cubicfarms

TECHNOLOGY TO FEED A CHANGING WORLD

Management's Discussion and Analysis

For the three and nine months ended September 30, 2023

Dated: November 14, 2023

The following Management's Discussion and Analysis ("MD&A") is prepared as of November 14, 2023, and reports on the operating results and financial condition of CubicFarm Systems Corp., (the "Company" or "CubicFarms") for the three and nine months ended September 30, 2023. This MD&A is prepared by management and should be read in conjunction with the consolidated financial statements for the year ended December 31, 2022, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts herein are expressed in Canadian dollars unless stated otherwise.

In this discussion, unless otherwise indicated, a reference to the business and operations of the Company includes the business and operations of CubicFarm Systems Corp. and its wholly owned subsidiaries: CubicFarm Manufacturing Corp., CubicFarm Produce (Canada) Corp., CubicFarm Systems U.S. Corp., HydroGreen Inc. ("HydroGreen"), and CubicFarm Systems (Shanghai) Corp.

The Company's most recent annual information form and other documents and information have been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") and are available under the Company's profile at www.sedar.com.

Forward-Looking Statements

Certain statements contained in the following MD&A constitute forward-looking statements. These statements are based on the beliefs of management as well as assumptions made by and information currently available to the Company. When used in this document, the words "plans", "forecasts", "budgets", "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or management, are intended to identify forward-looking statements. Such forward-looking statements include but are not limited to statements related to the Company's ability to: raise sufficient capital to meet its obligations as and when they come due, meet its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of business, enter into sales agreements with new customers, secure incremental cashflow, and secure debt and equity financing and achieve profitable operations. These forward-looking statements involve a number of known and unknown risks, uncertainties and other factors including, but not limited to, financial, operational, environmental, and political risks, general equity and market conditions. The outcome of these factors may cause the actual results and performance of the Company to be materially different from any plans or results expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements. The Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, however, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward looking information will not be updated unless required by law or securities regulations. For a comprehensive list of the risks and uncertainties applicable to the Company, refer to the Company's annual information form available at www.sedar.com.

About the Company and Nature of Business

The Company was incorporated under the Business Corporations Act of British Columbia on October 8, 2015. The Company is domiciled in Canada and its principal address is 7170 Glover Road, Langley, BC, V2Y 0W9.

The Company listed its common shares on the Toronto Stock Exchange Venture Exchange ("TSXV") as a Tier 1 issuer in July 2019. On September 1, 2021, the Company graduated to Toronto Stock Exchange ("TSX") and commenced trading under the symbol "CUB."

CubicFarms is a local chain agricultural technology company that provides unique automated on site commercial-scale food and livestock feed technologies. CubicFarms' technologies localize food production and convert wasteful long supply chains within the agriculture industry into a more local supply chain. This improves the consumer's access to quality food and maximizes crop yield, all while reducing the environmental footprint of food and feed production. These technologies can provide independent and efficient fresh produce and livestock feed supply in any climate, 365 days a year.

The Company operates in two segments, which are its Feed Division and Fresh Division. The Feed Division (selling hydroponic equipment and services to promote live green animal feed production in a controlled environment) and Fresh Division (selling hydroponic equipment and services to promote leafy green production in a controlled environment) use two distinct technologies that address two distinct markets.

Feed Division

The Company's Feed Division operates using the Company's HydroGreen technology for growing nutritious livestock feed. The HydroGreen Grow System technology was acquired by the Company along with the acquisition of HydroGreen Inc. on January 2, 2020. Since the acquisition, CubicFarms has improved upon the original HydroGreen technology and has commercialized two Automated Vertical Pastures™, the DG66 (designed for small family farms of 100 to 500 animals) and the GLS808 (designed for larger commercial farms of 500 to 15,000+ animals).

This system utilizes a unique process to sprout grains, such as barley and wheat, in a controlled environment with minimal use of land, labour, and water. Automated Vertical Pastures™ is fully automated and performs all growing functions including seeding, watering, lighting, harvesting, and re-seeding – all with the push of a button – to deliver nutritious livestock feed without the typical investment in land, fertilizer, chemicals, fuel, field equipment, and transportation. Automated Vertical Pastures™ not only provides superior nutritious feed to benefit the animal, but also enables significant environmental benefits to the farm with reduced use of land, reduced use of water, and a reduction in harmful methane emissions.

Hydrogreen has added a new stream of revenue in the three months ended September 30, 2023, with the addition of Feed as a Service ("FaaS"). FaaS is an innovative agricultural model where HydroGreen builds a regional feed hub facility equipped with Automated Vertical Pastures™ and sells the sprouted-grain nutrition to livestock feeding operations in the area. Having HydroGreen run operations at the feed hub facilities guarantees optimal feed production, quality control, and enhanced animal performance outcomes for producers. The Company has subsequently announced Memorandum of Terms ("MOT") with four companies. These announcements continue to confirm the Company's belief that the FaaS model of establishing localized regional feed hubs to produce and sell feed to local dairy and beef farms is a viable opportunity for the Company.

As of September 30, 2023, the Feed Division has 18 employees and full-time contractors, a decrease of 42% from 31 as of December 31, 2022.

Manufacturing

HydroGreen products are manufactured at a 21,620 square foot warehouse and office space at HydroGreen's principal place of business located in Sioux Falls, South Dakota.

Research and Development

HydroGreen has developed a 12,000 square foot HydroGreen Innovation Center located in Sioux Falls, South Dakota. The HydroGreen Innovation Center currently contains three Automated Vertical Pastures™ and is used for research and development, product testing, customer visits, partner training, and feed trials.

Fresh Division

The Company's Fresh Division operates using the patented CubicFarm™ System, which contains CubicFarms' patented technology for growing leafy greens and other crops. The CubicFarm System modules address two of the most difficult challenges in the vertical farming industry, being high electricity and labour costs, using unique undulating path technology. CubicFarms' patented Crop Motion Technology™ moves plants to one layer of LED grow lights, unlike typical rack and stack layouts of other vertical farms that use multiple layers of energy-intensive LEDs.

The Company's Fresh Division previously sold small-scale, containerized systems directly to farmers, but the lack of scale and the level of selling and general and administrative expenses required made the business model for the Fresh Division unprofitable. Subsequently, CubicFarms scaled down its Fresh Division to focus on large systems ("FreshHub") to compete with field-grown lettuce.

The Company's high-density FreshHub system occupies one acre of land, and the Company believes the system can replace up to 100 acres of outdoor field growing. FreshHub systems can be located near major population centres for closer access to more reliable, year-round growing indoors with the added flexibility of less land, less water, localized transportation, and significant energy savings.

As of September 30, 2023, the Fresh division has 15 employees and full-time contractors, a decrease of 61% from 38 as of December 31, 2022.

Corporate and operational highlights for the three and nine months ended September 30, 2023

On January 17, 2023, the Company announced the lease of FreshHub machinery and equipment to Langley Indoor Produce, of which CubicFarms will have the option to retain up to 97.6% of the equity interest of this entity at the point of closing. As part of this transaction, CubicFarms will grant a license for the underlying FreshHub intellectual property to Langley Indoor Produce. The use of the license grant will be limited to the indoor, non-containerized implementation of the CubicFarms patented equipment. Ongoing funding of Langley Indoor Produce will come from third-party investors.

On March 7, 2023, the Company announced that its livestock feed subsidiary company, HydroGreen Inc. has finalized the installation of two previously sold machines to Jim Cheney Inc. in Utah.

On March 17, 2023, the Company announced that it has closed its previously announced overnight marketed public offering (the "Offering") of units (the "Units") of the Company. Each Unit consists of one common share of the Company (a "Common Share") and one common share purchase warrant (the "Warrant"). Each Warrant entitles the holder thereof to acquire one Common Share of the Company at an exercise price of C$0.10 (the "Exercise Price") per Common Share for a period of 36 months from March 17, 2023 (the "Closing Date").

Pursuant to the Offering, the Company issued a total of 56,027,000 Units at a price of $0.05 per Unit (the "Offering Price") for gross proceeds of $2,801,350, including 10,261,000 Units issued to reduce working capital obligations of the Company for $513,050 in payables ("Debt-for-Equity Swap"). In addition, the Company has agreed to pay a cash commission equal up to 6% of the aggregate gross proceeds of the Offering, including the amounts raised in the Debt-for-Equity Swap. As an additional compensation, the Company issued 3,061,620 of non-transferable compensation warrants (the "Compensation Warrants"). Each Compensation Warrant will be exercisable to acquire one Common Share of the Company at the Offering Price for a period of 36 months from the Closing Date, subject to adjustment in certain events.

On May 5, 2023, the Company announced the resignation of Carlos Yam, Chief Financial Officer effective immediately. Michael Brendan Kyne, CFA, joins the Company as Interim CFO to ensure a smooth transition of responsibilities during the interim period. With over 20 years of experience in investment management and business leadership, Mr. Kyne brings a wealth of expertise to the role.

On June 12, 2023, the Company announced the commissioning of its automated, controlled-environment growing technology at Vertical Acres Farm LLC. Vertical Acres Farm purchased 20 CubicFarm machines and 1 fertigator which will enable the Vertical Acres to grow and distribute commercial quantities of fresh produce for their region.

On June 27, 2023, the Company announced FaaS MOT with J&D Wilson Farms, a dairy and beef farming operation based in Riverdale, California. Under the terms of the MOT, HydroGreen will deliver 24 tons of HydroGreen "As Fed" Feed ("Feed") per day to J&D Wilson.

Only July 6, 2023, the Company announced FaaS MOT with Crosswind Jerseys, a dairy in Elkton, South Dakota. Under the terms of the agreement, HydroGreen will supply Crosswind Jerseys with a contracted monthly delivery of 45 tons of HydroGreen feed.

On July 21, 2023, the Company announced FaaS MOT with Johann Diary, a large dairy farm based in Fresno, California. Under the MOT with Johann Dairy, HydroGreen will deliver 10 tons of HydroGreen "As Fed" Feed ("Feed") per day to Johann Dairy.

As of July 31, 2023, the Company defaulted on the $261,600 of accrued interest on the convertible loans; terms of repayment are currently in discussion.

On August 3, 2023, the Company announced FaaS MOT with Van Kooi Diary, a large dairy farm based in Riverdale, California. Van Der Kooi has signed on to purchase 10,000 tons of sprouted-grain feed per year from HydroGreen's future feed facility in Riverdale, California.

On August 18, 2023, the Company announced FaaS MOT with Bar None Dairy, a dairy farm based in Helm, California.

On August 24, 2023, the Company announced the sale of six HydroGreen GLS 808 systems, largest order to date, to Cirio Societa Agricola SRL of Fagianeria, Italy. Cirio Agricola is one of the most advanced Dairies in Italy and marks the entrance of the Company into the European market that further validates HydroGreen's technology in the production of animal feed.

Environmental, Social, and Governance (ESG)

Beyond selling products that directly and positively impact climate change and improving the use of land and water resources, by localizing food and livestock feed production, the Company and its products promote food security and equality globally.

More specifically, the use of CubicFarms technology developed within the Fresh Division contributes to the United Nations' Sustainable Development Goals through the following:

- Less fresh water used by 95% than traditional farming.
- Crop Motion Technology™ innovation uses a single row of light to reduce energy consumption.
- Shortened supply chain needs by growing local, resulting in 80% less waste.
- Zero pesticides or herbicides used in the process.
- Significantly less land required to grow the same amount of food.
- More nutrients found by 45% within produce grown locally compared to produce transported via long supply chains.

Similarly, the use of the HydroGreen technology within the Feed Division contributes to the United Nations' Sustainable Development Goals through the following:

- Less fresh water used by 95% than traditional farming.
- Seed to feed in 6 days that are grown on-site, reducing long supply chains and feed transport.
- Feed is highly nutritional, full of vitamins, antioxidants, and digestive enzymes.
- Zero pesticides or fertilizer used in the process.
- Significantly less land required to grow the same amount of animal feed.
- Fewer greenhouse gas emissions by about 7% using hydroponic technology.

CubicFarms ESG Disclosure

CubicFarms business is intertwined with environment, social, and governance matters. The Company is making an active effort to deliver sustainable benefits to society needed for the long term. The Company is combining cost benefits with a positive effect on the environment to create shareholder value and attempt to make the world a better place.

The Company's technologies help significantly reduce the amount of fresh water, land, and energy used by farmers. It is not just using fewer natural resources, it also eliminates the need for pesticides, herbicides, and/or fertilizer.

Environmental Commitments

Sustainability

CubicFarms and HydroGreen have endorsed the "Decade of Ag" movement, the first-ever sector-specific vision for the sustainable food systems of the future. The Company's endorsement is a pledge to work with leaders and organizations and work toward a resilient, restorative, economically viable, and climate-smart agricultural system that produces abundant nutritious food and livestock feed.

Social Commitments

The Company is committed to the health and safety of our employees, customers, vendors, and community. The Company is attracting and retaining world-class talent and passionate individuals who believe in the Company's mission and thrive in the workplace, in the office or on the farm.

Local communities using CubicFarms' technologies for indoor automated growing are experiencing more sustainable access to fresh food and livestock and are using natural resources more sustainably.

Animal Welfare

At CubicFarms, the Company is concerned about animal welfare and uses both animal and plant science knowledge to create technologies that support animal health and wellbeing. The Company research and development team is conducting research and data collection on dairy cattle consuming HydroGreen fresh livestock feed as part of the herd's ration. Preliminary results on a sample of dairy cattle are showing impressive health improvements for close up cows and calves, that showed much better health during the weaning and feeding periods, compared to a sample of non-HydroGreen calves. The nutritious fresh livestock feed grown in HydroGreen Automated Vertical Pastures™ contains high quality protein in the form of amino acids and simple peptides. This results in high quality energy in the form of simple sugars and starches within the feed ration, with readily available nutrients that appear critical for health, growth, production, and reproduction.

The feed palatability, as well as the higher moisture of the HydroGreen fresh feed, improves ration conditioning with less sorting of ingredients by the animals, resulting in a lower incidence of upper respiratory issues due to dust inhalation. Fresh livestock feed is both nutritious and devoid of anti-nutritional factors, such as haemagglutinins, trypsin inhibitors, tannins and pentosans, and phytic acid.

Governance Commitments

The Company is committed to open and transparent communications with all stakeholders. The CubicFarms team strives for clarity without unnecessary complexity in the Company's news and financial statements, avoiding unnecessary jargon for maximum understanding of the Company's messages.

CubicFarms is committed to disseminating all material information that would reasonably be required to make an informed decision about investment in or trading securities of the company (TSX: CUB) in a fair, timely, and cost-efficient manner. Material information is available on the company's website Investors page.

The Company is advised with governance and oversight by the Corporate Governance Committee on the CubicFarms Board of Directors which is composed solely of experienced and independent member Directors. Furthermore, the Corporate Governance Committee has a general mandate to assess all issues that may affect the Company in the areas of corporate governance and to recommend appropriate governance policies to the Board.

Among other advantages, the Company's focus on ESG provides CubicFarms with opportunities to tap into new markets and expand into existing ones while attracting top talent to our goal of transforming agriculture globally.

Highlights subsequent to the three and nine months ended September 30, 2023

On October 31, 2023, HydroGreen Inc. announced the sale of one HydroGreen GLS 808 machine to Redmond Heritage Farms, Utah. Redmond Heritage Farms is an existing customer of Hydrogreen and presently operates a DGS 66 machine. The purchase and installation of the larger GLS 808 system marks a significant investment on behalf of Redmond to expand their feed production.

On November 2, 2023, Hydrogreen Inc announced its second location for HydroGreen's California Regional Feed Hub in Visalia, California. The Visalia region hub will initially have two buildings each with twenty HydroGreen GLS 808 machines producing 64 tons a day of feed or 128 tons total daily. In addition, it was announced that 75% of this capacity has already been sold out at $150 per ton. HydroGreen's FaaS model represents a significant development by Hydrogreen to develop its own direct feed business with a view to creating a long-term recurring revenue model for the Company. This model of direct feed sales will initially focus on the central valley in California in the heartland of Dairy production in California.

On November 6, 2023, HydroGreen announced the sale of two HydroGreen DGS 66 machines to Golden Rule Dairy of Elfrida, Arizona. This represents the second order from Golden Rule in Arizona for Hydrogreen. This sale is also very notable in that Golden Rule is not only buying the two DGS 66 units to expand their existing dairy herd, but to also begin production of feed to be used in part for their expanding chicken operation which marks a first for HydroGreen.

Discussion of Operations

Revenue

Fresh division		September 30, 2023		September 30, 2022		Change	%
Three months ended	$	7,754	$	311,386	$	(303,632)	-98%
Nine months ended	$	3,644,494	$	3,213,294	$	431,200	13%

Feed division		September 30, 2023		September 30, 2022		Change	%
Three months ended	$	51,346	$	14,094	$	37,252	264%
Nine months ended	$	192,743	$	246,591	$	(53,848)	-22%

Total		September 30, 2023		September 30, 2022		Change	%
Three months ended	$	59,100	$	325,480	$	(266,380)	-82%
Nine months ended	$	3,837,237	$	3,459,885	$	377,352	11%

The Company's sales fluctuate on a quarter-by-quarter basis, leading to financial results fluctuating from period to period. The Company has three main sources of revenue: sales of indoor growing technologies, services, and consumables. Consumables include produce sales, parts, seeds, nutrients, fertilizers, and substrates. Services include customer support subscriptions, consulting, and feed as a service.

Sales within the Fresh Division for the three months ended September 30, 2023, included $7,754 of consumable and services revenue. The Company continues to strive to fulfil its performance obligations and expects to complete current projects in the coming fiscal year. In comparison, sales within the Fresh Division for the three months ended September 30, 2022, included System sales revenue of consumable revenue of $278,422 and services revenue of $32,964. Sales within the Feed division for the three months ended September 30, 2023, included systems revenue of $18,469 from sale of parts, revenue of $19,420 from the sale of feed as a service and revenue of $13,457 from services. Feed as a service is a new revenue stream added in the current year that has supplemented the systems revenue in the Feed division. In comparison, sales within the Feed division for the three months ended September 30, 2022, included parts revenue of $14,094.

Sales within the Fresh Division for the nine months ended September 30, 2023, included systems revenue of $3.6 million from the installation and commissioning of 20 CubicFarms systems. In addition to the 20 systems, there was the completion of the previously delivered Abbotsford project and consumables revenue of $45,432. In comparison, sales within the Fresh Division for the nine months ended September 30, 2022, included System Sales of $2.6 million, consumable revenue of $532,272, and services revenue of $101,467. Sales within the Feed Division for the nine months ended September 30, 2023, included systems revenue of $109,728, revenue of $69,558 from the sale of feed as a service and revenue from services of $13,457. In comparison, sales within the Feed Division for the nine months ended September 30, 2022, included System Sales of $246,591.

Gross margin

Fresh division		September 30, 2023		September 30, 2022		Change	%
Three months ended	$	(50,351)	$	29,613	$	(79,964)	n.a.
Nine months ended	$	(145,796)	$	160,483	$	(306,279)	n.a.

Feed division		September 30, 2023		September 30, 2022		Change	%
Three months ended	$	(21,103)	$	(19,839)	$	(1,264)	-6%
Nine months ended	$	15,326	$	70,491	$	(55,165)	-78%

Total		September 30, 2023		September 30, 2022		Change	%
Three months ended	$	(71,454)	$	9,774	$	(81,228)	n.a.
Nine months ended	$	(130,470)	$	230,974	$	(361,444)	n.a.

Gross margin for the three months ended September 30, 2023, was a loss of $71,454 primarily from the result of write downs of inventory, sale of older inventory, and shipping costs incurred. Gross margin for the three months ended September 30, 2022, was a profit of $9,774.

Gross margin for the nine months ended September 30, 2023, was a loss of $130,470. Gross margin for the nine months ended September 30, 2022, was a profit of $230,974.

General and administrative expenses

		September 30, 2023		September 30, 2022		Change	%
Three months ended	$	1,499,041	$	4,096,455	$	(2,597,414)	-63%
Nine months ended	$	6,023,680	$	12,124,204	$	(6,100,524)	-50%

The decrease in general and administrative expenses is in line with the Company's cost reduction plan to optimize operating efficiency. General and administrative staffing expenses and consulting fees for the three months ended September 30, 2023, was $1,499,041, a decrease of 63% compared to the prior year's third quarter, which reflects the Company's reduced headcount. General and administrative expenses also consist of professional fees, office and operational supplies, facility rental, and logistic costs, which also reduced significantly compared to the prior period.

Selling expenses

		September 30, 2023		September 30, 2022		Change	%
Three months ended	$	181,908	$	1,579,609	$	(1,397,701)	-88%
Nine months ended	$	1,128,761	$	5,214,410	$	(4,085,649)	-78%

For the three months ended September 30, 2023, selling expenses decreased by $1.4 million or 88%. Staffing expense and consulting fees for the three months ended September 30, 2023, were $161,671, compared to $1,500,773 in the Q3 of the prior year. Advertising and promotions expense also decreased from $205,910 for the three months ended September 30, 2022, to $11,643 in the current period. The decrease in selling expenses is in line with the Company's continued cost reduction plan to optimize operating efficiency that was put in place as of Q3 2022.

Research and development

		September 30, 2023		September 30, 2022		Change	%
Three months ended	$	468,857	$	2,824,938	$	(2,356,081)	-83%
Nine months ended	$	1,752,917	$	8,579,026	$	(6,826,109)	-80%

For the three months ended September 30, 2023, research and development expenses decreased by $2.4 million or 83%. Staffing expenses and consulting fees for the three months ended September 30, 2023, were $296,003, compared to $3,524,156 for the three months ended September 30, 2022, which aligns with the decreased headcount. Materials and supplies used for research and development also decreased from $885,724 for the three months ended September 30, 2022, to $24,756 in the current period. The overall decrease in research and development expenses is in line with the Company's continuing approach to refocusing to the Feed division, which requires a lower activity level of research and development this period.

Gain (Loss) on impairment

		September 30, 2023		September 30, 2022		Change	%
Three months ended	$	-	$	(3,456,083)	$	3,456,083	n.a.
Nine months ended	$	131,539	$	(3,456,083)	$	3,587,622	n.a.

During the nine months ended September 30, 2023, the Company recorded a gain on impairment reversal from the sale of impaired assets.

During the three and nine months ended September 30, 2022, the Company assessed indicators for impairment and concluded that indicators of impairment exist which resulted in testing for impairment in the period. The Company has identified two CGUs, which are the Fresh division and the Feed division. In the three and nine months ended September 30, 2022, the Fresh division was impaired by $3,456,083. The impairment loss was allocated to property, plant and equipment, intangible assets, and right of use assets, while ensuring the carrying amount of each asset remained greater than or equal to its recoverable amount. No impairment was recognized in the Feed division.

Net finance expense (income)

		September 30, 2023		September 30, 2022		Change	%
Three months ended	$	652,225	$	582,134	$	70,091	12%
Nine months ended	$	2,119,086	$	926,894	$	1,192,192	129%

The net finance expense relates to finance and accretion expenses incurred in the period. The net finance expense in the three and nine months ended September 30, 2023, also included the interest on the convertible debentures issued in the second quarter of 2022, and the interest on the senior term loan issued in the third quarter of 2022.

Net loss

		September 30, 2023		September 30, 2022		Change	%
Three months ended	$	(2,211,560)	$	(12,675,555)	$	10,463,995	83%
Nine months ended	$	(10,901,920)	$	(30,527,650)	$	19,625,730	64%

The Company's net loss in the three and nine months ended September 30, 2023, reflects the Company's prior cost reduction measures which were put in place since the third quarter of 2022.

Use of Proceeds

The following table provides a comparison between the expected and actual use of proceeds from the Company's financing activities as of September 30, 2023:

Month	Expected Amount per Prospectus	Actual Amount Received	Use of Proceeds	Expected	%	Actual	%
Sep-22	$ 6,400,000	$ 6,400,000	Working capital and general corporate purposes	$ 6,400,000	100.0%	$ 6,400,000	100.0%
Dec-22	$ 1,350,000	$ 1,350,000	Working capital and general corporate purposes	$ 1,350,000	100.0%	$ 1,350,000	100.0%
Mar-23	$ 2,551,350	$ 2,551,350	Working capital and general corporate purposes	$ 2,551,350	100.0%	$ 2,551,350	100.0%
Jun-23	$ 400,000	$ 400,000	Working capital and general corporate purposes	$ 400,000	100.0%	$ 400,000	100.0%

The execution of the operations of the Company requires management to constantly re-evaluate the planned use of funds between working capital, research and development, and marketing expenses.

Summary of Quarterly Results

The financial results for each of the eight most recently completed quarters are summarized below, prepared in accordance with IFRS:

Period	Revenue $	Net income (loss) for the period $	Basic and fully diluted income (loss) per share $
October 1, 2021 - December 31, 2021	819,195	(11,243,309)	(0.07)
January 1, 2022 - March 31, 2022	243,912	(8,760,249)	(0.05)
April 1, 2022 - June 30, 2022	2,890,493	(9,091,846)	(0.05)
July 1, 2022 - September 30, 2022	325,480	(12,675,555)	(0.06)
September 01, 2022 - December 31, 2022	175,920	(29,842,639)	(0.16)
January 1, 2023 - March 31, 2023	455,392	(4,671,889)	(0.02)
April 1, 2023 - June 30, 2023	3,322,745	(4,018,471)	(0.05)
July 1, 2023 - September 30, 2023	59,100	(2,211,560)	(0.01)

There is no established seasonality trend at this stage of the Company's development. Revenue from the sale of goods is recognized when the Company transfers the risk and control to the customer, which generally occurs upon delivery or transfer of title. Revenue from services is recognized when the related service is provided, and completion sign off is obtained from the customer. License and subscription revenue is recognized over the period covered by the license or subscription.

In addition, there are factors beyond the Company's control, such as the customer's ability to secure permitting, complete site preparations, ocean freight and shipping delays, COVID-19-related delays, as well as weather and other transportation delays, which could affect the timing of the delivery of the modules.

During the three and nine months ended September 30, 2023, the Company's revenues were primarily derived from installation of systems, sale of parts, and provision of services.

Liquidity and Capital Resources

As at September 30, 2023, current liabilities less current assets were $7,638,080 compared to $1,928,674 as at December 31, 2022. The decrease is primarily due to a reduction of cash from operations, a decrease in inventory from realizing revenue for completed projects, an increase in customer deposits, and an increase in loans and borrowings to support operational needs.

Operating Activities

Cash outflow from operating activities for the nine months ended September 30, 2023, was $5,340,097, a decrease in cash outflow of 78% compared to $23,937,691 in the prior period. The cost reduction measures implemented commenced in the third quarter of 2022. This was partially offset by increased finance expenses from loans and foreign exchange losses.

Investing Activities

Cash inflow from investing activities for the nine months ended September 30, 2023, was $460,154 compared to a cash outflow of $4,898,241 in the prior period. The increase in cash inflow was primarily due to lower property, plant and equipment and intangible asset investments compared to the prior period, as well as proceeds from sales of property, plant and equipment.

Financing Activities

For the nine months ended September 30, 2023, the cash inflow from financing activities was $2,492,620 compared to $14,582,876 in the prior period. The decrease was due to lower equity finance raised in the period in addition to repayments of loans.

Contractual Amounts Payable

As at September 30, 2023, the Company has financial liabilities which are due on a fiscal year basis as follows:

As at September 30, 2023	Carrying Amount	< 1 Year	1-5 years	5+ Years	Total
	$	$	$	$	$
Trade and other payables	8,025,553	8,025,553	-	-	8,025,553
Earn out payable	1,387,520	1,697,438	-	-	1,697,438
Lease liabilities	3,768,014	1,028,298	2,464,204	1,952,333	5,444,835
Loans liabilities	12,543,606	3,740,043	14,431,133	-	18,171,176
Total	**25,724,693**	**14,491,332**	**16,895,337**	**1,952,333**	**33,339,002**

Capital Management

To date, the Company has financed its operations primarily through issuances of debt and equity. The development of modular growing systems and animal feed systems as well as its production process involves significant financial risks, including the ability of the Company to develop and penetrate new markets, obtain additional financing as required, achieve profitable production, and the ability for the Company to be able to successfully assert its intellectual property rights and protect against patent infringement.

The losses and deficits incurred by the Company indicate a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. As of September 30, 2023, the Company had cash and cash equivalents of $581,994. A slight improvement in recent months as a result of the Company's implementation of cost reduction measures and maintaining a certain level of non-discretionary monthly expenditures. Combined with slower-than-expected product sales, this results in a reduction in the Company's cash position and short-term liquidity.

As of the date of this MD&A, the Company had cash on hand totaling approximately $185,000. The Company expects incremental cash inflow and thus improve its cash position upon signing of sale agreements with new customers through receipt of progress payments as they arise. The Company is also seeking other strategic options in order to extend its cash runway. There is no guarantee that the Company will be able to raise sufficient capital to extend its cash runway or on terms that will not be detrimental to its current shareholders. These conditions cast significant doubt on the Company's ability to continue as a going concern. The Company's consolidated interim financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and discharge its liabilities and commitments in other than normal course of business and at amounts different from those in the accompanying consolidated interim financial statements. These adjustments could be material.

Transactions with Related Parties

All transactions with related parties have occurred in the normal course of operations at the exchange amount agreed between the parties. All amounts are unsecured, non-interest bearing and have no specific terms of settlement, unless otherwise noted. Related parties include members of the Board of Directors and key management personnel, as well as close family members and enterprises that are related to these individuals.

Key management compensation

Key management of the Company are members of the Board of Directors and officers of the Company. The Company paid and/or accrued the following compensation to key management during the reporting periods:

		Three months ended		Nine months ended
	September 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022
	$	$	$	$
Wages and salaries	59,327	482,882	340,959	835,132
Consulting fees	-	239,750	-	683,894
Share-based compensation	(202,509)	192,825	134,954	508,571
Total	**(143,182)**	**915,457**	**475,913**	**2,027,597**

Outstanding Share Data

The Company has authorized share capital consisting of: (i) an unlimited number of common shares without par value or special rights or restrictions attached; (ii) an unlimited number of Class A preferred shares without par value and with certain rights and restrictions attached; and (iii) an unlimited number of Class B preferred shares without par value and with certain rights and restrictions attached. As of November 14, 2023, the Company has no Class A preferred shares or Class B preferred shares issued and outstanding.

As at September 30 and November 14, 2023, the Company had the following number of common shares, options, and warrants outstanding:

	September 30, 2023	November 14, 2023
Common shares issued and outstanding	263,163,774	263,163,774
Options	8,211,098	8,010,171
Warrants	30,443,941	30,443,941
Total fully diluted shares	**301,818,813**	**301,617,886**

Off-Balance Sheet Arrangements

The Company is not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company's financial condition, changes in financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

Contingent Liability

The Company is party to a claim that arose in the ordinary course of business on November 21, 2021, asserting that the Company was in breach of a consulting agreement by failing to make required payments and by purporting to terminate the services of the plaintiff, contrary to the terms that were agreed. Pleadings have closed and the Company's legal counsel is awaiting the date for discovery. As of September 2023, the potential exposure the Company faces cannot be measured reliably, and the claim is not, expected to have a material effect on the Consolidated Financial Statements.

The Company is also party to a claim that arose in the ordinary course of business in May 2022, asserting that the Company was in breach of certain obligations pursuant to a manufacturing agreement. In June 2022, the Company's legal counsel submitted a response to the notice of civil claim and a counterclaim against the firm and its directors in their personal capacity. As of the period end, the potential exposure the Company faces cannot be measured reliably.

The Company is party to a claim that arose in the ordinary course of business in August 2022, asserting that the Company was in breach of certain obligations pursuant to a purchase agreement. The Company's legal counsel has submitted a response to the notice of civil claim and awaits a response from the plaintiff. As of the period end, the potential exposure the Company faces cannot be measured reliably.

HydroGreen's litigation related to Burnett Land & Livestock LLP of Wyoming requires updating as a number of significant events have transpired since our disclosure in Q2. On September 22, 2023, The United States District Court of Wyoming set aside the default judgement previously issued by Burnett Land & Livestock LLP motioned on July 26, 2023. This in response to a motion to set aside the default was filed on August 25, 2023, by HydroGreen. HydroGreen's counsel filed an answer to Complaint and Counterclaim on October 6, 2023. The causes of action alleged in HydroGreen's counterclaim against Burnett are: (a) Breach of Contract, (b) Breach of the Implied Covenant of Good Faith and Fair Dealing, and (c) Civil Conversion. The United States District Court of Wyoming has scheduled a Pretrial Conference for December 11, 2023, which a Joint Case Management Plan is due on December 5, 2023.

Financial Instruments

The Company classifies its fair value measurements with the following fair value hierarchy:

Level 1 - Unadjusted quoted prices at the measurement date for identical assets or liabilities in active market.

Level 2 - Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 - Unobservable inputs which are supported by little or no market activity.

The carrying value of the Company's cash and cash equivalents, trade and other receivables and trade and other payables approximate fair value due to their immediate and short-term nature.

The fair value of the Company's loans payable is the sum of expected future cash flows discounted at the market interest rate.

The earnout payable is measured at fair value based on unobservable inputs and is considered a Level 3 financial instrument. The determination of the fair value is primarily driven by the Company's expectations of HydroGreen achieving certain revenue targets. The expected related cash flows were discounted to derive the fair value of the earnout payable. As at September 30, 2023, the discount rate was estimated to be 31% (December 31, 2022 – 31%).

There has been no change between levels during the year.

The fair values of the Company's financial instruments are outlined below:

As at September 30, 2023				
Asset (Liability)	FVTPL	Amortized Cost	Level 2 Fair Value	Level 3 Fair Value
Cash and cash equivalents	-	581,994	-	-
Trade and other receivables	-	993,867	-	-
Trade and other payables	-	(8,025,553)	-	-
Earnout payable	(1,387,520)	-	-	(1,354,317)
Loans payable	-	(12,543,606)	(11,673,779)	-

As at December 31, 2022				
Asset (Liability)	FVTPL	Amortized Cost	Level 2 Fair Value	Level 3 Fair Value
Cash	-	2,944,924	-	-
Trade and other receivables	-	1,986,579	-	-
Trade and other payables	-	(7,514,621)	-	-
Earnout payable	(1,386,396)	-	-	(1,386,396)
Loans payable	-	(10,707,631)	(11,687,978)	-

The continuity for earn out payable is as follows:

	September 30, 2023 $	December 31, 2022 $
Balance – beginning of period	1,386,396	1,762,812
Less: payment	-	(325,104)
Foreign exchange	1,124	93,090
Fair value change during the year	-	(144,402)
Balance – end of period	**1,387,520**	**1,386,396**
Current portion	1,387,520	1,386,396
Non-current portion	-	-

The Company is exposed to certain risks relating to its financial instruments. The Company does not use derivative financial instruments to manage these risk exposures. As at September 30, 2023, the primary risks were as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge any obligations. The Company's cash and cash equivalents and receivables are exposed to credit risk. The Company reduces its credit risk on cash and cash equivalents by placing these instruments with institutions of high credit worthiness and the loans and advances will be secured by the assets of the Company which mitigates the credit risk. The Company provides allowances for potentially uncollectible accounts receivables from customers and receivables from associates. As at September 30, 2023, three customers accounted for 27%, 24% and 21% of gross trade accounts receivable, respectively (December 31, 2022 - 40%, 27% and 11%).

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. Accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. Management is continuing efforts to increase sales and attract additional equity and capital investors to continue research and development activities, while implementing effective cost control measures to maintain adequate levels of working capital.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's (loss) income or the fair value of its financial instruments. The market risk is analyzed further below:

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates, but it does not believe it is currently subject to any significant interest rate risk.

Foreign currency risk

The Company operates principally in Canada, United States, and China, and is therefore exposed to foreign exchange risk arising from transactions denominated in foreign currencies. Foreign exchange risk arises when future commercial transactions or recognized assets or liabilities are denominated in a currency that is not the Company's functional currency.

The Company's cash, trade and other receivable, trade and other payable, customer deposits, and other current and non-current liabilities are denominated in several currencies and are therefore subject to fluctuation against the Canadian dollar.

The table below summarizes the Company's exposure to the various currencies denominated in the foreign currencies as at September 30, 2023, and December 31, 2022, as listed below:

	September 30, 2023		December 31, 2022	
	US dollar	Chinese renminbi	US dollar	Chinese renminbi
	$	¥	$	¥
Cash	62,802	423,251	500,276	8,627,405
Trade and other receivables	421,054	407,004	825,032	-
Trade and other payables	(2,832,652)	(2,861,741)	(2,866,745)	(11,739)
Customer deposits	(3,308,731)	(17,656,008)	(4,346,496)	(15,759,855)
Earn-out payable	(1,021,775)	-	(1,021,775)	-
Loans payable	(71,730)	-	(77,402)	-
Net exposure	**(6,751,032)**	**(19,687,494)**	**(6,987,110)**	**(7,144,189)**

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has not made any special arrangements to reduce the related currency risk.

Based on the balances as at September 30, 2023, a 1% increase or decrease in the value of the Canadian dollar exchange rate against all the other currencies on that date would result in an increase or decrease of approximately $128,575 (December 31, 2022 - $108,846) in earnings or losses before taxes.

Critical Accounting Estimates

The preparation of the Company's condensed consolidated financial statements in conformity with IFRS requires management to make judgements, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects current and future periods.

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions, and judgments, which have the most significant effect on the amounts recognized in the Condensed Interim Consolidated Financial Statements:

Going concern: Determining if the Company has the ability to continue as a going concern is dependent on its ability to secure debt and equity financing and to achieve profitable operations. Certain judgments are made when determining if and when the Company will secure debt and equity financing and achieve profitable operations.

Useful lives and impairment of property, plant, and equipment: Depreciation of property, plant and equipment is dependent upon estimates of useful lives and residual values which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

Impairment of goodwill and intangible assets: Goodwill is tested for impairment annually, or whenever there is an indication that the CGU may be impaired, by comparing the carrying amount of the CGU, including the goodwill, with the recoverable amount of the CGU. If the carrying amount of the CGU exceeds the recoverable amount of the CGU, an impairment loss is recognized in profit or loss.

Fair value of financial instruments: When the fair values of financial assets and financial liabilities recorded in the Consolidated Statements of Financial Position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques such as the discounted cash flow (DCF) model. The inputs to these models, such as discount rates and future cash flows, require a degree of judgment. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

Provision for expected credit losses: The valuation of allowances for uncollectable trade receivables requires assumptions including estimated credit losses based on the Company's knowledge of the financial conditions of its customers, historical experience, and general economic conditions. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed. The assessment of the correlation between historical observed default rates, forecast economic conditions and expected credit losses is a significant estimate. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

Warranty provision: Provisions are made for estimated warranty claims in respect of equipment, spare parts, and service supplied to customers which are still under standard warranty at the end of the reporting period.

Convertible debentures: The allocation of the proceeds from the issuance of compound instruments between the financial liability and equity component requires management to use estimates and judgement. In determining the fair value of the financial liability component, the Company estimates the prevailing market interest rate for an equivalent nonconvertible instrument.

Senior term loan: The allocation of the proceeds from the issuance of loan between the financial liability and warrants issued requires management to use estimates and judgement. In determining the fair value of the financial liability component, the Company estimates the prevailing market interest rate for an equivalent financial instrument.

Disclosure Controls and Internal Controls over Financial Reporting

The Company takes all necessary steps to ensure that material information regarding the Company's reports filed or submitted under securities legislation fairly presents the financial information of the Company. Responsibility for this resides with management. Management is responsible for establishing, maintaining, and evaluating disclosure controls and procedures as well as internal control over financial reporting.

Management Review Controls: Due to the significant downsizing in the Company's headcount as a result of its cost reduction measures implemented in 2022, the Company did not consistently have documented evidence of management review controls and did not always maintain segregation of duties between preparing and reviewing analyses and reconciliations with respect to certain processes.

With oversight from the Company's Audit Committee and assistance from a third-party service provider as necessary, management will continue to implement remediation measures related to the identified material weaknesses, including but not limited to the following:

- Review key business processes and controls to determine where further system reliance can improve segregation of duties, and reduce on manual management review controls;
- Improve control tools and templates to assist in the sufficient and consistent documentation of review controls and procedures; and
- Provide training to management and control owners on key control attributes and documentation requirements.

For the three and nine months ended September 30, 2023, there were no material changes in the Company's internal controls over financial reporting or changes to disclosure controls and procedures that materially affect, or would be reasonably likely to affect, the Company's internal control systems.

Additional Information and Approval

Additional information relating to the Company is on SEDAR at www.sedar.com.

The Board of Directors has approved the disclosures contained in this MD&A as of November 14, 2023.