

Management's Discussion and Analysis of

GREEN RISE FOODS INC.

For the three and nine-months ended September 30, 2025, and September 30, 2024

(Canadian Dollars)

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") of Green Rise Foods Inc. (hereinafter "Green Rise" or "the Company") provides a discussion and analysis of the financial condition and results of operations to enable a reader to assess the financial condition of the Company as at September 30, 2025, and the results of operations for the three and nine-month periods ended September 30, 2025.

The MD&A is prepared as of November 27, 2025, and should be read in conjunction with the unaudited condensed interim consolidated financial statements ("financial statements") of Green Rise as at September 30, 2025. The accompanying financial statements have been prepared by and are the responsibility of Green Rise's management. The financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

All amounts in this discussion are expressed in thousands of Canadian dollars (CAD), unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking information" and "forward-looking statements" basically all statements other than statements of historical fact contained in this MD&A. Such statements can, in some cases, be identified by the use of forward-looking terminology such as "expect," "likely", "may," "will," "should," "intend," or "anticipate," "potential," "proposed," "estimate" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. The forward-looking statements included in this MD&A are made only as of the date of this MD&A and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

Forward-looking statements in this MD&A are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Management provides forward-looking statements because it believes they provide useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes.

Some of the risks which could affect future results and could cause results to differ materially from those expressed in the forward-looking statements contained herein include:

- expansion of facilities
- changes in laws, regulations and guidelines;
- legislative or regulatory reform and compliance;
- competition;
- environmental regulations and risks;
- limited operating history;
- risks inherent in an agricultural business including adverse weather and viruses;
- retention and acquisition of skilled personnel;
- negative consumer perception;
- product liability;
- insurance coverage;

- regulatory or agency proceedings, investigations and audits;
- litigation;
- constraints on marketing products;
- fraudulent or illegal activity by the Company's employees, contractors and consultants;
- information technology systems and cyber-attacks;
- breaches of security and risks related to breaches of applicable privacy laws;
- access to capital;
- estimates or judgments relating to critical accounting policies;
- extended economic downturn caused by pandemics; and
- the impact of tariffs.

In addition to the factors set out above and those identified in this MD&A under "Risks and Uncertainties" and other factors not currently viewed as material could cause actual results to differ materially from those described in the forward-looking statements of this MD&A. Although the Company has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to be anticipated, estimated or intended. Accordingly, readers should not place any undue reliance on forward-looking statements.

OVERVIEW OF GREEN RISE

Green Rise was incorporated under the Business Corporations Act (Ontario) on June 9, 2017. On June 15, 2018, Bull Market Farms Inc. ("Bull Market" and prior to January 1, 2023, a wholly owned subsidiary of Green Rise) acquired its first farm with an existing 51-acre producing greenhouse ("GR1") of fresh produce located in Leamington, Ontario. GR1 has grown beefsteak tomatoes in the past and is currently growing medley, piccolo and kumato varieties. The Company also leases 15-acres of its GR1 greenhouse to one-customer, who is currently growing organic peppers.

The Company has plans to increase its cultivation capacity and product diversification. It continues to execute on this plan and has completed, through Bull Market, the following acquisitions:

- On February 1, 2021, the Company acquired its second range, a 20.5-acre producing greenhouse ("GR2") located in Kingsville, Ontario. The GR2 farm currently produces beef steak tomatoes.
- On June 30, 2022, the Company acquired its third range, a 15-acre producing greenhouse ("GR3") located in Kingsville, Ontario. The GR3 farm is currently producing mini peppers.

The Company aims to be the best in quality and lowest cost grower of greenhouse-grown fresh produce. To achieve this status, the Company's goals include:

- Diversifying its greenhouses and pack-lines to be able to offer multi-sku product offerings of fresh produce;
- Maintaining policies that attract, motivate, and retain a highly skilled workforce with years of agricultural experience in the greenhouse fresh produce industry;
- Improving processes and seeking out new technologies to help increase produce yields, reduce the Company's carbon footprint, drive costs lower, improve product quality and reduce waste and inefficiencies;
- To maintain a strict financial discipline to acquire assets and select annual crop plantings that position the Company to consistently offer the best product pricing and provide consistent financial returns to our shareholders.

Pursuing these goals have helped Green Rise achieve key milestones listed on page 4 & 5 of this MD&A under the headings “Highlights YTD and for Q3 Fiscal 2025” and “Highlights Subsequent to Q3 Fiscal 2025”.

The Company’s common shares are listed on the Toronto Venture Stock Exchange (the “TSX-V”) under the trading symbol “GRF.V”.

The address of the Company’s registered office is 2 Victoria Street, Toronto, Ontario M5E 1L4.

The seasonal operations consist of growing, packaging and sale of produce principally to one major customer.

Highlights YTD and for Q3 Fiscal 2025

- Adjusted EBITDA for the nine-month period ended September 30, 2025, came in at \$4.6 million as compared to \$6.7 million for the comparative nine-month period ended September 30, 2024. For the three-month period ended September 30, 2025, Adjusted EBITDA came in at \$2.9 million as compared to \$3.6 million for the comparative three-month period ended September 30, 2024. Weather conditions, including a colder winter and excessive heat waves in late June, mid July and early to mid August and the receipt of certain government grants were the main drivers for the differences noted in Adjusted EBITDA. A reconciliation of this non-gap measure to net income on an IFRS basis, is included on page 13 of this MD&A.
- Certain key non-gap ratios such as production and labor costs, as a percentage of total produce revenues, were adversely impacted as a result of the weather. Particularly lower light levels in May and excessive heat issues noted in late June, mid July and early to mid August were a drag on shipped production yields for certain varieties. In addition, higher fuel costs and a higher proportion of smaller sized pack sizes on its fixed contract produce skus (which are higher in labor and packaging costs on a per pound basis), as compared to the same period in 2024, adversely impacted the production and labor costs ratios to revenue. Production and labor costs, as a percent of total produce revenues, came in at 58.2% and 31.3% respectively for the nine-months ended September 30, 2025, as compared to 54.0% and 29.0% for the nine-months ended September 30, 2024. For the three-months ended September 30, 2025, production and labor costs came in at 55.5% and 31.3% respectively of total produce revenues as compared to 50.0% and 29.5% for the three-months ended September 30, 2024. A reconciliation of this non-gap measure is included on page 14 of this MD&A.
- The Company made several organizational changes primarily in the first quarter of 2025. These actions resulted in one-time employee related severance charges of \$0.1 million for the nine-month period ended September 30, 2025.
- The Company’s working capital deficit increased by \$9.5 million. This increase was driven by the classification of the entire principal balances for one mortgage and certain promissory notes (all of which mature on June 30, 2026), as current for the period ended September 30, 2025. When adjusting for the impact of this classification, as illustrated in the table below, the adjusted working capital deficit improved by \$2.6 million. This was the result of successful harvestings that occurred in Q2 and Q3, across all three of the Company’s greenhouses, despite challenges to yields resulting from weather conditions, the impact to labour hours resulting and higher fuel consumption from a prolonged and colder winter.

	September 30, 2025	December 31, 2024
Working capital deficit	\$14,523	\$5,030
Current portion of mortgages and promissory notes	(14,358)	(2,252)
Adjusted working capital deficit	\$165	\$2,778

Highlights Subsequent to Q3 Fiscal 2025

- The pursuit by the Company of insurance recoveries, to the extent obtained, will mitigate the financial effects of the crop loss at the GR2 farm that occurred in 2021. Proceedings were held in 2024 in the Ontario Superior Court of Justice, and it was ruled that the loss of tomatoes in March of 2021 is excluded from the coverage provided under the Company's insurance policy. The ruling also required the Company to cover the cost of legal fees of the insurance carrier. The Company recorded, in 2024, a legal reserve of \$0.2 million to cover these costs. The Company also filed an application to appeal this decision with the Court of Appeal of Ontario. The appeal took place on October 1, 2025, and as expected the Judicial Panel reserved their decision. The Company expects the decision will be provided in the next 3-6 months and the Judicial Panel may provide their own decision about coverage or direct a new hearing.
- The Company has fully hedged its gas consumption for the upcoming winter period covering December to February 28, 2026, at an average cost of \$4.25 CAD per GJ.

SIGNIFICANT TRANSACTIONS

There were no significant transactions during the quarter.

Seasonality

The nature of the food production business is predictably seasonal. Currently, the Company's growing season allows for saleable product between the months of April and December. Accordingly, Q2 and Q3 are expected to be the Company's strongest quarters. During Q4, operations begin to wind down through the month of December when management starts the process of cleaning out the greenhouse in preparation for the next growing season.

Overall Performance

SELECT QUARTERLY INFORMATION

The summary is set out in the following table. The amounts are derived from the financial statements prepared under IFRS.

(\$ thousands)	Three-months ended September 30, 2025	Three-months ended September 30, 2024	Nine-months ended September 30, 2025	Nine-months ended September 30, 2024
Total revenue	\$11,544	\$11,784	\$24,263	\$24,712
-Production costs ¹	6,256	5,756	13,650	12,894
-Depreciation	2,639	2,659	6,191	6,194
-SG&A, excluding depreciation	815	670	2,853	1,934
-Net change in unrealized loss (gain) on biological asset	1,134	934	(2,594)	(2,637)
Earnings from operations	\$700	\$1,765	\$4,163	\$6,327
-Interest expense	(595)	(1,099)	(1,832)	(2,189)
-Other income -government assistance	175	158	196	777
-Income tax expense	(47)	(223)	(76)	(1,343)
Net earnings	\$233	\$601	\$2,451	\$3,572

1. Production costs include raw materials, labor, repairs and maintenance expenses and other cost of sales.

SUMMARY OF QUARTERLY RESULTS

(\$ thousands)	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023
Revenues	11,544	12,208	511	5,561	11,784	12,620	308	4,324
Income (loss) from operations	700	2,499	964	(4,320)	1,765	3,477	1,085	(4,005)
Net income (loss)	233	1,955	263	(3,517)	601	2,227	744	(3,776)
Basic and diluted EPS	0.00	0.04	0.01	(0.07)	0.02	0.04	0.02	(0.08)
Total assets	53,828	59,290	57,830	51,014	55,197	60,729	59,216	54,082
Total liabilities	48,750	54,604	55,246	48,812	49,484	56,125	56,892	52,519
Equity	5,078	4,686	2,584	2,202	5,713	4,604	2,324	1,563

Results for the three and nine-month periods ended September 30, 2025

Income from Operations

Revenue

For the nine-month period ended September 30, 2025, the Company generated fresh produce revenue of \$23.4 million as compared to \$23.9 million in the prior year period (\$11.3 million as compared to \$11.5 million for the 3-month periods ended September 30, 2025, and 2024). Weather conditions and product mix were the key drivers for the reduction in revenues for both the nine-month and three-month periods ended as compared to their respective prior year periods. Light intensity improved in the third quarter (helping offset the low light intensities noted in the second quarter, particularly in May 2025), however excessive heat waves in late June, mid July and early to mid August had adverse impacts on the production generation of certain of the Company's fresh produce, particularly its Kumato variety. A strong beef steak market in Q3 however helped offset the yield shortfalls noted with higher pricing per lbs realized on the Company's beef steak produce shipments.

Production costs and depreciation

For the nine-month period ended September 30, 2025, production costs increased by \$0.8 million as compared to the prior year period (\$0.5 million for the three-month period ended September 30, 2025, as compared to the 3-month period ended September 30, 2024). Higher gas consumption due to a colder winter, along with additional crop activities driven by heat waves in late June, mid-July, and early to mid-August, increased the labor hours required to manage the Company's crops. A higher proportion of small-size packaging further contributed to these additional labor needs. Offsetting these higher costs were reduced biological input costs. After a thorough and independent review of the Company's usage of biologicals, the Company added stricter rules and controls on their usage in 2025 resulting in lower biological input costs for both the nine and three-month periods ended September 30, 2025, as compared to their respective prior year periods.

Depreciation costs came in flat as expected for both the nine and three-month periods ended September 30, 2025. Both periods had similar costs basis for property, plant, and equipment, as compared to the prior year periods. Bearer plant costs were also similar (slightly higher in 2025 as a result of increased gas consumption when the investments in bearer plant occur (January & February)). Amortization on the bearer plants is based on the yield generated by the plants for the harvesting period.

SG&A, excluding depreciation

SG&A, excluding depreciation, increased by \$0.9 million for the nine-month period ended September 30, 2025, as compared to the prior year period. This increase was attributed to the following: (1) One-time employee severance costs of \$0.1 million; (2) Higher legal expenses of \$0.1 million relating to the Company's pursuit of insurance recoveries in respect of a 2021 crop loss; (3) \$0.3 million relating to higher administrative costs associated with operating a public company and providing additional governance and oversight on the Company's 89-acres of greenhouse facilities and (4) a \$0.3 million increase in stock-based compensation resulting from the April 2024, July 2024 and January 2025 option grant rewards. For the three-month period

ended September 30, 2025, SG&A, excluding depreciation, increased by \$0.1 million as compared to the same three-month period ended September 30, 2024. Higher administrative costs and stock-based compensation were the key drivers resulting in the increase for the three-month period ended September 30, 2025, as compared to the prior year 3-month period ended September 30, 2024.

Net change in unrealized gains on biological assets

The net change in unrealized gain on biological assets remained relatively flat as compared to the prior year period nine-month period ended September 30, 2024 (\$0.2 million increase in the unrealized loss on biological assets as compared to the three-month period ended September 30, 2024). The excessive heat experienced in early to mid August adversely impacted a number of sets, particularly in the Kumato varieties resulting in a lower amount of “fruit on the vine”. This was offset by the results attributable to the Company’s beefsteak produce as compared to the nine and three-month periods ended September 30, 2024.

Net Income (Includes Income from operations, Interest expense, other income -government assistance and current and deferred income tax expense)

Interest expense

Interest expense decreased by \$0.4 million as compared to the nine-month prior year period ended September 30, 2024 (decrease of \$0.5 million as compared to the three-month period ended September 30, 2024). The decrease was attributed to the impact of the change in the unrealized loss on the mark to market adjustment on the Company’s interest rate swaps (\$32 thousand loss for the nine-month period ended September 30, 2025, as compared to \$285 thousand for the comparative prior year period ended September 30, 2024 and a gain of \$11 thousand for the three-month period ended September 30, 2025 as compared to a \$449 thousand loss for the three-month period ended September 30, 2024). Other factors resulting in lower interest expense charges, for both the nine and three-month periods ended September 30, 2025, as compared to the prior year periods, was attributable to the reduction in the Canada prime lending rate which further reduced the interest charged on the Company’s operating lines.

Other income -government assistance

In Q3 fiscal 2025, the Company received \$175 thousand on the SDRM program (\$158 thousand in Q3 of 2024). In April 2024, the Company was also awarded \$619 thousand on the 2022 AgriStability program (no amounts are expected or have been received on the AgriStability program in 2025). Both programs are administered by AgriCorp, an Ontario Government Agency.

Current and Deferred income tax expense

Current tax expense came in at \$0.1 million for the nine-month period ended September 30, 2025, and less than \$0.1 million for the three-month period ended September 30, 2025. The current income tax expense is consistent with the prior year, and relates to commission income earned in the Company’s subsidiary and market maker, Mor Gro Sales Inc. There was no deferred income tax recorded in either the nine-month or three-month period ended September 30, 2025. In the prior year, a total of \$1.3 million of deferred income tax expense (\$0.2 million expense for the three-months ended September 30, 2024) was recognized. With the continued improvement of operating results in both 2024 and expected for the full year of 2025, the Company began in Q4 of 2024 to offset deferred income tax from its available tax loss carry forwards.

LIQUIDITY AND CAPITAL RESOURCES

Financial Condition Review

<i>(\$ thousands)</i>	September 30, 2025	December 31, 2024
Cash	-	-
Working Capital Deficit ¹	(14,523)	(5,030)
Total Assets	53,828	51,014
Total Liabilities	48,750	48,812
Net Equity	5,078	2,202

1) The working capital deficit is the net of all current assets and liabilities.

The Company has in place a planning and forecasting process to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company is exposed to risks related to seasonality as there is limited revenue from January through to mid April. If the current resources and cash generated from operations is insufficient to satisfy its obligations, the Company can draw on its credit facility.

As of September 30, 2025, the Company's operating line was \$5,800 of which \$3,530 had been drawn leaving an undrawn balance of \$2,270 (\$5,800 of which \$216 was drawn and \$5,584 was undrawn as at December 31, 2024).

The Company had a working capital deficit of \$14,523 as at September 30, 2025 (\$5,030 deficit as of December 31, 2024). This increase was driven by the classification of the entire principal balances for one mortgage and certain promissory notes (all of which mature on June 30, 2026), as current for the period ended September 30, 2025. When adjusting the impact of this classification, the adjusted working capital deficit improved by \$2.6 million. This was the result of the continued harvesting that occurred in Q2 and Q3, across all three of the Company's greenhouses.

Interest rate risk

With the availability in its operating lines and agreements with certain large vendors to extend credit terms to Q2 or Q3 of 2025, the Company has made all needed investments in its bearer plants. As of the date of this MD&A, the Company has healthy plants and has completed over 90% of its harvestings across all three farms, and it is anticipated that the Company will have sufficient cash flow to carry out operations throughout 2025 and fund its 2026 bearer plant investments.

Total Assets increased by \$2.8 million as compared to the amount reported as at December 31, 2024. The increase was primarily driven by the receivables generated for produce shipments that occurred during the weeks of Sept 7th, 14th and 21st; The receipt of ITCs on HST paid for purchases made in August and September 2025; The investments made in bearer plants and the resulting unrealized fair value in biological assets (fruit on the bearer plants as at September 30, 2025) across all three of the Company's greenhouses. Offsetting this was amortization recorded on the Company's property, plant and equipment, net of capital additions made during the period.

Total Liabilities were flat as compared to the amount reported as at December 31, 2024. Increases in the Company's operating lines were offset by a reduction in trade payables and a decrease in mortgage debt as a result of scheduled principal repayments.

Equity increased by \$2.8 million mainly a result of the net income generated and the increase in contributed surplus resulting from the stock option expensed during the nine-months ended September 30, 2025.

CAPITAL MANAGEMENT

The Company considers its capital to be equity, which comprises share capital, contributed surplus and deficit, which at September 30, 2025, totaled \$5,078 (December 31, 2024, \$2,202).

The Company's objectives when managing capital are to safeguard its assets and maintain a competitive cost structure, continue as a going concern and provide returns to its shareholders. In addition, the Company works with all relevant stakeholders to ensure the safety of its operations and employees and to remain in compliance with all environmental regulations.

The Company manages its capital structure and makes adjustments to it in light of changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the entity's capital requirements, the Company has in place a planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives.

The Company's management holds strict financial metrics when evaluating returns on greenhouses and in deciding the composition (debt vs equity) in funding deals or addressing any shortfalls in capital. The Company continued to pay down its mortgage debt (Paid \$1.7 million in the first three quarters of 2025 (\$1.5 million in the first three quarters of 2024) and utilizes its equity position in its real properties to refinance and fund deals. The Company also assesses government programs such as AgriStability, to help address any years where gross margins fall below the Company's 5-year historic gross margin average.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's loans, with exception to its one mortgage on its GR1 property and the GR3 mortgage which have open rate interest rate, have fixed rates of interest and are therefore subject to the risk of changes in fair value if the prevailing interest rate were to increase or decrease. To mitigate the interest rate risk on open variable loans, the Company uses derivative financial instruments (interest rate swaps) to exchange the variable rate inherent in the long-term debt for a fixed rate.

CONTRACTUAL OBLIGATIONS

As at September 30, 2025, the payments due by period are set out in the following table:

<i>(\$000s)</i>	Total	Less than 1 year	1 to 5 years	Over 5 years
Operating line	4,290	4,290	-	-
Trade payables	2,523	2,523	-	-
Payable to 2073834 Ontario Ltd.	453	453	-	-
Lease obligations	80	80	-	-
Promissory note	2,552	1,184	1,368	-
Mortgage loans	38,852	13,174	25,678	-
Total	48,750	21,704	27,046	-

COMMITMENTS

As at September 30, 2025, the payments due by period are set out in the following table:

<i>(\$000s)</i>	Total	Less than 1 Year	1 – 5 Years	After 5 Years
Purchase commitments	763	570	193	-

Purchase commitments consist of commitments to acquire gas through to February 2027.

The Company has entered into an agreement with its principal customer for a 10-year period to supply all available produce at its GR1 greenhouse range. The Company also has an agreement on its GR3 property which automatically renews each year unless otherwise terminated by either party not later than 90 days prior to the end of the applicable term.

OFF BALANCE SHEET ARRANGEMENTS

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

CONTINGENCIES

The Company may be involved in legal proceedings from time to time arising in the ordinary course of business. Contingencies will be accrued when the outcome is probable, and the amount can be reasonably estimated.

Based on the Company's knowledge of events as at September 30, 2025, no such matters requiring accrual were identified.

TRANSACTIONS BETWEEN RELATED PARTIES AND KEY MANAGEMENT COMPENSATION (IN THOUSANDS UNLESS OTHERWISE STATED)

Key management personnel are those persons having authority for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and members of its Board of Directors. For the nine-month period ended September 30, 2025, the Company paid \$690 in management salaries (September 30, 2024: \$483) and had \$371 in stock-based compensation (September 30, 2024: \$119). For the three-month period ended September 30, 2025, the Company paid \$230 in management salaries (\$164 for the three-month period ended September 30, 2024) and incurred \$128 in stock-based compensation (\$88 in stock-based compensation for the three-month period ended September 30, 2024). The Company also paid, for the nine-month period ended September 30, 2025, \$48 in mileage reimbursements for personal vehicle use for business purposes and \$6 in gym memberships to certain officers (\$16 and \$2 for the three-months ended September 30, 2025, for mileage and gym memberships respectively). The mileage reimbursement was in accordance with prescribed Canada Revenue Agency mileage rates.

For both the three and nine-month period ended September 30, 2025, the Company paid \$52 for the utilization of the 2 Victoria Street, Toronto office, which is owned by two officers of the Company (\$nil in the prior year comparative periods).

The Company had also incurred \$23 in professional fees to one of its directors, for the three and nine-month periods ended September 30, 2024. These fees related to professional legal services completed on the \$300 equity raise and \$1.2 million notes issued in Q3 of 2024.

As of September 30, 2025, the Company also held one non-interest-bearing note receivable for \$82 (December 31, 2024, \$95) from one of its officers. The amount was expected to be settled in Q2 of fiscal 2026.

On June 30, 2022, the Company acquired its third greenhouse range from 2073834 Ontario Ltd., ("207") a company principally controlled by Adam Suder the Company's Chief Growth Officer. Total consideration for this acquisition was \$15,051. Of this amount \$14,634 has been paid in cash and \$417 is expected to be paid in Q2 of 2026. In addition, a total of \$36 in finance related costs are also expected to be paid to 207 in Q2 of Fiscal 2026. The amounts due to 207 have been included as a note payable in current liabilities in the Consolidated Statement of Financial Position. However, the Company must obtain the Royal Bank of Canada's approval for the payment of this liability and this approval is not expected to take place until Q2 of 2026.

On August 29, 2024, the Company issued to three directors of the Company, or family corporations controlled by them or with which they have a relationship ("the Lenders"), an aggregate of \$1.2 million of non-convertible promissory notes ("the Notes"), evidencing three separate loans to the Lenders in the principal amount of \$400 each (note 8). A total of \$75 was paid in interest on the Notes in the nine-month period ended, September 30, 2025 (\$17 for the nine-month period ended September 30, 2024). A total of \$25 for the three-month period ended September 30, 2025 (\$17 for the three-month period ended September 30, 2024).

RISKS AND UNCERTAINTIES

There are a number of risk factors that could cause future results to differ materially from those described herein. These risks have been identified in the December 31, 2024, consolidated financial statements and on page 2, 3, 9, 11 and 12 of this MD&A. Additional risks and uncertainties, including those that the Company does not know about or that it currently deems immaterial, could also adversely affect the Company's business and results of operations.

A significant outbreak of epidemic, pandemic or contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, including the geographical area in which the Company operates, resulting in an economic downturn that could affect demand for its services. As of the date of this management discussion and analysis, the Company's operations have been classified as an essential service and there has been no disruption to the current operating activities. The extent to which a future epidemic, pandemic or contagious disease occurs it may significantly impact the results and operations of the Company and will depend on further developments, which are highly uncertain and cannot be predicted.

The United States Government has imposed tariffs on a variety of goods imported into the United States from Canada and other countries. In response to these actions, the Government of Canada has responded with counter tariffs on goods imported into Canada from the United States. At this time, the impact of these actions on the Company are unknown. The ultimate impact of any government-imposed tariff actions will therefore depend on future developments that are highly uncertain and that cannot be predicted with confidence.

CRITICAL ACCOUNTING JUDGMENT AND ESTIMATION UNCERTAINTIES

Areas where critical accounting estimates and judgments have the most significant effect on the amounts recognized in the financial statements include:

- Estimated useful life of property, plant and equipment

Management estimates the useful lives of property, plant and equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recording expenses for depreciation of property, plant and equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of physical wear and tear, technical or commercial obsolescence and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's property, plant and equipment in the future.

- Leases

The Company uses judgement to determine the incremental borrowing rate used to calculate the initial liability and corresponding asset. The incremental borrowing rate is the rate of interest that a lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar value to the right-of use asset in a similar economic environment.

- Estimated fair value of biological assets

The estimates and underlying assumptions are reviewed on an ongoing basis. The most significant estimates include those related to the valuation of biological assets (See Note 4 to the Green Rise 2024 consolidated financial statements). Biological assets are measured at the fair value less costs to sell, which is calculated as expected sales of harvested biological produce, less costs to sell and costs to complete. Management estimates the sales price of the produce on the vine by utilizing actual sales prices in the following period, estimates the expected yield based on historical production and estimates the costs to sell and costs to complete, which includes packaging and transportation costs. Stage of growth and remaining costs to complete for in-progress produce are estimated by management based on historical production. The estimated inputs are subject to fluctuations based on the timing and prevailing growing conditions and market conditions.

- Bearer plants

The classification of bearer assets is a significant judgment. Expenditures for bearer plants are recorded in investing activities on the statement of cash flows. Bearer plants are depreciated based on the estimated yield profile of the plants over their life. The amounts and timing of recorded expense for depreciation of bearer plants for any period are affected by the estimate of useful lives.

- Going Concern

The Company had a working capital deficit of \$14,523 as of September 30, 2025 (working capital deficit of \$5,030 as of Dec 31, 2024). The increase from Dec 31, 2024, relates to the classification of the long-term portion to current of one of the Company's mortgages and certain promissory notes, all of which mature on June 30, 2026. When adjusted for this reclassification from Dec 31, 2024, the working capital deficit, as of September 30, 2025, equals \$2,477. The Company's ability to continue as a going concern is dependent on its ability to generate sufficient cash flows from its operations to meet its obligations as they come due and to have adequate cash resources at the end of the year to fund the investment required to set-up the following year's bearer plants.

Managing crop health, operational processes and costs (and particularly labor efficiencies), are critical to the Company's cash flow generation capabilities. The Company also depends on certain levels of sunlight to help achieve its annual production yields. The application of the going concern assumption is dependent upon the Company's ability to generate future profitable operations that are in line with its annual financial plan.

Key actions to maximize yield and maintain optimal plant health occur daily. The brightest days have historically occurred in Q2 and Q3, where the days are longest. The success of an annual crop accordingly is not truly known until mid to late Q3. These conditions accordingly indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

New accounting standards issued but not effective

IFRS 18 – Presentation and Disclosure in Financial Statements

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

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that material information is gathered and reported to senior management to permit timely decisions regarding public disclosure. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Venture issuers are not required to provide representations in their annual and interim filings relating to the establishment and maintenance of DC&P and ICFR as defined in National Instrument 52-109 -Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"). In particular the Chief Executive Officer and Chief Financial Officer are not required to make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to

be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and (b) process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with IFRS.

OUTSTANDING SHARE DATA

As at the date of this MD&A, 47,639,066 total shares and 2,665,001 stock options were outstanding.

APPROVAL

The Board of Directors of the Company approved the disclosure in this MD&A on November 27, 2025.

NON-IFRS MEASURES

The Company has presented certain non-IFRS financial measures and non-IFRS ratios in this document. The Company believes these measures and ratios, while not a substitute for measures of performance prepared in accordance with IFRS, provide investors an improved ability to evaluate the underlying performance of the Company. These measures do not have any standardized meaning prescribed under IFRS and therefore may not be comparable to other issuers.

EBITDA and Adjusted EBITDA

The Company utilizes EBITDA and Adjusted EBITDA to measure its financial performance. Earnings before interest, taxes, depreciation, and amortization (EBITDA) and Adjusted EBITDA are a non-IFRS financial measure and non-IFRS ratios, respectively, and are common financial performance measures in the agricultural industry; however, they have no standard meaning under IFRS. EBITDA represents earnings before interest, income taxes, depreciation, and amortization. EBITDA is then adjusted to include or exclude specific items that are relevant or irrelevant to the Company's annual cash flow generation such as: (1) bearer plant amortization and unfunded or annual CAPEX expected to sustain the Company's greenhouse infrastructures; (2) non-cash items such as stock-based compensation and the net change in unrealized (gain) loss on biological assets and (3) non-reoccurring items such as certain one-time legal or acquisition related expenses. The objective of Adjusted EBITDA is to present the annual normalized cash flows generated by the Company before interest and principal repayments on its debt obligations.

(\$ thousands)	Three-months ended		Nine-months ended	
	September 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024
Net earnings	\$233	\$601	\$2,451	\$3,572
Additions (Deductions)				
Depreciation	2,639	2,659	6,191	6,194
Interest expense	595	1,099	1,832	2,189
Current and deferred income tax expense (recovery)	47	223	76	1,343
EBITDA	\$3,514	\$4,582	\$10,550	\$13,298
Additions (Deductions)				
Bearer plant amortization	(1,920)	(1,967)	(4,099)	(4,085)
Unfunded and annual normalized CAPEX	-	(47)	-	(40)
Stock-based compensation	147	96	413	142
Non-reoccurring legal fees	-	50	155	50
Employee severance/terminations	19	-	137	-
Net change in unrealized loss (gain) on biological assets	1,134	934	(2,594)	(2,637)
Adjusted EBITDA	\$2,894	\$3,648	\$4,562	\$6,728

Adjusted Earnings

The Company utilizes adjusted earnings (defined as net earnings adjusted for (1) non-recurring expenses such as impairment on bearer plants and purchase price adjustments allocated to assets other than property, plant and equipment and (2) unrealized (gains) and losses in biological assets and mark to market adjustments on the interest rate swaps. Adjusted earnings are not recognized measures under IFRS; however, management believes that adjusted earnings is a useful supplemental measure to net earnings as these measures provide readers with an indication of recurring earnings compared to prior periods. The Company calculates adjusted earnings as follows:

(\$ thousands)	Three-months ended		Nine-months ended	
	September 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024
Net earnings	\$233	\$601	\$2,451	\$3,572
Additions (Deductions)				
Mark to market adjustment on interest rate swap	(11)	371	32	285
Nonrecurring legal fees	-	50	154	50
Employee severance/terminations	19	-	137	-
Net change in unrealized loss (gain) on biological assets	1,134	934	(2,594)	(2,637)
Adjusted earnings	\$1,375	\$1,956	\$180	\$1,270

Selected Production Cost Ratios to Produce Sales

The Company utilizes labor and adjusted production costs as a percentage of produce sales to measure its financial performance. Adjusted production costs are not recognized measures under IFRS; however, management believes that adjusted production costs as a ratio to produce sales is a useful supplemental measure to provide readers with an indication of margins as compared to reoccurring costs in prior periods. The Company calculates adjusted production costs and the ratio of adjusted production costs to produce sales as follows (Production costs include raw materials and consumables, labor and repairs and maintenance):

(In 000s)	Three-months ended September 30, 2025	Three-months ended September 30, 2024	Nine-months ended September 30, 2025	Nine-months ended September 30, 2024
Production costs	\$6,256	\$5,758	\$13,650	\$12,895
Additions / (Deductions)	-	-	-	-
Adjusted production costs	\$6,256	\$5,758	\$13,650	\$12,895
Produce sales	\$11,270	\$11,505	\$23,439	\$23,876
Adjusted production costs as % of produce sales	55.5%	50.0%	58.2%	54.0%
Production labor	\$3,532	\$3,390	\$7,348	\$6,922
Production labor as a % of Adjusted produce sales	31.3%	29.5%	31.3%	29.0%