MONTFORT CAPITAL CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

The following discussion and analysis is for the six months ended June 30, 2025. All amounts are in Canadian dollars unless otherwise indicated. This Management discussion and analysis ("MD&A") was approved by the Board of Directors on August 29, 2025.

This MD&A provides a review of Montfort Capital Corp.'s (the "Company") consolidated interim financial results for the six month period ended June 30, 2025 and provides detailed information on the operating activities, performance and financial position of the Company. The "Company", "we", "us" or "our'' refer to Montfort Capital Corp. and its consolidated entities. This analysis of the operating results and financial position of the Company should be read in conjunction with the June 30, 2025 Consolidated Condensed Interim Financial Statements and related Notes (the "Financial Statements''), which have been prepared in accordance with IFRS accounting Standards as issued by the International Accounting Standards Board. This MD&A may contain forward-looking statements about the Company's future prospects and there is no assurance that actual results will be in line with forward-looking statements made in this MD&A. Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. The Company is listed on the TSX Venture Exchange (the "TSX-V'') trading under the symbol "MONT". The Company's preferred shares trade under the ticker symbol MONT.PR.A.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking information" and "forward-looking statements", collectively "forward looking statements". All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "designed", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include, but are not limited to: projected timing of profitability of the Company; growth of the Company's existing businesses; the Company remaining compliant with its covenants with its senior lenders; the ability of Langhaus to generate sufficient new business to avoid penalties under its MOU (as defined below, see "Subsequent Events"); and the Company's ability to continue to operate as a going concern.

This forward-looking information is based on a number of material factors and assumptions including, but not limited to: stable interest rates and financing costs remaining consistent with current market conditions; no material adverse changes in general economic conditions in key markets; competitive positioning remaining stable in the Company's target markets; Langhaus retaining key personnel responsible for client acquisition and relationship management; stability in the competitive landscape of the Company's businesses with no disruptive new market entrants; credit spreads in private lending markets remaining consistent with current market conditions; no significant changes in asset valuations that would impact collateral values; continued demand for private credit; maintenance of current underwriting standards and loan approval processes; no material changes in loan origination channels or referral networks; continued effectiveness of the Company's credit risk assessment methodologies; ability to maintain current loan servicing capabilities and operational efficiencies; ability to maintain relationships with key capital providers, co-lenders and financial partners; timely completion of all separation activities including IT systems, financial accounting systems, data migration and operational handovers in connection with the Brightpath sale; and availability of external financing at reasonable rates These assumptions should be considered carefully by readers.

The forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements. These risks and uncertainties include, but are not limited to: lower than expected revenue growth in the Company's core business segments; potential for increased competition that could compress profit margins; possibility of higher operating costs than forecasted; risk of economic downturn affecting demand for the Company's services; unforeseen regulatory changes impacting the Company's business model and/or cost structure; delays in realizing anticipated cost synergies or operational efficiencies; risk of market saturation limiting organic growth opportunities; failure to successfully execute planned expansion initiatives; possibility of increased competition in target markets; inability to attract or retain key talent needed for growth; technological changes that could disrupt existing business models; customer acquisition costs increasing

beyond projected levels; market demand for Langhaus services being lower than projected; unexpected operational challenges during the post-Brightpath sale transition that could extend the transition timeline; and the Company being unable to continue as a going concern due to its inability to procure additional liquidity and / or financing on reasonable terms.

The forward-looking information contained in this MD&A is presented for the purpose of assisting investors in understanding our business plan, objectives and goals, and may not be appropriate for other purposes. We do not undertake to update any forward-looking information, except as, and to the extent required by, applicable securities laws.

Based on current available information, the Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that those expectations will prove to be correct. The forward-looking statements in this MD&A are expressly qualified by this statement, and readers are advised not to place undue reliance on the forward-looking statements.

SIGNIFICANT ORGANIZATIONAL CHANGES

On November 1, 2024, the Company finalized the sale of all of its right, title and interest to TIMIA Capital Inc., TIMIA II GP Inc., TIMIA III GP Inc., TIMIA Capital Holdings Limited Partnership, TIMIA SPIV I Inc., and Montfort USA 1 Corp. The assets sold also included the Company's equity interests in TIMIA LP II and TIMIA LP III. These entities together comprised the TIMIA business unit that offered a technology-based lending platform that provided debt capital to recurring revenue technology businesses in North America ("TIMIA"). TIMIA was sold pursuant to a securities purchase agreement with an affiliate of Round 13 Capital for cash proceeds of $3.6 million after agreed on purchase price adjustments. Round 13 Capital also acquired $2.0 million of TIMIA debt. The Company recognized a gain on disposal of $441,526.

On April 2, 2025, the Company announced it had closed the sale of its mortgage lending business, which was comprised of Brightpath Capital Corporation, Brightpath Servicing Corporation and Brightpath II Servicing Corporation (collectively, "Brightpath"), to a company (the "Buyer") controlled by Mr. Blake Albright. Mr. Albright was a related party as at December 31, 2024 due to his positions as both a director and senior officer of the Company. The proceeds received had a value of $16,567,250 and based on the carrying value of Brightpath's net assets at the sale date, the Company recognized a gain on disposal of $8,741,756.

The assets of the Brightpath business unit are presented as held for sale as at December 31, 2024 and the operating results for both TIMIA and Brightpath have been reclassified as discontinued operations (see **ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS** for additional details).

On August 1, 2025, the Company announced that it had entered into definitive agreements to divest its Pivot business, comprised of Pivot Financial I Limited Partnership, Pivot Financial Services Inc. and 2862454 Ontario Inc. (collectively "Pivot"). Under the terms of the agreement, Montfort will receive total cash consideration of approximately $2.3 million, subject to customary closing conditions, lender consents, and working capital adjustments. Closing of the transaction is expected in September 2025, pending TSX Venture Exchange approval. As part of the transaction, the Company also entered into a related share repurchase agreement with Dan Flaro, President of Pivot, to acquire and cancel certain preferred and common shares of Montfort for aggregate consideration of approximately $0.6 million, to be settled through a non-interest-bearing promissory note. This repurchase is conditional upon and will close immediately prior to the sale of Pivot. Due to certain closing conditions referenced above, and the uncertainty that these will be met, the Company has not presented Pivot as held for sale nor have operating results been reclassified as discontinued operations.

The completed divestiture of TIMIA and Brightpath along with the proposed sale of Pivot are part of management action plans to improve the Company's profitability and financial position by restructuring operations to decrease expenses and focus on more profitable, lower risk lending operations. Going forward, the Company plans to continue growing the lending assets of its remaining business lines and evaluating opportunities to bolster liquidity and funding, which may include the disposition of certain non-core assets.

FINANCIAL HIGHLIGHTS

Financial Highlights		Six months ended June 30, 2025		Six months ended June 30, 2024
Revenue	$	1,838,136	$	2,299,588
Expenses		6,202,566		5,055,538
Net loss from continuing operations		(4,281,310)		(2,804,513)
Net income (loss) from discontinued operations		4,924,152		(2,592,792)
Basic and diluted loss per common share:				
from continuing operations		(0.05)		(0.03)
from discontinued operations		0.06		0.03
		As at June 30, 2025		As at December 31, 2024
Loans receivable - net of allowance	$	222,069,855	$	189,538,678

For the six months ended June 30, 2025 the Company had the following highlights:

- Loans receivable - net of allowance as at June 30, 2025 increased compared to the balance at December 31, 2024, as loan growth occurred across all business lines, Langhaus Nuvo, and Pivot.
- Total revenue decreased by $0.5 million or 20% compared to H1 2024, primarily reflecting lower transaction fee income generated by the Pivot business.
- Total expenses increased by $1.1 million or 23% compared to H1 2024, as a result of an increase in expected credit losses in H1 2025 of $2.3 million offset by a decrease in overhead expenses of $1.2 million as management's effort to improve operating efficiency has resulted in reduced staffing and other overhead costs.
- The net loss from continuing operations for the half was $4.3 million compared to a net loss of $2.8 million in H1 2024, mainly reflecting the savings in operating expenses, offset by increased expected credit losses.
- The net loss from discontinued operations decreased by $7.5 million or -290% to a net income of $4.9 million compared to H1 2024, driven by the gain on disposal of Brightpath of $8.7 million offset by operating losses prior to disposition of $3.8 million.

BUSINESS OVERVIEW

The Company builds and manages private credit portfolios that have focused investing strategies for the institutional and accredited investor markets. The Company's financial results are comprised of three business lines classified as continuing operations and two business lines which are classified as discontinued operations (see **ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS** for additional details).

Continuing Operations

Langhaus provides insurance policy-backed lending solutions to high-net-worth individuals and entrepreneurs in Canada. Langhaus' loans are collateralized by the assignment of the borrower's whole life insurance policy, personal and/or corporate guarantees and, in some cases, other tangible collateral.

Nuvo partners with Canadian alternative asset managers and ultra high-net-worth individuals to provide revolving net asset value based loans (ie. 'NAV loans').

Pivot specializes in asset-based lending targeting SME borrowers in Canada. Sources of revenue include net interest income from loans receivable, origination fees and amendment fees. In addition, Pivot earns loan servicing fees and performance fee income for loan management services performed.

Discontinued Operations

The Brightpath business was sold on April 2, 2025. Brightpath is a registered mortgage brokerage and mortgage administrator, administering a portfolio of first and second mortgages secured by residential properties. As at December 31, 2024, the assets and liabilities of Brightpath are classified as held for sale and the operating results are included under discontinued operations.

The TIMIA business unit was sold on November 1, 2024 and its operating results are included in discontinued operations. TIMIA originated, underwrote and serviced private-market loans in the technology space. TIMIA offered revenue-based investment to fast growing, business-to-business recurring revenue software businesses in North America.

Company Structure and Risk Exposure

The Company continues to evolve as a manager of diverse private credit instruments, some of which are wholly owned and others whereby the Company performs an investment manager role. Our future growth will be a function of increases in total lending assets whether managed directly or administered on behalf of third parties. Various limited partnerships and corporations allow the company to segregate loan portfolios while also limiting the risk exposure as debt held within separate structures allows for limited recourse to other Montfort entities, and ultimately reduces risk for the Company's shareholders.

The funding and capital for all the Company's investments comes from institutions and private investors through Limited Partnerships, lender finance arrangements, loans payable, and co-investor syndication. The Company's corporate capital needs are met through the issuance of preferred and common shares.

One of the primary risk factors for the Company is the potential inability to grow assets under management and administration, which is dependent on continued sources of debt financing. In addition, the Company is exposed to credit risk, the potential inability of one or more portfolio companies or individuals to meet their obligations to repay the Company.

Going concern

The Company's Consolidated Financial Statements have been prepared assuming the Company will continue as a going concern. The going concern assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business. However, significant doubt about the Company's ability to continue as a going concern exists.

Over the past two years, the Company has experienced challenging conditions in certain of its business segments, losses have been incurred and the Company's share price has declined. During this period, the Company has experienced significant loan losses across several of its businesses, specifically credit losses on mortgages in Brightpath and the write-down of loans in Pivot and TIMIA.

These challenging market conditions resulted in a net loss for fiscal 2024 of $23.7 million that included $17.9 million from discontinued operations and $5.8 million from continuing operations. As at June 30, 2025, the company had an accumulated deficit of $44.9 million (December 31, 2024 – $54.5 million), cash of $2.7 million (December 31, 2024 - $2.0 million) and working capital of $0.9 million (December 31, 2024 – $0.4 million). The Company will require additional liquidity to continue its operations over the next twelve months.

The Company has initiated action plans to improve its profitability and financial position by restructuring operations to decrease expenses and focus on more profitable, lower risk lending operations. In the fourth quarter of 2024, the Company reduced risk and complexity and also lowered overhead costs by selling its TIMIA tech lending business. Subsequent to period end, the Company also sold its Brightpath mortgage business that has incurred significant net losses over the past two years (see Note 3). Following these dispositions the Company's lending assets are materially reduced and during the first quarter of 2025, the Board determined it was prudent to pause paying dividends on the Company's preferred shares to maintain financial flexibility for the Company.

Going concern (continued)

The Company's Langhaus and Nuvo businesses have sufficient funding capacity in place with senior lenders to support growth plans over the next twelve months, however, most of this funding is due on demand. The Company is also making arrangements to raise additional subordinated debt financing to support planned asset growth. Pivot has been offside the related party advance covenant, however, to date no change to the loans' status has been required by its lenders. Pivot extended its revolving credit facility that matured on April 30, 2025 to June 30, 2025 and its lender has requested no changes to the status at that time. Pivot promissory note holders have currently also agreed to short term maturity extensions. Strategies to obtain additional funding may include, but are not limited to, obtaining equity financing, issuing debt or entering into new or revised financing arrangements in conjunction with the continued reorganization of the Company's businesses. Given the nature of its existing financial condition, results and funding arrangements, there can be no assurance that the Company will be able to obtain additional funding when needed or under acceptable terms.

These consolidated financial statements have been prepared on a going concern basis and therefore they do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. Should the Company be unable to access funds through equity and debt financing activities, the carrying value of the Company's assets could be subject to material adjustments and other adjustments may be necessary to these consolidated financial statements should such adverse events impair the Company's ability to continue as a going concern.

Basis of presentation

The Consolidated Financial statements have been prepared using the historical cost basis except for certain financial instruments, which are measured at fair value. All amounts are expressed in Canadian dollars unless otherwise stated. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. These Consolidated Financial statements include the accounts of the Company and the following subsidiaries in the statement of financial position as of June 30, 2025:

- **Montfort Capital Corp.**
- **Langhaus**
  - Langhaus Financial Partners Inc.
  - Langhaus Financial Corporation
  - Langhaus Insurance Finance Limited Partnership
  - Langhaus Insurance Finance GP Corporation
  - Langhaus Insurance Finance Limited Partnership II
  - Langhaus Insurance Finance GP II Corporation
  - Langhaus Insurance Finance Limited Partnership III
  - Langhaus Insurance Finance GP III Corporation
  - Langhaus Insurance Finance Limited Partnership IV
  - Langhaus Insurance Finance GP IV Corporation
  - Langhaus Speciality Finance Corporation
- **Pivot**
  - Pivot Financial Services Inc.
  - Pivot Financial I Limited Partnership
  - 2862454 Ontario Inc.
  - SQI Diagnostics Systems Ltd.
- **Nuvo**
  - Nuvo Financial Inc.
  - Nuvo Financial LP
  - Nuvo Financial GP Inc.

REVENUE

		Six months ended June 30, 2025		Six months ended June 30, 2024
Interest income	$	8,479,201	$	11,000,524
Interest and financing fees		(7,659,230)		(10,419,186)
Net interest income		819,971		581,338
Income from transaction and other fees		720,681		1,418,485
Income from settlement of loans		-		44,606
Performance fee income		297,485		255,159
TOTAL REVENUE	**$**	**1,838,136**	**$**	**2,299,588**

For the six months ended June 30, 2025:

- Net interest income increased $0.2 million or 41% compared to H1 2024, reflecting improved margins in the Company's continuing businesses.
- Income from transaction and other fees decreased $0.7 million or 49% compared to H1 2024, primarily reflecting lower transaction fee income generated by the Pivot business.
- Income from settlement of loans and performance fee income were flat compared to H1 2024, mainly reflecting slower activity in the Pivot business.

EXPENSES

Expenses		Six months ended June 30, 2025		Six months ended June 30, 2024
Accounting and legal	$	668,599	$	784,454
Administrative, management and directors fees		1,782,838		2,287,045
Amortization		543,721		564,194
Bad debts		208,509		-
Expected credit losses		2,509,294		371,301
Investor relations, communications and regulatory fees		40,846		81,740
Marketing		24,899		10,564
Office, travel, systems, and miscellaneous		128,802		361,425
Share-based payments		144,476		445,038
Foreign exchange losses (gains)		150,583		8,973
Unrealized (gain) loss on investments		-		140,803
TOTAL EXPENSES	**$**	**6,202,566**	**$**	**5,055,538**

For the six months ended June 30, 2025, expenses increased $1.1 million or 23% compared to H1 2024 with the following significant differences:

- Improved operational cost control compared to H1 2024 resulted in $0.3 million of savings in accounting and legal, and office, travel, systems and miscellaneous however, this was offset by the recognition expected credit losses relating to loans receivables and bad debts related to writing off accounts receivable during the half.

- Administrative, management and directors fees decreased $0.5 million or 22% and share-based payments decreased $0.3 million or 68%, reflecting an overall reduction in staffing costs.

REVIEW OF FINANCIAL POSITION

	As at June 30, 2025	As at December 31, 2024
Cash	$ 2,748,455	$ 2,028,712
Other assets	3,237,792	3,620,849
Loans receivable	222,069,855	189,538,678
Intangible assets and goodwill	15,468,760	15,820,541
Assets held for sale	-	202,072,258
Total Assets	**243,524,862**	**413,081,038**
Other liabiliities	5,893,516	6,317,137
Loans payable	184,048,142	166,895,824
Promissory notes payable	44,511,017	42,617,038
Liabilities held for sale	-	185,398,914
Total equity	9,072,187	11,852,125
Total Liabilities and Equity	**243,524,862**	**413,081,038**

Loans receivable	As at June 30, 2025	As at December 31, 2024
Langhaus	$ 176,739,544	$ 158,111,597
Nuvo	10,280,392	5,430,392
Pivot	35,049,919	25,996,689
Total Assets	**222,069,855**	**189,538,678**

Total assets decreased $169.6 million or 41% to $243.5 million as at June 30, 2025 compared to $413.1 million as at December 31, 2024. The decrease in total assets was mainly due to the sale of the Brightpath mortgage business, offset by an increased loan portfolio from continuing operations of $32.5 million. Total equity declined $2.8 million or 23% as a result of the net income for the period, which includes net income of $4.9 related to the Brightpath mortgage business, offset by losses from continuing operations of $4.3 million (see **ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS** for additional details).

During the six months ended June 30, 2025 Langhaus grew its loan portfolio by $18.6 million or 12%, Nuvo grew its loan portfolio by $4.9 million or 89% and Pivot grew its loan portfolio by $9.0 million or 35%.

Loans receivable	As at June 30, 2025	As at December 31, 2024
Langhaus	$ 176,739,544	$ 158,111,597
Nuvo	10,280,392	5,430,392
Pivot	35,049,919	25,996,689
Total Assets	**222,069,855**	**189,538,678**

ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

Sale of Brightpath

On November 26, 2024, the Company announced the planned sale of its mortgage lending business, which was comprised of Brightpath Capital Corporation, Brightpath Servicing Corporation and Brightpath II Servicing Corporation (collectively, "Brightpath"). Management determined that this planned sale met the criteria for held for sale accounting and also re-assessed goodwill for potential impairment. Management compared the estimated carrying value of Brightpath's net assets with the estimated proceeds to be received from the sale and determined that goodwill was not impaired. The fair value less cost to sell of the assets and liabilities held for sale was determined to approximate their carrying values, as particularly in the case of mortgages receivable they have been measured net of expected credit losses.

On April 2, 2025, the Company announced it had closed the sale of Brightpath (the "Sale Transaction") to a company (the "Buyer") controlled by Mr. Blake Albright. Mr. Albright was a related party as at December 31, 2024 due to his positions as both a director and senior officer of the Company. Prior to closing the sale, Mr. Albright resigned from those positions in February 2025 but remained a related party as CEO of Brightpath. Pursuant to the definitive share purchase agreement with the Buyer (the "Definitive Agreement"), the Company sold all of the shares of Brightpath to the Buyer for an aggregate purchase price of $16,567,250 comprised of $13,000,000 of indebtedness owing from the Company to Brightpath (the "Intercompany Indebtedness"), and $3,567,250, representing the aggregate value of 17,500,000 common shares (the "Montfort Shares") in the capital of Montfort at a price of $0.0475 per Montfort Share and 8,000,000 8% Class A preferred shares (the "Montfort Preferred Shares") in the capital of Montfort at a price of $0.342 per Montfort Preferred Share.

The Buyer satisfied the purchase price for the Sale Transaction by: (a) transferring 11,500,000 Montfort Shares to the Company for cancellation; (b) transferring all of the Montfort Preferred Shares to the Company for cancellation; (c) transferring all security-based compensation held by Mr. Albright, including 160,125 options, 80,350 restricted stock units and 1,200,000 performance share units of the Company, to the Company for cancellation; (d) assuming the Intercompany Indebtedness; and (e) issuing a non-interest bearing promissory note to the Company with a face value of $285,000 (the "Promissory Note").

Pursuant to the Definitive Agreement, the Company has the right, but not the obligation, to purchase the remaining 6,000,000 Montfort Shares (the "Sale Option Shares") held by the Buyer for cancellation at a price of $0.0475 per Sale Option Share (the "Call Right"), in exchange for the cancellation of the Promissory Note. The Company can only exercise the Call Right if the purchase of the Sale Option Shares does not result in the creation of a new "Control Person" (as such term is defined in the TSXV Corporate Finance Manual), and the then market price of the Montfort Shares equals or exceeds $0.0475 per Montfort Share.

If it is not exercised within three years of April 2, 2025, the Call Right will terminate and the Buyer will be permitted to transfer all, or any portion of, the Sale Option Shares to an arm's length third party, provided that any proceeds received by the Buyer from such transaction be paid to the Company and set off against the Promissory Note.

ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS (continued)

The operating results of Brightpath have been reclassified as discontinued operations and Brightpath assets and liabilities held for sale as at June 30, 2025 were $nil and as at December 31, 2024 are as follows:

ASSETS		
Cash	$	1,709,870
Restricted cash		3,097,746
Accounts receivable - net of allowance		4,816,344
Other assets		176,303
Loans receivable - net of allowance		156,835,602
Intangible assets (Note 7)		2,490,356
Goodwill (Note 7)		32,946,038
TOTAL ASSETS	**$**	**202,072,258**
LIABILITIES		
Accounts payable and accrued liabilities		2,325,838
Loans payable (Note 9)		122,598,170
Promissory notes payable (Note 10)		59,802,510
Deferred tax liability		672,396
TOTAL LIABILITIES	**$**	**185,398,914**

On the date of sale, April 2, 2025, the Company disposed of Brightpath assets totalling $171,146,307, liabilities totalling $198,084,827 and associated intangible assets, and goodwill of $27,927,180, net of accumulated amortization, deferred tax liability, and retained deficit assumed upon purchase. This resulted in a net carrying value of the Brightpath business of negative $7,818,881. Upon receiving proceeds on sale of $16,567,250, the Company recognized a gain on disposal of $8,748,369, representing the difference between proceeds and the net carrying value. No taxes are expected to be payable on the gain on disposal because the Company has loss carryforwards available to apply against the taxable income.

The Company provided Brightpath Capital Corporation with an unsecured indemnification of losses up to $2,500,000 should its senior lender, Pivot Financial I Limited Partnership ("Pivot LP") demand upon its existing demand loan facility to Brightpath prior to both Brightpath and Pivot agreeing to a satisfactory term extension facility. As of the date of publication, both parties have not agreed to suitable extension terms and therefore the rights under the guarantee remain in effect.

Sale of TIMIA

On November 1, 2024, the Company finalized the sale of all of its right, title and interest to TIMIA Capital Inc., TIMIA II GP Inc., TIMIA III GP Inc., TIMIA Capital Holdings Limited Partnership, TIMIA SPIV I Inc., and Montfort USA 1 Corp. The assets sold also included the Company's equity interests in TIMIA LP II and TIMIA LP III. These entities together comprised the TIMIA business unit that offered a technology-based lending platform that provided debt capital to recurring revenue technology businesses in North America ("TIMIA").

TIMIA was sold pursuant to a securities purchase agreement with an affiliate of Round 13 Capital, an arm's length third party to the Company. The total value of the transaction included an all-cash purchase price of $4.5 million that was later reduced to $3.6 million due to agreed on purchase price adjustments. Round 13 Capital also acquired $2.0 million of TIMIA debt that had previously been issued by Pivot. Based on the final adjusted purchase price the Company recognized a gain on disposal of $441,526. No taxes are expected to be payable on the gain on disposal because the Company has loss carryforwards available to apply against the taxable income. The operating results of TIMIA for the six months ended June 30, 2024 have been reclassified as discontinued operations.

ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS (continued)

Results of discontinued operations for the three months ended June 30, 2025 and 2024 are as follows:

	Three-months ending June 30, 2025			Three-months ending June 30, 2024		
	Brightpath	TIMIA	Total	Brightpath	TIMIA	Total
REVENUE						
Interest income	$ -	$ -	$ -	$ 3,950,089	$ 459,615	$ 4,409,705
Interest and financing fees	-	-	-	(5,305,035)	(792,670)	(6,097,705)
Net interest income	-	-	-	(1,354,946)	(333,055)	(1,688,000)
Income from transaction and other fees	-	-	-	1,423,713	467,863	1,891,576
Performance fee income	-	-	-	-	138,757	138,757
TOTAL REVENUE	-	-	-	68,768	273,565	342,333
EXPENSES						
Accounting and legal	-	-	-	193,115	216,813	409,928
Administrative, management and directors fees	-	-	-	508,768	366,460	875,229
Amortization	-	-	-	233,111	-	233,111
Expected credit losses (recovery)	-	-	-	557,990	(30,250)	527,740
Investor relations, communications and regulatory fees	-	-	-	12,251	-	12,251
Marketing services and promotion	-	-	-	4,475	68,532	73,007
Office, travel, systems, and miscellaneous	-	-	-	157,057	50,606	207,663
Foreign exchange losses (gains)	-	-	-	-	(64,667)	(64,667)
TOTAL EXPENSES	-	-	-	1,666,767	607,494	2,274,261
OPERATING LOSS BEFORE TAXES	-	-	-	(1,597,999)	(333,929)	(1,931,928)
Current income taxes	-	-	-	102	19,168	19,270
Deferred tax recovery	-	-	-	(62,581)	-	(62,581)
NET LOSS	**$ -**	**$ -**	**$ -**	**$ (1,535,520)**	**$ (353,097)**	**$ (1,888,617)**

Results of discontinued operations for the six months ended June 30, 2025 and 2024 are as follows:

	Six-months ending June 30, 2025			Six-months ending June 30, 2024		
	Brightpath	TIMIA	Total	Brightpath	TIMIA	Total
REVENUE						
Interest income	$ 4,084,279	$ -	$ 4,084,279	$ 8,834,208	$ 1,237,390	$ 10,071,598
Interest and financing fees	(5,159,038)	-	(5,159,038)	(10,591,881)	(1,540,193)	(12,132,074)
Net interest income	(1,074,759)	-	-	(1,757,672)	(302,803)	(2,060,475)
Income from transaction and other fees	1,652,429	-	1,652,429	2,990,847	891,336	3,882,183
Performance fee income	-	-	-	-	238,876	238,876
TOTAL REVENUE	577,670	-	-	1,233,174	827,409	2,060,583
EXPENSES						
Accounting and legal	466,015	-	466,015	307,046	389,314	696,360
Administrative, management and directors fees	603,032	-	603,032	1,121,804	681,315	1,803,119
Amortization	1,330	-	1,330	466,222	-	466,222
Expected credit losses (recovery)	3,877,791	-	3,877,791	1,383,329	(8,713)	1,374,616
Investor relations, communications and regulatory fees	(730,582)	-	(730,582)	27,744	7,050	34,794
Marketing services and promotion	10,377	-	10,377	5,148	204,359	209,507
Office, travel, systems, and miscellaneous	-	-	-	277,442	98,413	375,855
Foreign exchange losses (gains)	166,709	-	166,709	-	(201,656)	(201,656)
TOTAL EXPENSES	4,394,672	-	-	3,588,735	1,170,082	4,758,817
OPERATING LOSS BEFORE TAXES	(3,817,002)	-	-	(2,355,561)	(342,673)	(2,698,234)
Current income taxes	-	-	-	102	19,168	19,270
Deferred taxes (recovery)	602	-	602	(125,162)	-	(125,162)
NET LOSS	**$ (3,817,603)**	**$ -**	**$ -**	**$ (2,230,501)**	**$ (361,841)**	**$ (2,592,342)**

SEGMENT DISCLOSURES

Segments are identified on the same basis that is used internally to manage and to report performance, taking into account the services of each segment and the organizational structure of the Company. Management identifies and reports on its operating segments based on lines of business aligned to separate legal entities. The Company's continuing operations consist of the following reporting segments:

- Langhaus
- Nuvo
- Pivot
- Montfort Operations

Langhaus provides insurance policy-backed lending solutions to high-net-worth individuals and entrepreneurs in Canada. Langhaus' loans are collateralized by the assignment of the borrower's whole life insurance policy, personal and/or corporate guarantees and, in some cases, other tangible collateral.

Nuvo partners with Canadian alternative asset managers and ultra high-net-worth individuals to provide revolving net asset value based loans (ie. 'NAV loans').

Pivot specializes in asset-based lending targeting SME borrowers in Canada. Sources of revenue include net interest income from loans receivable, origination fees and amendment fees. In addition, Pivot earns loan servicing fees and performance fee income for loan management services performed.

Montfort Operations includes management of corporate borrowings and equity instruments, which fund a portion of the capital invested as well as operations. Certain corporate costs such as rent, interest expense and salaries are allocated to each operating segment based on an internal framework.

The role of the "chief operating decision maker" with respect to resource allocation and performance assessment is the Chief Executive Officer. The performance of the segments is measured on the basis of net income or loss before tax, and net assets, which is defined as total segment assets less total segment liabilities which is used as the basis of assessing the allocation of resources.

SEGMENT DISCLOSURES (continued)

Selected information by segment for continuing operations for the six months ended June 30, 2025 and 2024 is presented in the tables below. The results of discontinued operations are not included below, nor are assets and liabilities held for sale (see **ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS** for additional details).

	For the six months ended June 30, 2025				
	Langhaus	**Nuvo**	**Pivot**	**Montfort**	**Total**
REVENUE					
Interest income	$ 5,347,345	$ 482,747	$ 2,830,169	$ 53,974	$ 8,714,235
Interest and financing fees	(4,508,493)	(398,512)	(2,645,945)	(341,314)	(7,894,264)
Net interest income	838,852	- 84,235	- 184,224	- (287,340)	- 819,971
Income from transaction and other fees	321,988	37,000	279,692	82,001	720,681
Income from settlement of loans	-	-	-	-	-
Performance fee income	-	-	297,485	-	297,485
TOTAL REVENUE	1,160,840	121,235	761,401	(205,339)	1,838,137
EXPENSES					
Accounting and legal	265,879	8,043	121,378	273,299	668,599
Administrative, management and directors fees	811,570	1,912	444,629	524,730	1,782,840
Amortization	-	-	-	543,721	543,721
Bad debts	208,509	-	2,509,294	-	2,717,803
Investor relations, communications and regulatory fees	1,995	-	1,500	37,351	40,846
Marketing services and promotion	24,062	471	-	366	24,899
Office, travel, systems, and miscellaneous	36,701	190	29,986	61,925	128,802
Share-based payments	-	-	-	144,476	144,476
Foreign exchange losses (gains)	(1,884)	-	154,838	(2,371)	150,583
TOTAL EXPENSES	1,346,832	10,616	3,261,625	1,583,497	6,202,569
OPERATING (LOSS) INCOME BEFORE TAXES	(185,992)	110,619	(2,500,224)	(1,788,836)	(4,364,432)
Current income tax expense (recovery)	-	-	3,230	7,796	11,026
Deferred tax expense (recovery)	-	-	-	(94,146)	(94,146)
NET (LOSS) INCOME	**$ (185,992)**	**$ 110,619**	**$ (2,503,454)**	**$ (1,702,486)**	**$ (4,281,312)**

As at June 30, 2025					
Total assets	$ 179,942,341	$ 10,385,980	$ 38,746,190	$ 16,950,350	$ 246,024,861
Total liabilities	174,268,598	10,400,110	47,073,612	2,710,355	234,452,675
Cash	1,654,663	69,372	987,855	36,565	2,748,455
Loans receivable - net of allowance	176,739,544	10,280,392	37,549,919	-	224,569,855
Loans and promissory notes payable	171,942,996	10,266,275	46,349,888	-	228,559,159
Intangible assets and goodwill	-	-	-	15,468,760	15,468,760

SEGMENT DISCLOSURES (continued)

	For the six months ended June 30, 2024				
	Langhaus	**Nuvo**	**Pivot**	**Montfort**	**Total**
REVENUE					
Interest income	$ 6,460,344	$ 86,787	$ 4,269,652	$ 183,741	$ 11,000,524
Interest and financing fees	(5,526,085)	(151,575)	(4,049,919)	(691,607)	(10,419,186)
Net interest income	934,259	(64,788)	219,733	(507,866)	581,338
Income from transaction and other fees	529,250	72,750	621,397	195,088	1,418,485
Income from settlement of loans	10,000	-	34,606	-	44,606
Performance fee income	-	-	255,159	-	255,159
TOTAL REVENUE	1,473,509	7,962	1,130,895	(312,778)	2,299,588
EXPENSES					
Accounting and legal	255,265	43,522	154,875	330,792	784,454
Administrative, management and directors fees	735,337	3,919	(147,422)	1,695,211	2,287,045
Amortization	1,455	-	-	562,739	564,194
Expected credit losses	357,419	5,200	8,682	-	371,301
Investor relations, communications and regulatory fees	-	-	-	81,740	81,740
Marketing services and promotion	8,379	1,300	-	885	10,564
Office, travel, systems, and miscellaneous	21,886	3,197	32,357	303,985	361,425
Share-based payments	-	-	-	445,038	445,038
Foreign exchange losses (gains)	-	-	(75,483)	84,456	8,973
Unrealized (gain) loss on investments	-	-	-	140,803	140,803
TOTAL EXPENSES	1,379,741	57,138	(26,991)	3,645,649	5,055,537
OPERATING (LOSS) INCOME BEFORE TAXES	93,768	(49,176)	1,157,886	(3,958,427)	(2,755,949)
Current income tax expense	84	-	142,624	-	142,708
Deferred tax recovery	-	-	-	(94,145)	(94,145)
NET (LOSS) INCOME	**$ 93,684**	**$ (49,176)**	**$ 1,015,262**	**$ (3,864,282)**	**$ (2,804,512)**

As at December 31, 2024					
Total assets	$ 160,645,175	$ 5,529,392	$ 26,935,349	$ 17,898,865	$ 211,008,781
Total liabilities	153,017,465	5,470,213	52,642,199	4,700,126	215,830,003
Cash	1,021,247	49,538	767,931	189,996	2,028,712
Loans receivable - net of allowance	158,111,597	5,430,392	25,996,689	-	189,538,678
Loans and promissory notes payable	150,598,314	5,341,275	52,183,273	1,390,000	209,512,862
Intangible assets and goodwill	-	-	-	15,820,541	15,820,541

SUMMARY OF QUARTERLY RESULTS

	Q2 2025	Q1 2025	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023
Revenue	$ 1,124,443	$ 713,693	$ 1,306,866	$ 1,115,482	$ 1,261,994	$ 1,037,595	$ 853,579	$ 616,208
Net income (loss) from continuing operations	(3,398,468)	(882,843)	(1,337,799)	(1,643,020)	(1,349,162)	(1,455,342)	(1,978,941)	(4,964,759)
Net income (loss) from discontinued operations	8,973,536	(3,817,603)	(14,653,497)	(654,502)	(1,889,068)	(703,730)	(3,604,230)	1,072,607
Basic and diluted loss per share from continuing operations	(0.04)	(0.01)	(0.02)	(0.03)	(0.02)	(0.02)	(0.03)	(0.06)
Basic and diluted loss per share from discontinued operations	0.10	(0.04)	(0.15)	(0.01)	(0.02)	(0.01)	(0.04)	0.01
Total assets	243,524,862	404,480,848	413,081,038	444,817,066	432,356,516	432,485,782	402,508,233	374,369,291
Total liabilities	234,452,675	397,457,988	401,228,913	416,206,160	400,765,932	396,972,225	364,276,223	329,974,636
Weighted average number of shares (in thousands)	88,317	99,817	99,817	99,727	93,972	92,714	92,693	92,193

LIQUIDITY AND SOLVENCY

The Company has experienced challenging conditions in certain of its business segments, resulting in a net loss for fiscal 2024 of $23.7 million that included $17.9 million from discontinued operations and $5.8 million from continuing operations. For the six months ended June 30, 2025, the net income from discontinued operations was an additional $4.9 million. The Company defines working capital as total current assets less total current liabilities. The Company generates cash from interest earned on loans receivable as well as fees for assets managed and administered. As at June 30, 2025, the Company had cash of $2.7 million ($2.0 million - December 31, 2024) and working capital of $0.9 million ($0.4 million – December 31, 2024). The Company will require additional liquidity to continue its operations over the next twelve months.

Loans payable consists of both unsecured and secured loans, investor loans, demand loans, bank loans and promissory notes. The portion of loans payable related to Brightpath has been classified as held for sale as at December 31, 2024. Of the total loans payable of $184.0 million ($166.9 million – December 31, 2024), the majority are subject to variable rates ranging from prime+0.2% to prime+5.5%. Debt subject to variable interest rates is typically invested in variable rate loans receivable, which helps manage the matching of interest rate risk to maintain interest rate spread. The Company was in compliance with all financial ratio loan covenants other than:

- Pivot's total net debt to subordinated debt ratio was 1.05, which was above the debt covenant limit of 1.0. Covenant breaches have been communicated to Pivot's lenders and they have not requested any change to the loans' status. Pivot's senior lending facility matured on June 30, 2025 and is currently being renegotiated. There is no assurance Pivot will reach mutually agreed upon terms with its senior lender regarding refinancing of its facility or that results or changes to covenants will return the loan to compliant status with covenants.
- Subsequent to December 31, 2024, Brightpath was not in compliance with certain covenants related to one of its debt facilities. As a result of the non-compliance, effective April 2, 2025, the loan facility was amended to reduce the maximum principal that Brightpath can borrow was amended from $100 million to $41.8 million and the scheduled commitment termination date was amended to April 1, 2026.

As at June 30, 2025, the majority of the loans payable held by entities within the consolidated group are subject to restrictions within the structure where the loan was established. The debt held in these structures has limited recourse to the assets and shareholders of the Company and risk of loss is confined to the operations specific to that structure.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND RISK

Financial instruments

The following table summarizes information regarding the carrying values and classification of the Company's financial instruments:

	Classification	June 30, 2025	December 31, 2024
Cash and restricted cash	Amortized Cost	$ 2,876,213	$ 2,255,544
Accounts receivable	Amortized Cost	1,455,523	1,914,418
Loans receivable	Amortized Cost	1224,569,855	189,538,678
Accounts payable	Amortized Cost	3,256,355	3,050,592
Loans payable	Amortized Cost	170,048,142	156,895,824
Loans payable	FVTPL	10,000,000	10,000,000
Other liability	Amortized Cost	413,547	413,547

The estimated fair values of cash and accounts payable approximate their respective carrying values due to their nature and short terms to maturity. All other financial instruments are classified at amortized cost except for one loan payable which is measured at fair value through profit or loss ("FVTPL").

The fair value measurements use a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The levels of the fair value hierarchy require increasingly more judgment to estimate the fair values of financial assets and liabilities and realized values may differ. The fair value hierarchy has the following levels:

(a) Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
(b) Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability; and
(c) Level 3 - inputs for the asset or liability that are not based on observable market data.

The level in the fair value hierarchy within which a financial instrument is categorized is determined on the basis of the lowest level of input that is significant to the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

The following tables present the Company's financial instruments, measured at fair value in the consolidated statements of financial position and categorized into levels of the fair value hierarchy:

	Balance at June 30, 2025	Level 1	Level 2	Level 3
Loans payable	10,000,000	-	-	10,000,000

FINANCIAL INSTRUMENTS AND RISK (continued)

Loans payable classified as Level 3 relate to variable interest debt from a third party. During the three months ended June 30, 2025 and 2024 no gains or losses were recognized in the statement of net income (loss) for changes in fair value as there were no material movements in the fair value of the loans payable. Factors considered in determining the fair value of loans payable include changes to own credit risk as well as variable interest rate associated with this debt, however as the loans are repayable on demand the fair value is not measured at an amount below the present value of the loans that is required to be repaid on demand. As such the fair value disclosed may not be the same as the settlement amount in all circumstances.

The investment operations of the Company's business involve the origination and purchase of loans receivable and the purchase and sale of securities, and accordingly, a portion of the Company's assets are currently composed of financial instruments. The use of financial instruments can expose the Company to several risks, a discussion of which is provided below.

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 has incurred net losses over the past two years and has initiated action plans to reorganize its businesses and reduce operating expenses to maintain sufficient levels of working capital. The Company is also dependent on maintaining relationships with senior lenders and issuing additional subordinated debt financing to support asset growth plans. The Company's Pivot business is offside of one of its debt ratio covenants and is currently negotiating refinancing. Despite previous success in arranging financing to meet the Company's needs, there is no guarantee of obtaining future financing on acceptable terms. Cash consists of cash deposited in business accounts held by high credit quality financial institutions.

The Company's cash outflow commitments for its financial liabilities over a five year period are as follows:

As at June 30, 2025	Carrying amount	Due on Demand	Within 1 year	Within 2 years	Within 5 years
Accounts payable	$ 3,256,355	$ -	$ 3,256,355	$ -	$ -
Promissory notes payable	44,511,017	31,311,017	9,925,000	250,000	3,025,000
Loans payable	184,048,141	154,999,683	29,048,459	-	-
Lease liability	1,295,649	-	449,278	452,896	393,475
Other liability	413,547	-	413,547	-	-
Total	**$ 233,524,709**	**$ 186,310,700**	**$ 43,092,639**	**$ 702,896**	**$ 3,418,475**

Foreign exchange risk

The Company's foreign exchange risk is due to the Company's USD loan investments, which total US$1,420,662 as at June 30, 2025 (US$1,739,295 - December 31, 2024). A 10% movement in the US dollar exchange rate would increase/decrease foreign exchange gains/losses on the consolidated statement of net income (loss) by $193,821.

Interest rate risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash, loans receivable as it relates to mortgages, and loans payable. The Company's practice has been to invest cash at floating rates of interest in order to maintain liquidity. All of Nuvo's net asset value based loans and substantially all of Langhaus' insurance policy-backed loans bear interest at variable rates. Pivot's loans carry fixed rates of interest, which exposes the Company to some interest rate risk as it borrows from its senior lender at variable interest rates. On a consolidated basis, over a twelve month period a 1% increase or decrease in market interest rates is estimated to have only a minimal effect on the Company's net interest income.

FINANCIAL INSTRUMENTS AND RISK (continued)

Market risk

Market risk is the risk that the fair value of, or future cash flows from the Company's financial instruments will significantly fluctuate due to changes in market prices including changes in interest rates, foreign exchange rates, and equity prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. Additionally, the Company adjusts its investments to fair value at the end of each reporting period. This process could result in significant write-downs of the Company's investments over one or more reporting periods, particularly during periods of overall market instability. The Company manages market risk by having a portfolio of investments not singularly exposed to any one issuer. The Company also manages its market risk by reviewing individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash, restricted cash, accounts receivable and loan receivables. The Company limits exposure to credit risk by maintaining its cash with large Canadian Schedule 1 banks. The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash, restricted cash, accounts receivable, and loans receivable.

Credit risk measurement

In monitoring credit risk, the Company performs ongoing credit evaluations of its investees' financial condition. The evaluation considers delinquency trends, sales volumes and the investee's ability to maintain its financial condition. In accordance with IFRS 9, the Company calculates a provision for expected credit loss as outlined below.

Expected credit loss measurement

IFRS 9 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarized below:

- A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the Company.
- If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired.
- If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3'.
- Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 or 3 have their ECL measured based on expected credit losses on a lifetime basis.

Calculating the ECL allowance involves a number of interrelated inputs and assumptions including probability of default, indications of SICR and collateral value. Key judgments relate to the estimated value of collateral, in the current macroeconomic environment.

The Company assigns each financial instrument in the portfolio to a credit quality stage of Stage 1, Stage 2 or Stage 3. This credit quality staging is then used to calculate the lifetime ECL. The lifetime ECL is the maximum loss in default adjusted for the probability of loss. At each reporting period, the ECL is calculated for each loan receivable. The Company periodically reviews the ECL model to determine if industry trends or macro-economic factors have changed, causing a need to adjust the ECL model.

FINANCIAL INSTRUMENTS AND RISK (continued)

Significant increase in credit risk (SICR)

The Company considers a financial instrument to have experienced a SICR when one or more of the following quantitative or qualitative criteria have been met:

- The investment is more than 30 days but less than 90 days in arrears on its contractual payment obligations;
- The Company's management believes the cash resources available to the investment may not be sufficient to meet ongoing needs; or
- The investment has significantly underperformed with respect to revenue growth and expense control.

A financial instrument is considered to be in Stage 3 if:

- The borrower is 90 days past due on contractual payments;
- The borrower is in long-term forbearance;
- The borrower is insolvent; or
- The borrower is in material breach of financial covenants.

Expected credit loss model

The Company determines the lifetime expected credit loss to be the maximum loss in a default adjusted for the probability of loss. At each reporting period, the ECL is calculated for each accounts receivable and loan receivable.

The maximum default loss is a function of the relative exposure of the Company to a particular investment. The Company assesses this as a ratio of the enterprise value of the underlying entity to the amortized loan balance. Based on this ratio, the Company assigns the loan receivable to a maximum default loss band. Each band has a loss percentage based on historic experience.

The probability of default represents the likelihood that the borrower defaults on its financial obligation. As such it is dependent on the stage of the investment at the measurement date. An investment in stage 3 is in default by definition so the likelihood of default is 100%. Stage 1 and stage 2 credits are assigned default probabilities based on historic experience and an assessment of forward looking macro-economic trends. If Company management determines that a segment of the portfolio is facing macro-economic trends that differ from other investments in the portfolio, the probability of default will be adjusted accordingly for that segment.

The Company reviews the stage of each accounts receivable and loan receivable and recalculates the ECL every reporting period. Changes to the ECL are recognized on the consolidated statement of income (loss) in the period of the change. If the Company has no reasonable expectations of recovering on any portion of a financial asset it is written off. The Company's credit risk exposure by ECL staging is included in a table in Note 5 of the Consolidated Condensed Interim Financial Statements for the six months ended June 30, 2025 and 2024.

MANAGEMENT OF CAPITAL

The Company's objectives for the management of capital are to: a) identify and to invest in investments with strong cash-flow and long-term growth potential; b) maintain financial strength, to protect its ability to meet its ongoing liabilities and maintain creditworthiness; c) maximize returns for shareholders over the long-term.

The Company is subject to certain restrictions based on covenant requirements for its loans payable and promissory notes payable. The Company's share capital is not subject to external restrictions. The capital of the Company comprises shareholders' equity, loans payable and promissory notes payable.

The Company manages and adjusts the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may consider issuing new shares, raising additional financing or disposing of assets.

RELATED PARTY TRANSACTIONS

Transactions with related parties are in the normal course of operations and are measured at market based on exchange amounts. The Company had the following related party transactions:

	Six months ended June 30, 2025	Six months ended June 30, 2024	Relationship
Interest expense paid	$ 116,696	$ 271,545	Directors, officers and corporations controlled by/family members of directors/officers
Debentures and loans payable	2,487,787	2,677,787	Directors, officers and corporations controlled by/family members of directors/officers
Accounts payable	8,843	19,463	Director/Officers
Rent expense paid	116,826	107,033	Corporation controlled by directors/officers or family member of management
Financing fee refunded	91,671	nil	Loans to customers related to Director/Officers
Guarantee fees	74,949	113,469	Director/Officers
Dividends paid	nil	648,484	Preferred shareholders

OUTLOOK

The post-sale transition of the TIMIA and Brightpath businesses has been completed as of the third quarter of 2025. The disposition of the TIMIA and Brightpath business lines significantly changes the size and complexity of the Company's operations. Going forward, the Company will seek to profitably grow its remaining businesses under a more streamlined operating and overhead structure, managed from its head office location in Toronto. Based on planned asset growth for its remaining businesses and potential dispositions of non-core assets, the Company's goal is to achieve break-even profitability on a quarterly basis during the last quarter of 2025.

SUBSEQUENT EVENTS

On July 1, 2025, Pivot's senior lending facility matured and is currently being renegotiated under a short-term extension. The senior lender has not made any modifications to the status of this loan post-maturity and during the ongoing renegotiation phase.

Sale of Pivot

On August 1, 2025, the Company announced that it had entered into definitive agreements to divest its Pivot business, comprised of Pivot Financial I Limited Partnership, Pivot Financial Services Inc. and 2862454 Ontario Inc. (collectively, "Pivot"). Under the terms of the agreement, Montfort will receive total cash consideration of approximately $2.3 million, subject to customary closing conditions, lender consents, and working capital adjustments. Closing of the transaction is expected in September 2025, pending TSX Venture Exchange approval.

As part of the transaction, the Company also entered into a related share repurchase agreement with Dan Flaro, President of Pivot, to acquire and cancel certain preferred and common shares of Montfort for aggregate consideration of approximately $0.6 million, to be settled through a non-interest-bearing promissory note. This repurchase is conditional upon and will close immediately prior to the sale of Pivot.

The sale of Pivot is consistent with Montfort's strategy of simplifying its corporate structure and focusing on core verticals where the Company can achieve greater scale and operational efficiency. The divestiture of Pivot will allow management to concentrate resources on higher-growth platforms within Montfort's investment and asset management operations.

No gain or loss on the transaction has been recognized in the June 30, 2025 financial results, as closing has not yet occurred. The financial impact of the sale, including any adjustments, will be recognized in the period of closing.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

In compliance with the requirements of National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, the Certifying Officers have reviewed and certified the Financial Statements for the periods ended June 30, 2025 and 2024, together with other financial information included in the Company's interim securities filings.

OUTSTANDING SHARE DATA

As of June 30, 2025, the Company had 88,817,282 common shares outstanding, 20,485,994 Series A preferred shares outstanding, 498,800 Series 1 Class C preferred shares, 2,829,000 stock options, 1,160,700 restricted stock units and 3,000,000 performance share units. As of the date of this MD&A, the Company had 88,317,282 common shares outstanding, 20,485,994 Series A preferred shares outstanding, 498,800 Series 1 Class C preferred shares, 2,829,000 stock options, 1,160,700 restricted stock units and nil performance share units.

ON BEHALF OF THE BOARD:

"Ken Thomson"
Chief Executive Officer
MONFORT CAPITAL CORP.