different conclusion would materially change the amounts of revenue and cost of revenue presented, although it would not affect net income (loss).

Income taxes

The determination of the Company's tax expense and deferred tax assets and liabilities involves significant estimation and judgment, including the interpretation of tax legislation in multiple jurisdictions and estimates of the amount and timing of taxable income. The current income tax expense of $1,294,402 recognized in respect of the sale of intellectual property is based on management's best estimate and is subject to significant measurement uncertainty.

Impairment of non-financial assets and fair value of financial instruments

The Company evaluates each asset or CGU each reporting period for indications of impairment and, in the case of goodwill, tests for impairment annually. The recoverable amount of a CGU is determined using discounted cash flow models based on internal estimates of future cash flows, and is sensitive to assumptions including revenue growth rates and discount rates. The Company also measures certain financial instruments at fair value. The redeemable special shares and the promissory notes payable are classified within Level 3 of the fair value hierarchy and their measurement requires the use of valuation models and unobservable inputs; the convertible debentures and the loans in cryptocurrency are classified within Level 2 and are measured by reference to the contractual amount payable and quoted cryptocurrency prices respectively.

Financial Instruments and Risk Management

The Company is exposed, in varying degrees, to a variety of financial instrument related risks. The fair value of the Company's financial instruments, including cash and cash equivalents, receivables, accounts payable and accrued liabilities, and the amount due to joint venture, approximates their carrying value due to their short-term nature. The redeemable special shares and promissory notes payable are classified as Level 3 within the fair value hierarchy. The loans in cryptocurrency and the convertible debentures are classified as Level 2 within the fair value hierarchy; the loans in cryptocurrency are measured using the market price of the relevant cryptocurrencies, and the convertible debentures are measured at the amount payable on demand following their maturity. During the year ended March 31, 2026, the convertible debentures were transferred from Level 3 to Level 2 on maturity, as their fair value is determined by reference to the contractual amount payable rather than unobservable inputs. There were no other transfers between levels during the period.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its receivables. The Company works with a select few reputable providers and customers to mitigate the risk of potential defaults.

The Company is also exposed to credit risk on the redeemable Special Shares, the redemption of which depends on the ability of the Purchaser to fund redemptions and on the profitability of the joint venture, representing a concentration of credit risk with a single counterparty. The maximum exposure to credit risk is the carrying amount of the Special Shares of $6,245,854. This exposure is mitigated by the terms of the Special Shares, under which any unredeemed balance becomes a direct obligation of the Purchaser at the end of year nine, and by the priority of Special Share redemptions within the joint venture's distribution waterfall.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to this risk mainly with respect to its accounts payable and accrued liabilities, amount due to joint venture, loans in cryptocurrency, convertible debentures, and non-convertible debenture. The Company manages this risk by managing its working capital and monitoring its ongoing operating requirements. As described under “Liquidity and Capital Resources” and “Critical Accounting Estimates and Judgments - Going concern”, the Company's continuation as a going concern is dependent on its ability to raise capital, successfully develop and market its financial services offerings, and attain profitable operations. See “Contractual obligations” above for the Company's contractual undiscounted obligations.

Foreign currency risk

Currency risk relates to the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US dollars, Euros and Israeli new shekels. Substantially all of the Company's revenue is earned in currencies other than the Canadian dollar. The Company's significant currency exposure, as stated in Canadian dollars, was as follows:

As at March 31, 2026

	USD	EUR	ILS	Other	Total
	($)	**($)**	**($)**	**($)**	**($)**
Cash and cash equivalents	29,384	3,828	110,438	0	143,650
Receivables	75,059	606	45,788	0	121,453
Accounts payable and accrued liabilities	(3,030,131)	(325,796)	(2,423,844)	(9,914)	(5,789,685)
Due to joint venture	(100,150)	0	0	0	(100,150)
Non-convertible debenture	(1,336,432)	0	0	0	(1,336,432)
Net financial position exposure	**(4,362,270)**	**(321,362)**	**(2,267,618)**	**(9,914)**	**(6,961,164)**

A 10% strengthening of the above currencies against the Canadian dollar would have affected equity and profit or loss by $(696,116) (USD $(436,227); EUR $(32,136); ILS $(226,762); Other $(991)). A 10% weakening of the above currencies against the Canadian dollar would have an equal but opposite effect.

As at March 31, 2025

	USD	**EUR**	**ILS**	**Other**	**Total**
	($)	**($)**	**($)**	**($)**	**($)**
Cash and cash equivalents	47,767	8,365	6,217	0	62,349
Receivables	123,765	625	27,261	0	151,651
Accounts payable and accrued liabilities	(2,708,467)	(289,551)	(2,439,251)	(21,984)	(5,459,253)
Non-convertible debenture	(2,475,804)	0	0	0	(2,475,804)
Net financial position exposure	**(5,012,739)**	**(280,561)**	**(2,405,773)**	**(21,984)**	**(7,721,057)**

A 10% strengthening of the above currencies against the Canadian dollar would have affected equity and profit or loss by $(772,105) (USD $(501,274); EUR $(28,056); ILS $(240,577); Other $(2,198)). A 10% weakening of the above currencies against the Canadian dollar would have an equal but opposite effect.

Interest rate risk

Interest rate risk is the risk that a financial instrument's fair value or future cash flows will fluctuate because of changes in market rates. The Company is exposed to interest rate risk on its non-convertible debenture and its loans in cryptocurrency; the convertible debentures are non-interest bearing. The Company's interest-bearing debt instruments have fixed interest rates; therefore, the Company is not exposed to fluctuations in its future cash flows related to these instruments.

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed to price risk on its loans in cryptocurrency and cryptocurrency held for operating activities. The Company's significant exposure on its assets and liabilities denominated in cryptocurrencies, as stated in Canadian dollars, was as follows:

As at March 31, 2026

	BTC	**ETH**	**Total**
	($)	**($)**	**($)**
Cryptocurrency held for operating activities	16,153	0	16,153
Accounts payable and accrued liabilities	(385,395)	0	(385,395)
Loans in cryptocurrency	(2,355,189)	(32,175)	(2,387,364)
Net financial position exposure	**(2,724,431)**	**(32,175)**	**(2,756,606)**

A 10% strengthening of the above cryptocurrencies against the Canadian dollar would have affected equity and profit or loss by $(275,661) (BTC $(272,443); ETH $(3,218)). A 10% weakening of the above cryptocurrencies against the Canadian dollar would have an equal but opposite effect.

As at March 31, 2025

	BTC	ETH	Total
	($)	**($)**	**($)**
Cryptocurrency held for operating activities	20,180	0	20,180
Accounts payable and accrued liabilities	(481,197)	0	(481,197)
Loans in cryptocurrency	(3,028,092)	(25,278)	(3,053,370)
Net financial position exposure	**(3,489,109)**	**(25,278)**	**(3,514,387)**

A 10% strengthening of the above cryptocurrencies against the Canadian dollar would have affected equity and profit or loss by $(351,439) (BTC $(348,911); ETH $(2,528)). A 10% weakening of the above cryptocurrencies against the Canadian dollar would have an equal but opposite effect.

Risks and Uncertainties

An investment in the securities of the Company involves significant risks. The following is a summary of certain risk factors relating to the Company's business, and is not exhaustive. Additional risks and uncertainties not presently known to the Company, or that the Company currently considers immaterial, may also impair the Company's business, financial condition and results of operations.

Income tax on the sale of intellectual property

The Company recognized a current income tax expense of $1,294,402 in respect of the sale of its wallet intellectual property, based on management's best estimate of the tax payable on the transaction. That estimate remains subject to significant measurement uncertainty and the ultimate liability may be materially higher or lower than the amount provided. As at March 31, 2026 the Company had income taxes payable of $1,833,653 against cash and cash equivalents of $170,175. An adverse determination by the applicable tax authorities, or a requirement to settle the amount provided earlier than anticipated, could have a material adverse effect on the Company's liquidity, financial condition and results of operations.

Going concern and liquidity

Although the Company reported net income of $6,475 for the year ended March 31, 2026 (attributable primarily to the non-recurring gain on the sale of intellectual property), it has a history of operating losses, negative cash flows from operations, a working capital deficiency of approximately $27.9 million and negative shareholders' equity as at March 31, 2026, and a deficit of $106,372,085. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Company's ability to continue operating and to meet its obligations as they come due is dependent on its ability to obtain additional financing, restructure or settle existing obligations, monetize assets, and ultimately achieve profitable operations. There can be no assurance that the Company will be able to do so on acceptable terms or at all.

Debt obligations and default

The Company is in default under its non-convertible debenture, which matured on August 28, 2025 and remained unpaid as at the date of this MD&A, and is engaged in restructuring discussions with the holder that had not concluded. The debenture is secured by all present and after-acquired personal property of the Company. If the holder were to demand immediate repayment or enforce its security, or if the Company were unable to satisfy or refinance its convertible debentures, loans in cryptocurrency, promissory notes and other obligations as they come due, the Company's business, financial condition and results of operations could be materially and adversely affected.

Cryptocurrency price risk

Certain of the Company's loans and liabilities are denominated in, and expected to be settled in, Bitcoin and Ethereum. As a result, the amounts ultimately required to settle these obligations, and the Company's reported results, will fluctuate with changes in cryptocurrency prices, which have historically been volatile and are outside the Company's control.

Launch and adoption of the Coinmama Wallet and reliance on the joint venture

A substantial portion of the Company's expected internal growth depends on the successful launch, adoption and continued development of the Coinmama Wallet and the performance of the Coinmama Wallet joint venture. The launch of the wallet is subject to third-party application-store and regulatory approvals, and its contribution to the Company will depend on the rate of user adoption and the development and launch of additional functionality, the timing of which has not been determined. In addition, the realization of value from the redeemable special shares over years one through nine is dependent on the joint venture generating sufficient revenues and profits to fund the scheduled redemptions. If the wallet is not launched or adopted as anticipated, or if the joint venture does not perform as expected, the Company's growth, the value ultimately realized from its joint venture interest, and the value of the redeemable special shares (which may be materially less than their face value, and less than their current carrying value) could be adversely affected.

Revenue concentration

The Company's Tradewind revenue is derived from a single customer relationship, and a large customer withdrawal from the platform is expected to reduce storage fees by approximately 50% in the near term. The Company's Coinmama referral revenue is dependent on a limited number of regulated partners. Referral revenue attributable to a single country of domicile represented approximately 75% of the Company's total revenue in fiscal 2026 (2025 – 76%). The loss of, or a material change in, any of these relationships could have a material adverse effect on the Company's revenue.

Regulatory risk

The Company operates in the rapidly evolving and heavily regulated digital asset sector. Changes in laws, regulations or regulatory policy, or the Company's inability to obtain or maintain required registrations and approvals (including registration to operate Brane Trust as a qualified digital asset custodian), could restrict the Company's activities, increase its costs of compliance, or adversely affect its business and prospects.

Dependence on financing, key personnel and technology

The Company's growth strategy, including the launch and adoption of the Coinmama Wallet, the commercialization of the Coinmama Wallet joint venture and the upgrade of the Tradewind platform, depends on the availability of additional financing, which may not be available on acceptable terms or at all, and on the retention of key management and technical personnel. The Company also depends on the continued operation, security and development of its technology platforms, and is exposed to cybersecurity and technology risks. In addition, settlement of the Company's convertible debentures through the issuance of common shares, or future equity financings, would be dilutive to existing shareholders. The Company does not anticipate paying dividends in the foreseeable future.

Subsequent Events

Subsequent to March 31, 2026: (i) in June 2026, the Company received the $1,000,000 instalment receivable in respect of the sale of intellectual property, which had been recognized as a receivable as at March 31, 2026; (ii) the terms of the Company's promissory notes payable with an aggregate principal amount of $1,269,729 were extended to July 1, 2027; and (iii) the Company continued discussions with the holder of the non-convertible debenture regarding the restructuring of the obligation described under “Liquidity and Capital Resources - Loan defaults”, and no agreement had been reached as at the date of this MD&A. No other events occurred subsequent to March 31, 2026 that require adjustment to or disclosure in this MD&A.

Additional Information

Additional information relating to the Company, including the Financial Statements, is available on SEDAR+ at www.sedarplus.ca.

Forward-Looking Statements

This MD&A contains forward-looking statements, as described under "Advisory Regarding Forward-Looking Statements" above. Examples of forward-looking statements in this MD&A include, but are not limited to, statements in respect of: the Company's business objectives and strategies; the Company's revenues, operating costs, taxes and fees; the Company's long-term growth and development plans; the decentralized finance and blockchain sectors in general; the Company's ability to obtain sufficient additional financing or otherwise generate sufficient cash to meet its working capital and other requirements over the next twelve months; the ability of the Company to raise funds, restructure or settle its obligations, and continue as a going concern; the outcome of restructuring discussions with the holder of the non-convertible debenture; the launch, timing, adoption and commercialization of the Coinmama Wallet and the Coinmama Wallet joint venture, and the realization of value from the redeemable special shares; the strategic alternatives being considered for the Tradewind business, including a potential spin-out, partnership or reorganization; the expected near-term reduction in Tradewind storage fees; the ultimate amount of income tax payable in respect of the sale of intellectual property; and the impact of fluctuations in foreign currencies and cryptocurrencies relative to the Canadian dollar.

In developing the forward-looking statements in this MD&A, the Company has made a number of material assumptions, including: that the Company will be able to obtain additional financing, or restructure or settle its existing obligations, on acceptable terms and on a timely basis; that the Coinmama Wallet will be launched and adopted, and that the joint venture will be commercialized and will generate revenues and profits sufficient to fund the scheduled redemptions of the redeemable special shares; that the Company will reach a satisfactory restructuring of its non-convertible debenture with the holder; that no further material impairment of the Company's assets will be required; that the Company's cost-containment measures will remain effective; that the Company will be able to advance one or more strategic alternatives for the Tradewind business; that the regulatory environment for digital assets will not change in a manner materially adverse to the Company; and that cryptocurrency and foreign exchange rates, and general economic and market conditions, will remain within ranges consistent with the Company's expectations.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to differ materially from those expressed or implied by such statements. These factors include, among others, the risks described under "Risks and Uncertainties" above, including risks relating to the Company's ability to continue as a going concern and to fund its operations; its liquidity position and default under its non-convertible debenture; volatility in cryptocurrency and foreign exchange rates; the launch and adoption of the Coinmama Wallet and reliance on the joint venture for the realization of the special shares; concentration of revenue; the regulatory environment for digital assets; and dependence on additional financing, key personnel and technology. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and undue reliance should not be placed on them. The forward-looking statements contained in this MD&A are made as of the date of this MD&A, and the Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.