

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

MANAGEMENT DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") of Swiss Water Decaffeinated Coffee Inc. ("Swiss Water" or the "Company"), dated as of May 8, 2024, provides a review of the financial results for the three months ended March 31, 2024, relative to the comparable period of 2023. The three month period represents the first quarter ("Q1") of our 2024 fiscal year. This MD&A should be read in conjunction with Swiss Water's condensed consolidated interim financial statements for the three months ended March 31, 2024, the audited consolidated financial statements for the year ended December 31, 2023, and in conjunction with the Annual Information Form ("AIF"), which are available on SEDAR+. All financial information is presented in Canadian dollars unless otherwise specified.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements, including statements regarding the future success of our business and market opportunities. Forward-looking statements typically contain words such as "believes", "expects", "anticipates", "continue", "could", "indicates", "plans", "will", "intend", "may", "projects", "schedule", "would" or similar expressions suggesting future outcomes or events, although not all forward-looking statements contain these identifying words. Examples of such statements include, but are not limited to, statements concerning: (i) expectations regarding Swiss Water's future success in various geographic markets; (ii) future financial results, including anticipated future sales and processing volumes; (iii) future dividends; (iv) the expected actions of the third parties described herein; (v) factors affecting the coffee market including supplies and commodity pricing; (vi) the expected cost to complete upgrades to production lines; and (vii) the business and financial outlook of Swiss Water. In addition, this MD&A contains financial outlook information that is intended to provide general guidance for readers based on our current estimates, which are based on numerous assumptions and may prove to be incorrect. Therefore, such financial outlook information should not be relied upon by readers. These statements are neither promises nor guarantees but involve known and unknown risks and uncertainties that may cause our actual results, level of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed in or implied by these statements. These risks include but are not limited to, risks related to processing volumes and sales growth, operating results, supply of coffee, supply of utilities, general industry conditions, commodity price risks, technology, competition, foreign exchange rates, interest rate risks, any new equipment upgrades timing, inflation, costs and financing of capital projects, general economic conditions and those factors described herein under the heading 'Risks & Uncertainties'.

The forward-looking statements contained herein are also based on assumptions that we believe are current and reasonable, including but not limited to, assumptions regarding: (i) trends in certain market segments and the economic climate generally; (ii) the financial strength of our customers; (iii) the value of the Canadian dollar versus the US dollar ("US\$"); (iv) the expected financial and operating performance of Swiss Water going forward; (v) the availability and expected terms and conditions of debt facilities; (vi) the expected level of dividends payable to shareholders; (vii) the potential impact of pandemics (viii) the potential impact of any war and terrorist activity (ix) the potential impact on any labour union disputes (x) potential impact of environmental changes or unexpected acts of God. We cannot assure readers that the actual results will be consistent with the statements contained in this MD&A. The forward-looking statements and financial outlook information contained herein are made as of the date of this MD&A and are expressly qualified in their entirety by this cautionary statement. Except to the extent required by applicable securities law, Swiss Water undertakes no obligation to publicly update or revise any such statements to reflect any change in our expectations or in events, conditions, or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those described herein.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis For the first quarter ended March 31, 2024

EXECUTIVE SUMMARY

The following selected information, other than Adjusted EBITDA, was derived from the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2024, prepared in accordance with IAS 34 as issued by the IASB. For the definition of Adjusted EBITDA, refer to the Non-IFRS Measures section of this MD&A.

In \$000s except per share amounts (unaudited)	3 months ended March 31,	
	2024	2023
Revenue	\$ 38,730	\$ 49,045
Gross profit	5,115	4,894
Operating income	1,364	1,424
Net (loss) income	(900)	(701)
Adjusted EBITDA ¹	2,788	4,982
Net (loss) income per share – basic ²	\$ (0.10)	\$ (0.08)
Net (loss) income per share – diluted ²	\$ (0.10)	\$ (0.08)

¹ Adjusted EBITDA is defined in the 'Non-IFRS Measures' section of this MD&A and is a "Non-GAAP Financial Measure" as defined by CSA Staff Notice 52-306.

² Per-share calculations are based on the weighted average number of shares outstanding during the periods. Diluted earnings per share take into account shares that may be issued upon the exercise of warrants and RSUs.

We continued to see strong and growing demand for our chemical-free decaffeinated coffee offerings during the first quarter of this year. However, when comparing quarterly results for 2024 with the same periods last year, it is important to note that the distribution of quarterly sales volumes in 2023 did not follow normal seasonality patterns. In particular, Swiss Water reported much stronger than normal volume growth and financial results during the first and fourth quarters of 2023. In Q1 last year, this was mainly due to the front loading of customer sales orders in anticipation of the temporary production constraints resulting from our exit from our legacy Burnaby site during the second quarter, prior to the full commissioning of our second new decaffeination line at our Delta, BC facility. As our new Delta Line 2 ramped up over last summer and fall, and with all production now consolidated in one location, the order backlogs built up over the transition from Burnaby were processed and shipped during Q4 of 2023. With this context in mind, the year-over-year decline in first quarter volumes this year was fully expected when compared with the abnormally high volume we recorded in Q1 of last year.

Operational highlights

- During late Q3 of 2023, commercial decaffeination on our new second line in Delta, BC began. Production volumes and quality metrics on the new line continued to increase during the first quarter this year, enabling the delivery of forecast volumes and the successful accommodation of a scheduled 2-week maintenance shut-down on Delta Line 1.
- Total processing volume for the three months ended March 31, 2024 decreased by 18% when compared to the first quarter of 2023. The year-over-year difference was expected, as the volumes we reported in Q1 last year were elevated above normal levels due to the pro-active front loading of customer orders ahead of the anticipated capacity limitations we experienced during the second and third quarters. With all production consolidated in Delta and both decaffeination lines running 24/7, except for planned maintenance, we were not capacity constrained during the first quarter this year.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

- Our largest geographical market by volume in Q1 was the United States, followed by Canada and international markets. By dollar value, 49% of our sales were to customers in the United States, 29% were to Canadian customers, and the remaining 22% were to international customers. Overall, we recorded sales of \$38.7 million for the quarter, which represents a \$10.3 million, or 21%, decrease from the 2023 level. The decrease was expected and was due to the front-loading of customer orders in Q1 last year.
- As expected, our inventory levels fell during the first quarter due to the consumption of the last remaining coffee inventories we built up to bridge the production constraints experienced during the transition from Burnaby and the consolidation of all processing in Delta. We remain focused on optimizing inventory levels and proactively managing our working capital commitments. We are currently well positioned with green coffee inventory and can react to short-term demand increases in most coffee origins. Although we saw a welcome reduction in the disruption to green coffee deliveries and supply chain bottlenecks during 2023, we are starting to see signs that rising coffee prices may negatively impact the efficient flow of coffee from growing regions.
- The NY'C' coffee commodity price for Arabica coffee remained relatively high during the first quarter. Spot availability of coffees continued to fall and pressure on the futures market intensified in late March of this year. Moving forward, the impact of this elevated coffee market will depend on the futures market remaining at, or below, the current level for a sustained period.
- The impact of last year's consolidation of operations at one location generated some efficiencies from reduced utilities consumption, staffing, and maintenance during the first quarter. However, we continued to experience persistent inflationary pressures within other components of our variable cost structure. These include higher costs for packaging, shipping, and labour. To help maintain margins, we last increased our process price rates toward the end of the fourth quarter of 2021. Since then, we have worked diligently to maximize efficiencies across our value chain to limit the need for further price increases.

Financial highlights

- Revenue for the three months ended March 31, 2024, was \$38.7 million, which represents a \$10.3 million decrease when compared to the same period in 2023. The drop in revenue was expected and is the result of a normalization of order patterns, compared to a period of volume loading during Q1 of last year. As previously noted, many customers moved orders forward in anticipation of the capacity constraint caused by our transition of production out of Burnaby prior to the full commissioning of our Delta Line 2.
- In January of 2023, Swiss Water reduced the estimated useful life of the non-salvaged assets at our legacy production facility in Burnaby, by 12 years. The useful life of these assets was re-aligned against the final production date at the site, which was in April 2023. At the time of the change in estimate, these assets had a carrying value of approximately \$3.0 million. The financial impact of the change in estimate was a one-time incremental depreciation expense of \$2.1 million for Q1 of last year. There was no such change in estimate during the three months ended March 31, 2024.
- First quarter gross profit was \$5.1 million, an increase of \$0.2 million over Q1 of 2023. The increase was largely due to the cost savings and efficiencies generated from our consolidation of all Swiss Water production and other operations at one location. This has generated savings from reduced building maintenance, utilities consumption, staffing, and transportation between locations. The positive impact of the \$2.1 million decrease in year-over-year depreciation expenses outlined above on gross profit was

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

largely offset by lower sales volume, and a decline in green coffee differential margin during the quarter when compared to Q1 of 2023.

- For the first quarter, we recorded a net loss of \$0.9 million, compared to a net loss of \$0.7 million in Q1 of last year. The increase in net loss was driven by higher interest expenses on our construction loans and increased mark-to-market losses on our risk management activities, as well as higher operating expenses, mainly due to increases in headcount and wages. These impacts were partially offset by the factors influencing gross profit, as described above, as well as reduced non-cash losses on the revaluation of the embedded option, and gains on foreign exchange.
- First quarter adjusted EBITDA¹ was \$2.8 million, a decrease of \$2.2 million from the Q1 2023 result. The first quarter decrease was primarily driven by lower sale volumes and reduced green coffee differential margins, as described above.
- Inventory levels fell during the first quarter of 2024 primarily due to the consumption of the last remaining coffee inventories Swiss Water had built up to bridge the production constraints experienced during the transition from Burnaby and the consolidation of all processing in Delta. As a result, inventories closed the first quarter of this year at \$25.4 million, down from \$30.4 million at December 31, 2023. This provided an opportunity for Swiss Water to pay down debt and accumulate cash deposits while leaving adequate inventory on hand to support its operations and near-term growth.

NON-IFRS MEASURES

Adjusted EBITDA

Adjusted EBITDA is a Non-GAAP measure that is often used by publicly traded companies as a measure of cash from operations, as it excludes financing costs, taxation, and non-cash items. We believe that disclosing this Non-IFRS measure provides readers of this MD&A with important information regarding Swiss Water's financial performance and our ability to pay distributions to stakeholders. By considering Adjusted EBITDA in combination with IFRS, we believe that readers are provided with additional and more useful information about Swiss Water than readers would have if they simply considered IFRS measures alone. Reported Adjusted EBITDA is intended to assist readers with their own financial analysis. However, since this measure does not have a standardized meaning prescribed by IFRS, it is unlikely to be comparable to similar measures presented by other entities.

We define Adjusted EBITDA as net income before interest, depreciation, amortization, impairments, share-based compensation, gains/losses on foreign exchange, gains/losses on disposal of property and equipment, fair value adjustments on embedded options, gains/losses on extinguishment of debt, adjustment for the impact of IFRS 16 – Leases, other gains/losses related to asset retirement obligation and provision for income taxes. Our definition of Adjusted EBITDA also excludes unrealized gains and losses on the undesignated portion of foreign exchange forward contracts.

Adjusted EBITDA for the three months ended March 31, 2024, was \$2.8 million compared to \$5.0 million for the same period in 2023. The decrease in Adjusted EBITDA was primarily driven by lower sales volumes and reduced green coffee differential margins, as described above.

To help readers better understand our financial results, the following table provides a reconciliation between Adjusted EBITDA and operating income, the most comparable IFRS measure for the periods as indicated:

¹ Adjusted EBITDA is defined in the 'Non-IFRS Measures' section of the MD&A and is a "Non-IFRS Financial Measure" as defined by CSA Staff Notice 52-306.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

(In \$000s) (unaudited)	3 months ended March 31,	
	2024	2023
Operating income	\$ 1,364	\$ 1,424
Depreciation & amortization	1,716	3,582
Share-based compensation	535	493
(Gain) loss on risk management activities	(149)	111
Unrealized (gain) loss on foreign exchange forward	(38)	74
Impact of IFRS 16 - Leases	\$ (640)	\$ (702)
Adjusted EBITDA	\$ 2,788	\$ 4,982

The reconciliation of net income, an IFRS measure, to Adjusted EBITDA is as follows:

In \$000s (unaudited)	3 months ended March 31,	
	2024	2023
Loss for the period	\$ (900)	\$ (701)
Income tax recovery	(224)	(216)
Loss before tax	\$ (1,124)	\$ (917)
Finance income	(460)	(437)
Finance expenses	2,288	1,837
Depreciation & amortization	1,716	3,582
Unrealized (gain) loss on foreign exchange forward	(38)	74
Loss on fair value of embedded option	891	968
(Gain) loss on foreign exchange	(380)	84
Share-based compensation	535	493
Impact of IFRS 16 - Leases	(640)	(702)
Adjusted EBITDA	\$ 2,788	\$ 4,982

OUTLOOK

Looking ahead, Swiss Water is well positioned with two modern processing lines, including our recently installed second production line, enabling us to optimize our operational processes and produce premium decaffeinated coffee of consistently high quality. The performance of all our Delta production assets has been good and we are optimistic that we can utilize what we have learned from operating Line 1 to unlock further efficiency gains on our new Line 2. Furthermore, we will take advantage of the larger processing capacity on our newest line to establish base lines on longer runs and enable future quality improvements.

Operationally, Swiss Water has been running at very high utilization rates over the last two years. The consolidation of operations in Delta, BC, has released this pressure somewhat, and medium-term growth is not expected to be constrained by available capacity. Furthermore, the consolidation of production in one location has unlocked some value creation efficiencies that will be fully realized during the first half of 2024.

Current production rate and capacity utilization metrics at our consolidated production facility indicate that, with some modest targeted investment, we have adequate capacity to satisfy our anticipated medium-term growth needs.

Volatility in the coffee futures market persisted throughout 2023 and into the first quarter as roasters reset their inventories following a prolonged period of logistical challenges. Looking forward through the remainder of 2024, we are cautiously optimistic that the reset of the coffee supply chain is materially complete.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

After a period of relatively stable pricing during the second half of 2023, the NY'C' started to increase sharply toward the end of the first quarter and has continued to climb even higher through April. Rapid increases in the NY'C' destabilize short-term demand for our decaffeinated coffees as roasters delay orders to reduce their working capital commitments. This effect is magnified with increased interest rates. In a balanced market, price is fundamentally driven by the availability of coffee. The arabica market is well positioned, however, the robusta market is seeing shortages. This had led to a rare scenario where the London robusta futures market is driving up the New York arabica market. If futures prices remain at elevated levels for a sustained period, this may have a negative effect on future demand and thus our growth rate.

During the second half of 2023, we made good progress in reducing our inventory levels and related working capital requirements. These movements enabled us to start reducing borrowings during the fourth quarter of last year. This positive trend continued during the first quarter. In the fourth quarter of this year, Swiss Water is scheduled to fully repay the Debenture with Warrants held by Mill Road Capital (MRC). This repayment will further reduce our overall debt. We anticipate that the repayment will primarily be funded using, but not limited to, available cash reserves and proceeds from operations, supplemented by incremental borrowings on our existing debt facilities, as needed.

Despite the underlying strength of our business, uncertainty persists. Inflationary pressures and interest rates remain high. Furthermore, geopolitical tension across the world has increased over the last year and looks to persist throughout 2024. We cannot reliably predict the ultimate effect these factors will have on global supply chains and customer demand. However, our chemical-free decaffeination services remain highly valued by our customers and are becoming increasingly relevant to health-conscious coffee consumers across the globe. With this in mind, we are optimistic that we will deliver volume growth and improved profitability in 2024.

The Swiss Water® Process is a chemical free method of decaffeinating coffee. It is worth noting that in March of this year, the State of California considered a proposal regarding the use of Methylene Chloride to decaffeinate coffee. Methylene Chloride, which is already banned for use in paint strippers and cosmetics, is the most common chemical method used by our competitors to make decaffeinated coffee. If passed, the bill would require any entity that offers for sale coffee that has been decaffeinated using Methylene Chloride, to label the final produce with a clear label stating "Methylene Chloride is used in the decaffeination of this product" beginning January 1, 2027.

Furthermore, in January 2024, the U.S. Food & Drug Administration filed a food additive petition and a colour additive petition that call on the agency to rescind its approvals for four carcinogens in food. Among these carcinogenic chemical additives being petitioned is methylene chloride, which is noted for its use in coffee decaffeination.

These actions have generated significant media coverage and are clear signals of growing consumer demand for greater transparency regarding the products they eat and drink. As a result, there is meaningful consumer attention on decaffeination, and the availability of chemical free alternatives, such as the Swiss Water® Process.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

BUSINESS OVERVIEW

Swiss Water Decaffeinated Coffee Inc. is a premium green coffee decaffeinator located in Delta, British Columbia. We employ the proprietary Swiss Water® Process¹ to decaffeinate green coffee without the use of chemical solvents, leveraging science-based systems and controls to produce coffee that is 99.9% caffeine free. Our process is certified organic by the Organic Crop Improvement Association and is the world's only consumer-branded decaffeination process. Decaffeinating premium green coffee without the use of harmful chemical solvents is our primary business.

Our Seaforth Supply Chain Solutions subsidiary provides a complete range of green coffee logistics services including devanning coffee received from their origin; inspecting, weighing, and sampling coffees; and storing, handling, and preparing green coffee for outbound shipments. Seaforth provides all of Swiss Water's local green coffee handling and storage services. In addition, Seaforth handles and stores coffee for several other coffee importers and brokers, and is the main green coffee handling and storage company in Metro Vancouver. Seaforth is organically certified by Ecocert Canada.

Swiss Water shares trade on the Toronto Stock Exchange under the symbol 'SWP'. As at the date of this report, 9,497,552 shares were issued and outstanding.

We carry an inventory of premium-grade Arabica and Robusta coffees that we purchase from the specialty green coffee trade, decaffeinate, and then sell to our customers (our "Regular" or "Non-Toll" business). Revenue from our Regular business includes both processing revenue and green coffee cost recovery revenue.

We also decaffeinate coffee owned by our customers for a processing fee under toll arrangements (our "toll" business). The value of the coffee processed under toll arrangements does not form part of our inventory, our revenue, or our cost of sales. Revenue from toll arrangements consists entirely of processing revenue.

Our cost of sales is comprised primarily of the cost of green coffee purchased for our regular business, plant labour and other processing costs directly associated with our production facility. This incorporates an allocation of fixed overhead costs, which includes depreciation of our production equipment and amortization of our proprietary process technology. For our regular business, we work with coffee importers to source premium-grade green coffees from coffee-producing countries located in Central and South America, Africa, and Asia. The purchase price is based on the NY'C' coffee futures price on the Intercontinental Exchange, plus a quality differential. The NY'C' component typically makes up more than 80% of the total cost of green coffee, while the quality differential typically accounts for less than 20%. Both the NY'C' price and the quality differential fluctuate in response to fundamental commodity factors that affect supply and demand.

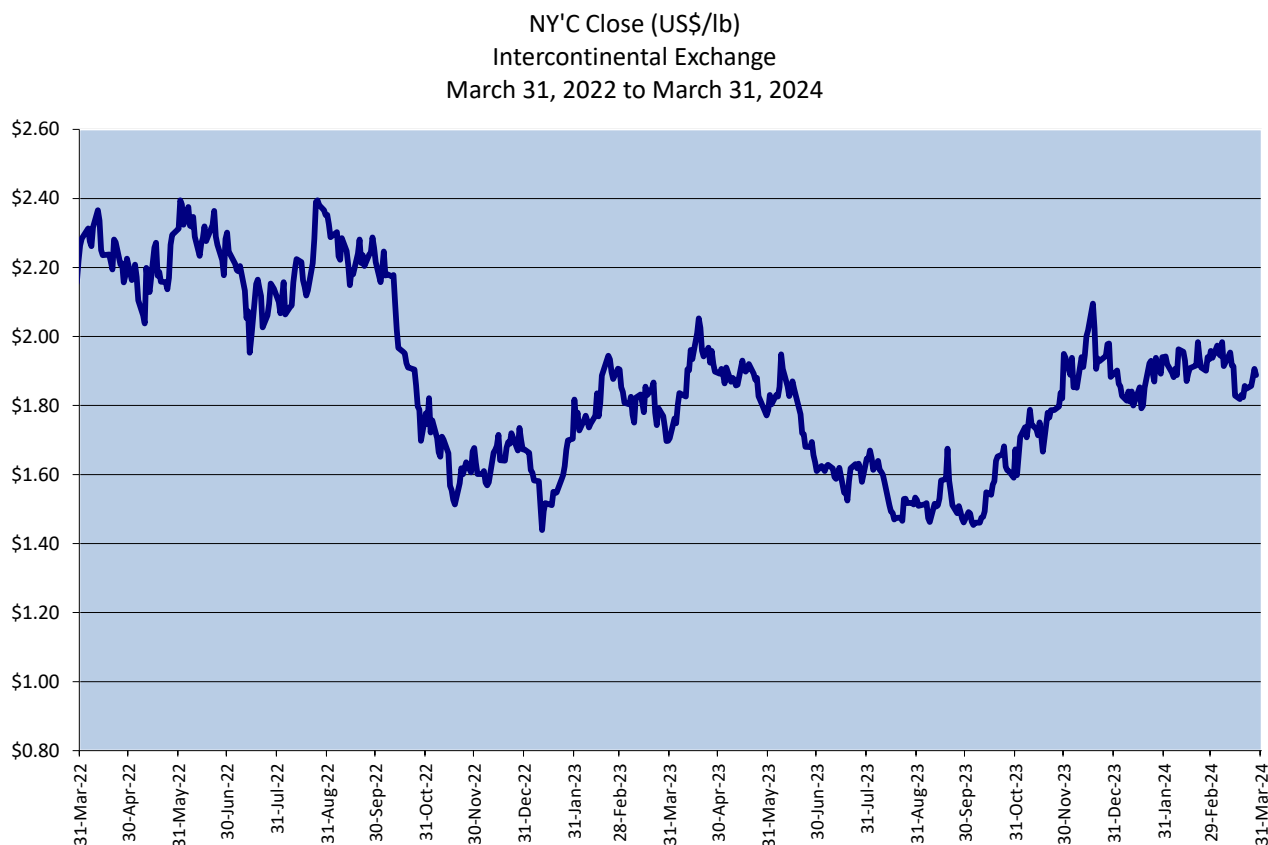
¹ The Company is a registered owner of this trademark.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

The chart below shows the movement in the NY'C' for the last eight quarters:



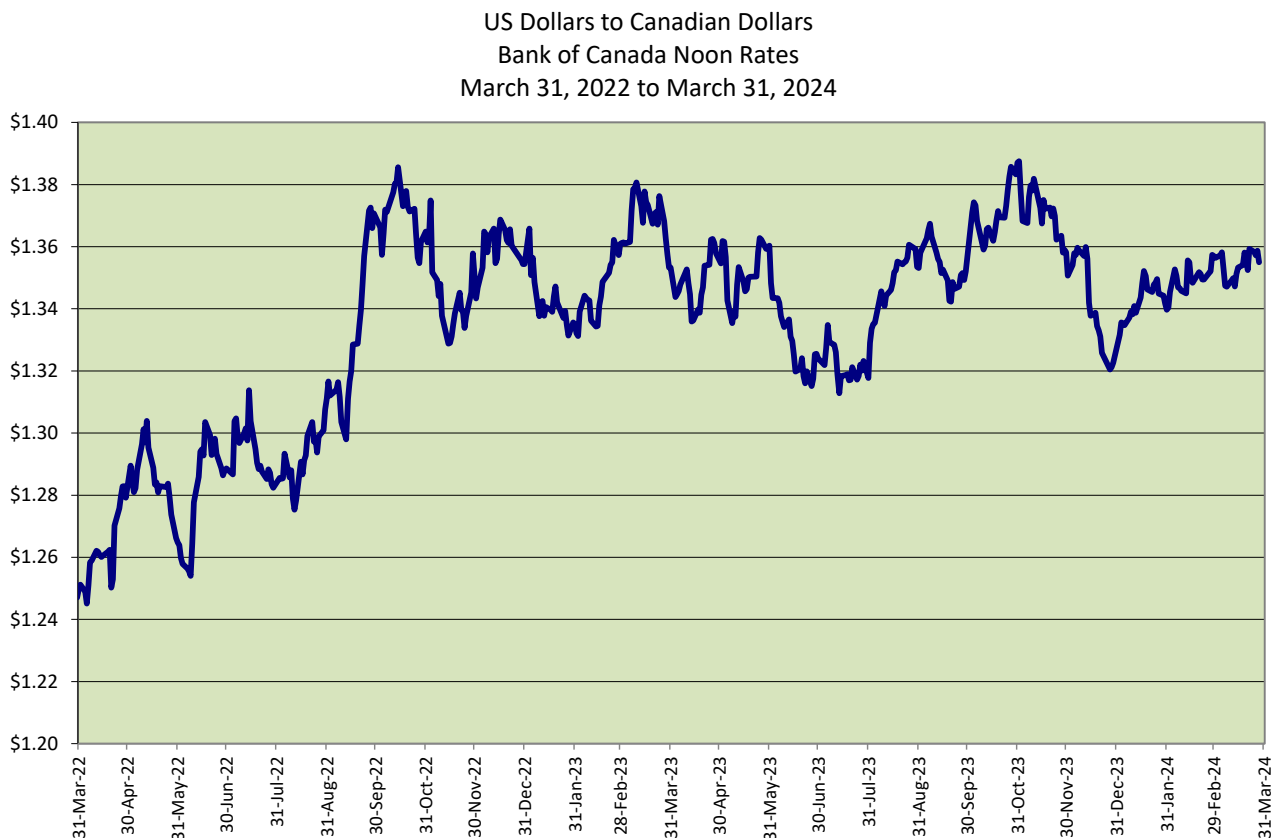
In the first quarter this year, the NY'C' averaged US\$1.90/lb, compared to an average of US\$1.74/lb in Q1 of 2023. The rise and fall of the NY'C' affects our volume of shipments, our revenues, our cost of sales, and our working capital requirements. In an upward trending market, our customers tend to consume their inventories rather than build them. When the NY'C' declines over a sustained period, our customers tend to add to their inventories.

The majority of our ("C\$") revenues are generated in US dollars ("US\$"), while a significant portion of our costs are paid in Canadian dollars. We, therefore, have exposure to changes in the US\$/C\$ exchange rates. This is managed, in part, through derivative financial instruments. All other factors being equal, our profitability and cash from operations will be higher when the US dollar appreciates relative to the Canadian dollar. A long-term depreciation of the Canadian dollar will improve our long-term profitability and cash generation.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis For the first quarter ended March 31, 2024

The chart below shows the US\$ to C\$ exchange rates for the last eight quarters:



During the first quarter, the US\$ averaged C\$1.35, unchanged from an average of C\$1.35 in Q1 of last year. When the US\$ depreciates (appreciates), it decreases (increases) our gross profit on green coffee revenues.

OPERATING RESULTS

Revenue

We categorize our customers by the nature of their business: either coffee importers or roasters. Coffee importers act like grocery stores to roasters, sourcing and importing green coffee from various origins and carrying a selection of different origins and quality levels for roasters to choose from. Importers buy from us to resell our coffees to roasters when and where they need them. Roasters are in the business of roasting and packaging coffee for sale to consumers in their own coffee shops, or for home or office use. Roasters either buy directly from Swiss Water, or they buy from an importer. Roasters generally carry lower inventories, as they tend to take delivery of green coffee shortly before roasting it. As such, when comparing period to period, shipments to roasters are more stable than shipments to importers.

We also monitor and report our revenue in three categories. “Process revenue” represents the amount we charge our customers for decaffeinating green coffee, and it generally increases as our processing volumes increase. “Green coffee cost recovery revenue”, or “Green revenue”, is the amount we charge our customers for the green coffee we purchase for decaffeination. “Distribution revenue” consists of shipping, handling, and warehousing charges billed to our customers. It typically rises with our processing volumes and with the growth of Seaforth’s business.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

Our revenue by category for the indicated period was:

In \$000s (unaudited)	3 months ended March 31,	
	2024	2023
Process revenue	\$ 8,255	\$ 10,174
Green revenue	27,886	35,463
Distribution revenue	2,589	3,408
Total revenue	\$ 38,730	\$ 49,045

First quarter sales totaled \$38.7 million, a decrease of \$10.3 million, or 21%, compared to the same period in 2023. The comparative decrease was expected as customer orders were front-loaded in Q1 of last year, elevating sales volumes above normal levels in anticipation of capacity limitations during the second and third quarters.

By revenue category, our first quarter sales were as follows:

- Process revenue decreased by \$1.9 million, or 19%, year-over-year. The decrease reflects the reduced processing volumes.
- Green revenue decreased by \$7.6 million, or 21%. The decrease reflects the reduced green coffee sales volumes.
- Distribution revenue decreased by \$0.8 million, or 24%. The decrease reflects lower shipment volumes and lower capacity utilization rates at our Seaforth subsidiary.

By geographical segment, our Q1 sales volume in the first quarter, was as follows:

- Sales volume in North America decreased by 19%;
- Sales volume in International markets decreased by 17%.

Cost of Sales

Cost of sales includes the cost of green coffee purchased for our regular business, plant labour, and other processing costs directly associated with our production facility. It also incorporates customer specific hedges and commodity hedges. The cost of sales includes an allocation of fixed overhead costs, incorporating depreciation of our production equipment and amortization of our proprietary process technology. In addition, cost of sales includes the costs of operating Seaforth's warehouse.

For the three months ended March 31, 2024, cost of sales totaled \$33.6 million, a decrease of \$10.5 million, or 24%, when compared to the first quarter of 2023. The reduction was primarily driven by lower sales volume, the \$2.1 million decrease in depreciation expense mentioned above, and cost savings associated with the consolidation of operations at one location.

Gross Profit

First quarter gross profit totaled \$5.1 million, an increase of \$0.2 million or 5%, when compared to the same period in 2023. The increase was largely the result of cost savings and efficiencies generated from the consolidation of operations at a single location. By closing Burnaby and bringing all production into our Delta facility, we have reduced our costs for building maintenance, utilities, staffing, and transport between locations. The positive impact on first quarter gross profit of the \$2.1 million decrease in year-over-year depreciation expenses outlined above was largely offset by lower sales volume and a reduced green coffee differential margin. In addition, inflationary pressures persist on some variable production costs.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

Administration Expenses

Administration includes general management, inbound and outbound logistics, finance and accounting, quality control and assurance, engineering, research and development, and other administrative or support functions. Administration expenses include compensation expenses, travel and other personnel-related expenses for administrative staff, director fees, investor relations expenses, professional fees, and depreciation of office-related equipment.

First quarter administration expenses totaled \$2.8 million, an increase of \$0.1 million, when compared to Q1 of 2023. The primary driver for the increase was headcount and wage increases, partially offset by cost savings associated with the consolidation of operations at one location.

Sales and Marketing Expenses

Sales and marketing expenses include compensation and other personnel-related expenses for sales and marketing staff, consumer initiatives, trade advertising and promotion costs, as well as related travel expenses. We invest in research regarding the behavior of decaffeinated coffee consumers. These insights enable us to create effective consumer advertising programs, and they form the foundation of the consultative services we provide to our customers. We also aim to grow brand awareness with both the coffee trade and consumers. We employ a range of marketing activities to achieve this, including digital and print advertising, social media communications, sponsorship, and exhibiting at key industry events.

First quarter sales and marketing expenses totaled \$0.9 million, an increase of \$0.1 million, or 8%, from Q1 of last year. The main drivers for the increase were increased travel and trade show activity, as well as the timing of marketing activities.

Gains and Losses on Risk Management Activities

Under hedge accounting, gains or losses on designated hedges are included in either revenue or cost of sales, held on the balance sheet, or included in other comprehensive income for future transactions (see 'Hedge Accounting' section). Thus, any gain or loss on risk management activities includes only those gains and losses on derivative financial instruments or portions of such instruments that are not designated as hedging instruments.

For the three months ended March 31, 2024, we recorded a loss on risk management activities of \$0.1 million, compared to a gain of \$0.1 million in the first quarter last year. The main drivers of the difference were unrealized gains due to fluctuations in the Canadian versus US dollar exchange rate and fluctuations in the NY'C' coffee commodity price.

Finance Income and Finance Expenses

Finance income reflects the charges we bill customers for financing coffee inventories, as well as the interest earned on cash balances. Finance expenses include interest costs on our credit facilities and bank debt, other borrowings, the accretion expense on our asset retirement obligation, interest expense on a debenture with warrants, and interest expense on finance leases.

First quarter net finance expense totaled \$1.8 million, an increase of \$0.4 million, or 31%, compared to the same period in 2023. The increase primarily relates to the fact that the interest on our construction loans is no longer capitalized.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

Gains and Losses on Foreign Exchange

We realize gains and losses on transactions denominated in foreign currencies when they occur and on assets and liabilities denominated in foreign currencies when they are translated into Canadian dollars as at the financial statement date.

For the first quarter, we recorded a gain on foreign exchange of \$0.4, compared to a loss of \$0.1 million in Q1 of last year. The movement in foreign exchange is due to fluctuations in the Canadian versus US dollar within the period.

Gains and Losses on Fair Value of Embedded Option

The fair value of the embedded option relates to the valuation of warrants embedded in our debenture with Mill Road Capital, which was amended effective November 22, 2022. Under IFRS, the warrants are deemed to contain an embedded option that is revalued at each balance sheet date. The fair value of the derivative liability was determined using the Black-Scholes Option Pricing Model. The variables and assumptions used in computing the fair value are based on our best estimate at each balance sheet date.

For the three months ended March 31, 2024, the revaluation of this embedded option resulted in a loss of \$0.9 million, compared to a loss of \$1.0 million in the same period in 2023. The fluctuations are due to movements in Swiss Water's share price and the risk-free interest rate that are used as inputs in the Black Scholes Option Pricing Model. Refer to Note 10.2 in the unaudited condensed consolidated interim financial statements for more details.

Income Before Taxes and Net Income

Net income consists of income before tax less deferred and current income taxes. Swiss Water and our subsidiaries are subject to tax in Canada, the USA, and France. The current income tax expense arises as a reflection of increases and decreases in net income before taxes, adjusted for non-tax items. The deferred income tax arises from temporary differences between the depreciation and amortization expenses deducted for accounting purposes and related capital cost allowances deducted for tax purposes, timing differences on the deductibility of derivatives, accruals such as asset retirement obligation, cash liabilities of the DSU and RSU, bond value warrants, leases, as well as changes in corporate income tax rates as adjusted for substantively enacted higher future tax rates. The latter is offset by the tax benefit of tax loss carry forwards.

For the three months ended March 31, 2024, we recorded a net loss after taxes of \$ 0.9 million, compared to a net loss after taxes of \$0.7 million for the same period in 2023.

Other Comprehensive Income

Gains or losses on our designated revenue hedges that will mature in future periods are recorded in other comprehensive income, net of income tax expense. Other comprehensive income or loss, net of tax, for the three months ended March 31, 2024, was a loss of \$0.9 million, compared to income of \$0.2 million for the same period in 2023. Increases and decreases are related to fluctuations in the value of the Canadian dollar versus the US dollar.

Basic and Diluted Earnings per Share

Basic earnings per share are calculated by dividing net income by the basic weighted average number of shares outstanding during the period. Similarly, diluted earnings per share are calculated by dividing net income adjusted for the effects of all dilutive potential common shares, by the diluted weighted average

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

number of shares outstanding. For the purposes of the calculation, under IFRS we are required to assume that the maximum number of shares issuable under the warrant agreement will be issued.

For the three months ended March 31, 2024, all potential common shares issuable under the RSU Plan and debenture with warrants were anti-dilutive and excluded from the dilution calculation.

The calculations of basic and diluted earnings per share are shown in the following table:

In \$ 000s except for per share amounts (unaudited)	3 months ended March 31,	
	2024	2023
Basic and diluted loss per share		
Net loss attributable to shareholders	\$ (900)	\$ (701)
Weighted average number of shares	9,223,838	9,186,242
	\$ (0.10)	\$ (0.08)

QUARTERLY INFORMATION / SEASONALITY

There is an element of seasonality in our business, in that the second half of the year tends to have higher volumes and revenues. The transition out of our Burnaby production facility impacted the typical seasonality pattern in 2023.

The following table summarizes results for each of the eight most recently completed fiscal quarters. For comparative purposes, we have also provided the averages for the previous 8-quarter period:

In \$000s except for per share amounts (unaudited)	8 Quarter Average	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022
Revenue	42,941	38,730	41,237	32,627	43,368	49,045	43,998	46,154	48,368
Gross Profit	5,530	5,115	6,916	3,576	3,412	4,894	5,759	6,614	7,952
Operating income	2,187	1,364	3,372	758	76	1,424	2,792	3,293	4,416
Adjusted EBITDA ¹	3,614	2,788	5,008	1,539	1,825	4,982	3,087	4,346	5,335
Net income (loss)	(53)	(900)	961	(417)	(371)	(701)	(254)	(204)	1,460
Per Share²									
Net income (loss) - basic	(0.01)	(0.10)	0.10	(0.05)	(0.04)	(0.08)	(0.03)	(0.02)	0.16
Net income (loss) - diluted	(0.01)	(0.10)	0.10	(0.05)	(0.06)	(0.08)	(0.03)	(0.02)	0.16

¹ Adjusted EBITDA is defined in the 'Non-IFRS Measures' section of this MD&A and is a "Non-GAAP Financial Measure" as defined by CSA Staff Notice 52-306.

² Per-share calculations are based on the weighted average number of shares outstanding during the periods.

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

For the first quarter, net cash generated from operating activities was \$7.0 million compared to net cash used of \$1.3 million for Q1 of 2023. In Q1 this year, cash inflows from operations were supplemented by a release of working capital, whereas in the 2023 period, an investment in working capital for inventory was required.

Investing Activities

For the first quarter, net cash used in investing activities was \$0.4 million compared to net cash used of \$8.3 million for the same period in 2023. During the first three months of this year, Swiss Water incurred minimal capital expenditures, while in the first quarter of last year, the cash used was primarily driven by the construction of our new second production line in Delta.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

Financing Activities

For the first quarter, net cash used in financing activities was \$4.2 million, compared to net cash generated of \$7.6 million in Q1 of 2023. During the first quarter of this year, we made repayments to our credit facility using cash generated from operating activities, supplemented by the release of working capital. In the first quarter of last year, cash used was primarily driven by the construction of the second production line in Delta and the necessary investment in working capital.

Inventory

Our inventory decreased by \$4.9 million, or 17%, during the first quarter. The decrease reflects a reduced volume of coffee inventory and a lower average cost of inventory on-hand. Inventory consists of coffee, hedges related to NY'C', and foreign exchange, as well as carbon used in production, and packaging.

Under hedge accounting, gains and losses on derivative instruments for coffee to be sold in future periods are recorded in inventory. The hedge accounting component of inventory as at March 31, 2024, was an increase of \$0.4 million, compared to an increase of \$0.8 million as at December 31, 2023.

Accounts Receivable

Our accounts receivable increased by \$3.2 million, or 17%, during the first quarter. In total, 77% of Swiss Water's accounts receivable were current as at March 31, 2024 (December 31, 2023: 86%). The majority of past due amounts were collected shortly after the period end. Accounts receivable consist of receivables from customers.

Credit Facilities

We have two credit facilities, one with a major Canadian bank and the other with Export Development Canada ("EDC"). These facilities are secured by general security agreements over all of Swiss Water's assets and a floating hypothecation agreement over cash balances. As at March 31, 2024, the outstanding balance on the credit facility with the Canadian bank is \$23.6 million (December 31, 2023: \$26.9 million). For the three months ended March 31, 2024, we incurred \$0.5 million in interest expense (2023: \$0.7 million). Meanwhile, no funds were drawn on the EDC credit facility.

We have certain bank covenants that relate to the maintenance of specified financial ratios. As of March 31, 2024, we were in compliance with all covenants.

Credit Facility with Canadian Bank

In 2019, Swiss Water entered into a revolving credit facility agreement ("Credit Facility"), with a major Canadian bank, for borrowings up to the lower of the Borrowing Base (defined below) and \$30.0 million.

Effective November 22, 2022, our available credit was increased from \$30.0 million to \$45.0 million with the purpose of supporting operations and growth. In tandem, this Credit facility provided additional lending of up to \$6.25 million credit facility through EDC. The maturity date of October 18, 2022, was extended to the earlier of October 19, 2025, or an event triggering default.

Swiss Water is not required to repay the Credit Facility, as long as the outstanding balance is not in excess of the Borrowing Base.

The Credit Facility's Borrowing Base margins Swiss Water's eligible inventories and accounts receivable, commodity hedging account equity margin plus our market-to-market gains, which are netted against any losses in the commodity account and foreign exchange contract facility. Amounts can be drawn in either

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

Canadian or US dollars and can be borrowed, repaid, and re-borrowed to fund operations, capital expansions, letters of credit, a security lien bond, and for general corporate purposes.

The Credit Facility has multiple interest rate options that are based on the Canadian Prime Rate, Base Rate, LIBO Rate, Bankers' Acceptance Rate plus an acceptance fee, in addition to an Applicable Margin for each of these rates. Fees apply to outstanding letters of credit and the unused portion of the credit.

As part of the Credit Facility, Swiss Water has a US\$8.0 million foreign exchange and commodity futures contract facility, which allows us to enter into spot, forward and other foreign exchange rate transactions and commodity futures transactions with the bank with a maximum term of up to 60 months.

Credit Facility with EDC

EDC offers two services, a credit facility of up to \$6.25 million and a \$6.0 million foreign exchange guarantee.

Effective November 22, 2022, Swiss Water entered into a revolving credit facility agreement with EDC (the "EDC Credit") for borrowings of up to \$6.25 million. The EDC Credit is to be used for the purpose of providing additional liquidity to finance our operations, should it be needed. The lender of the abovementioned Credit Facility with a Canadian bank is the administrative agent for the EDC Credit and all security and guarantees held by the lender of the Credit Facility as security for the Credit Facility are also held as security for the EDC Credit. Amounts drawn on the EDC Credit bear interest at the Canadian Prime Rate plus 1.5% per annum. The EDC Credit is subject to certain fees. The EDC Credit facility will terminate on the earliest of: (i) demand by the lender of the Credit Facility for repayment, (ii) the second anniversary of the effective date of November 22, 2024, and (iii) the maturity date under the Credit Facility. Bank may in its sole discretion, renew the EDC Credit for a maximum of five successive one-year periods after the first anniversary of the effective date. As at March 31, 2024, no amounts were drawn on EDC Credit (December 31, 2023: nil).

On June 1, 2020, Swiss Water entered into a foreign exchange facility guarantee with EDC to cover margin requirements in relation to the foreign exchange facility. On August 4, 2020, Swiss Water's Credit Facility Lender amended the credit agreement to recognize the foreign exchange facility guarantee provided by the third party. The facility guarantees a maximum aggregate liability of up to \$6.0 million and it is valid until May 31, 2024. This guarantee provides additional borrowing capacity within the referenced credit facility.

Construction Loan with BDC and FCC

In 2018, we completed a transaction with the Business Development Bank of Canada ("BDC") for a term loan facility ("Term Loan") of up to \$20.0 million. The purpose of the Term Loan was to assist in the financing of new equipment for the first production line we built in Delta, British Columbia. The interest rate for the Term Loan was 4.95% per annum over 12 years. Principal repayment was scheduled to begin on July 1, 2021, and matures on June 1, 2033.

In 2021, we completed a financing transaction by increasing the existing term to \$45.0 million from the existing \$20.0 million to provide funding for the planned construction of a second production line at the Delta location. The financing was provided by Business Development Canada ("BDC") and Farm Credit Canada ("FCC") in a Pari Passu structure. Each lender will fund 50% of the \$45.0 million total loan value. The original borrowing with BDC will increase from \$20.0 million to \$22.5 million ("BDC Amended Term Loan") and FCC will also fund \$22.5 million ("FCC Term Loan"). Upon closing of the transaction, Swiss Water's outstanding debt to each party, FCC and BDC, was \$10 million. FCC paid \$10.0 million to BDC on Swiss Water's behalf to ensure that existing borrowings were restructured on a Pari Passu basis.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

Only interest will be paid on the outstanding balance on a monthly basis prior to July 1, 2024, for both the BDC Amended Term Loan and FCC Term Loan. Principal repayments for both loans commence on July 1, 2024, and will be repaid in monthly installments until both loans mature on June 1, 2034.

The FCC Term Loan consists of a fixed term loan and a variable loan. Until maturity, the fixed term loan bears an interest rate of 4.38% and the variable loan bears an interest rate of a variable rate minus 0.75%.

The BDC Amended Term Loan bears an interest rate of 4.45% until maturity. The new terms in the BDC Amended Term Loan supersede the terms on the previous agreement.

Both loans are secured by a general security agreement and a first security interest on all existing equipment and machinery plus new equipment and machinery financed with the BDC and FCC construction loans. Seaforth has provided a guarantee for construction loans to FCC and BDC.

Effective November 22, 2022, Swiss Water entered into an amendment (the “Amended Senior Facility”) to the 2021 senior debt facility with our two lenders, BDC and FCC, which provided an additional \$12.0 million of senior debt financing at a favourable payment, interest rate, and amortization schedule by increasing the senior debt facility from \$45.0 million to \$57.0 million. The incremental funds available under the Amended Senior Facility, together with our existing available credit and internally generated cash flow were sufficient to fund the completion of the second production line in Delta. Each lender funded 50% of available funds. As at March 31, 2024, the loan principal outstanding was \$57.0 million (December 31, 2023: \$57.0 million).

We have certain bank covenants that relate to the maintenance of specified financial ratios. As of March 31, 2024, we were in compliance with all covenants.

Debenture with Warrants / Convertible Debenture with Mill Road Capital

In 2021, Swiss Water amended the \$15.0 million convertible debenture agreement with Mill Road to a \$15.0 million debenture with warrants. Under the new terms of the agreement, the maturity date was extended by one year from October 11, 2023, to October 31, 2024. The other amended terms were: (i) the interest rate increased from a maximum of 7.85% to 9%, (ii) a 1.5% additional interest “payment in kind” was added, (iii) the debt to shares conversion feature was amended, and (iv) the senior debt covenant was increased from \$45.0 million to \$60.0 million. The debt to shares conversion was amended by (a) cancelling the existing conversion feature and (b) replacing the existing conversion feature with warrants to allow Mill Road to purchase up to 2.25 million common shares at a price of \$3.33 per share.

Effective November 22, 2022, Swiss Water amended the debenture with warrants agreement to (i) expand on the Senior Debt restricted covenant; (ii) allow Swiss Water a right to prepay the principal, and (iii) add secondary security on the debenture (iv) increase the senior debt limit to \$123.25 million. The original principal of \$15.0 million and the maturity date of October 31, 2024, remain the same. Also, the interest on the debenture remains unchanged, at 9% paid quarterly plus 1.5% interest in kind accrued quarterly. Meanwhile, the warrants agreement to issue 2.25 million warrants, with an exercise price of \$3.33 was amended (i) to extend the maturity date from October 31, 2024, to April 30, 2026; and (ii) to add a cashless exercise option whereby Mill Road may elect to receive, upon exercise, such number of shares that is equal to the difference between the \$3.33 exercise price and the fair market value of the shares at the time of exercise.

Following the negotiations in 2022, Swiss Water extinguished the 2021 debenture with warrants with Mill Road. Given that amendments included a cashless exercise option where the agreement no longer limits an exchange of a fixed amount of cash for a fixed amount of common shares (subject to terms, the option allows

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

a variable number of shares being issued), this debenture with warrants restructuring transaction was accounted for using the extinguishment method of accounting for debt reconstruction.

The option for cashless exercise of warrants embedded in the debenture with warrants was recognized as a derivative financial liability “Borrowings embedded option” on the Consolidated Statements of Financial Position and it is valued at \$2.2 million as at March 31, 2024, using the Black Scholes Option Pricing Model (December 31, 2023: \$1.4 million).

We have certain bank covenants that relate to the maintenance of specified financial ratios. As of March 31, 2024, we were in compliance with all covenants.

Contractual Obligations

The following table sets forth our contractual obligations and commitments as at March 31, 2024:

In \$000s (unaudited)	Total	Less than 1 year	2-3 years	4-5 years	Over 5 years
Long-term debt ¹	\$ 72,901	\$ 19,602	\$ 11,400	\$ 11,400	\$ 30,499
Financing leases ²	9,845	2,554	5,177	2,069	45
Credit facility ³	23,606	-	23,606	-	-
Purchase obligations ⁴	54,837	54,723	114	-	-
Total contractual obligations	\$ 161,189	\$ 76,879	\$ 40,297	\$ 13,469	\$ 30,544

¹ Long-term debt represents the principal amounts of the debenture with warrants and construction loans.

² Minimum obligations for our finance leases.

³ Credit facility matures in 2025, where the maturity date can be extended subject to lenders' approval.

⁴ Purchase obligations represent outstanding capital, and coffee and purchase commitments.

Swiss Water leases the following offices, warehouses, and equipment:

On August 26, 2016, we signed a lease agreement for a build-to-suit production facility in Delta. From the lease commencement date, the lease has an initial term of five years and can be renewed at our option in five-year increments up to a total of 30 years. The lease commencement date was in July 2018. Under the lease, Swiss Water has multiple options to buy out the lease starting at the end of the second five-year term. The buy-out value will be equal to the fair market value of the property as determined by an appraisal process, subject to specified maximum and minimum values. During 2022, we exercised the first option to renew Swiss Water's lease in Delta for another five years until July 2028.

Seaforth leases a warehouse in Delta and the lease expires in June 2027. We have two options to renew the lease for an additional term of five years each.

Swiss Water leases a sales office in France which expires in October 2027.

Seaforth leases a truck. The lease expires in February 2028.

Swiss Water leases various office equipment with expiring dates of October 2024 and January 2025.

Share Capital

Swiss Water is authorized to issue an unlimited number of common shares. Each share is equally eligible to receive dividends when declared and represents one vote at meetings of shareholders. As at March 31, 2024, there were 9,460,552 common shares issued and outstanding (December 31, 2023: 9,212,955).

On May 9, 2022, at the Annual and Special Meeting of Shareholders, the Shareholders approved the amendment to the Articles of Amalgamation of the Company to create two new classes of shares, Class A

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis For the first quarter ended March 31, 2024

Preferred Shares and Class B Preferred Shares. As at March 31, 2024, there were no preferred shares issued and outstanding (December 31, 2023: nil).

OFF-BALANCE SHEET ARRANGEMENTS

Swiss Water has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

We provide toll decaffeination services and/or sell finished goods to and purchase raw material inventory from a company that is related to one of Swiss Water's Directors, Roland Veit.

The following table summarizes related party sales and purchases during the periods:

In \$000s (unaudited)	3 months ended March 31,	
	2024	2023
Sales	\$ 239	\$ 155
Purchases of raw materials	\$ 1,868	\$ 2,031

All transactions were in the normal course of operations and were measured at the fair value of the consideration received or receivable, which was established and agreed to by the related parties. As at March 31, 2024, our accounts receivable balance with this company was \$0.1 million while our accounts payable balance with this company was \$1.4 million (December 31, 2024: nil and \$1.1 million respectively).

Mill Road is a shareholder of Swiss Water, and under the terms of the debenture with warrants agreement, Mill Road added a nominee to Swiss Water's board of directors. Also, as a holder of the debenture with warrants, Mill Road has the right to a cashless exercise of warrants to obtain an additional 2.25 million shares of Swiss Water. As such, Mill Road is considered a related party. Refer to Note 10.2 in the audited consolidated financial statements for more details on the amended debt agreement with Mill Road.

RISKS AND UNCERTAINTIES

Cash from operations may fluctuate with the performance of the business, which can be susceptible to a number of risks. These risks may include, but are not limited to, foreign exchange fluctuations, labour relations, coffee prices (notwithstanding hedging programs, as exact hedging correlation is not attainable), the availability of coffee, competition from existing chemical and other natural or chemical free coffee decaffeinator, competition from new entrants with alternate processing methods or agricultural technologies, regulatory risks, terms of credit agreements, customer concentration, commodity futures losses, ability to maintain organic certification, adequacy of insurance, risks related to information technology and cyber crime, dependence on key personnel, product liability, uncollectable debts, liquidity risk, timing and costs of capital projects, Swiss Water's ability to raise funds through either debt or equity, availability of labour force, equipment and supplies, global environmental change and climate effects on our products and supply chain, geopolitical risks, inflation, changes in interest rates, global pandemics, and general economic downturns. These risks and how Swiss Water manages them are described in the AIF. The future effects of these risks and uncertainties cannot be quantified or predicted.

Following the emergence of conflict in Ukraine in late February 2022, many countries enacted sanctions against Russia. The supply of some commodities from Russia, such as natural gas, has been interrupted. Potential consequences of these sanctions and commodity interruptions that could impact our business are not limited to: 1) demand for our products 2) delays in transportation to customers within Europe, 3) increase of costs in fertilizers or supply components, thus increasing the costs of our coffee inventory, 4) decaffeinating coffee in Europe may become more expensive if traditional fuel sources are curtailed. Some North American

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

customers, currently sourcing from European suppliers, may consider switching to Swiss Water as it can be sourced closer to their market, and 5) overall supply chain interruptions. At this time there is uncertainty over the full impact of the conflict in Europe, as such, we cannot provide assurance that this conflict will not affect our business and further expansions into the European market.

Swiss Water's operations may be negatively impacted in the event of a local or global outbreak of disease. A pandemic may impact demand for our products and services and the capability of our supply chains. It may also impact expected credit losses on our amounts due from customers and whether the entity continues to meet the criteria for hedge accounting. For example, if a hedged forecast transaction is no longer highly probable to occur, hedge accounting would be discontinued.

Risks are also discussed in detail in the 'Financial Risk Management' note in our audited consolidated financial statements. Furthermore, in this management discussion and analysis, we discuss risk under the headings 'Hedge Accounting' and 'Financial Instruments'.

ENVIRONMENTAL RISKS

The Canadian Securities Administrators ("CSA") identifies five categories of risks: litigation, physical, regulatory, reputational and business model, for which issuers are asked to identify material risks and if they are reasonably likely to affect financial statements in the future.

Environmental matters relate to a broad range of issues, including those related to air, water, waste and land. As a small company with limited human and financial resources, we focus on only those risks that we believe could have a materially adverse impact on our operations and/or financial results within our planning horizon, rather than seeking to identify all possible future risks. Risk assessment involves judgment, uncertainty and estimates, which can provide only reasonable, rather than an absolute, assurance that all the applicable risks and their expected impacts on Swiss Water are considered.

The most pervasive environmental risks that we face relate to the fact that we buy, sell and store an agricultural commodity. The supply of green coffee can be impacted by numerous environmental conditions such as frosts, drought, plant disease and insect damage, which can impact the quality and size of the coffee crop. In addition, certain environmental conditions, such as excessive rains, can hamper crop harvesting. A shortage of coffee can impact our processing volumes and revenues. We seek to mitigate the risks of coffee shortages by maintaining an extensive list of coffee suppliers; by dealing with importers who themselves have multiple suppliers rather than contracting directly with farmers or coffee co-operative organizations; by maintaining up to three months of coffee inventories at any time; by developing and modifying coffee blends that take into consideration coffee availability and cost from various coffee origins; and, by entering into purchase contracts with suppliers for future delivery of coffee (rather than relying on 'spot' deliveries). In addition, the coffee commodity price is closely tied to available supplies of coffee globally. We mitigate the commodity price risk through our commodity price risk management policy.

Our leased facilities are located in the Metro Vancouver area of British Columbia. Vancouver is considered to be at high risk of a major earthquake and flooding. Any significant earthquake in the vicinity could have a material impact on our operations for a period of time, depending on the extent of the damage to the facilities, our equipment, and the transportation infrastructure in the region. In short, a major earthquake could have a material adverse impact on our revenues. We carry property and business interruption insurance, including earthquake coverage, which would help offset the cash flow impact of such an event. In addition, we keep some finished goods inventory in third-party coffee warehouses in other regions, and we would be able to sell these finished goods even if our production and distribution of coffee were temporarily

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

interrupted by an earthquake. Nevertheless, the financial and operational impact of a major earthquake cannot be reasonably predicted.

We are subject to a number of environmental laws and regulations related to our facilities in British Columbia, which mandate, among other things, the maintenance of air and water quality. We routinely monitor our compliance with these standards. Based on our compliance record and our maintenance programs, as well as currently enacted laws and regulations, we do not believe that these regulatory risks are material. In addition, there are risks associated with global regulatory changes and their related impact on demand and competition, which we routinely monitor for compliance.

We expect to incur increased costs for energy and water consumption over time. If we cannot pass on such increased costs to our customers, our profitability may be adversely impacted.

We believe that all known environmental obligations and provisions have been appropriately reflected in our financial statements. We have not identified any material litigation, reputational, or business model risks related to environmental matters. Nevertheless, we may be subject to potential unknown or unforeseeable environmental impacts arising from, or related to, our business. Costs associated with such issues could be material.

We believe that the trend toward increased environmental awareness and social consciousness creates an opportunity for us to grow our business, as consumers and coffee industry participants place greater emphasis on reducing their impact on the environment and living healthier lifestyles. As one of the few chemical free decaffeinator in the world, we believe that an increased focus on environmental matters and health will allow us to win more business from decaffeinator that use chemicals such as methylene chloride to decaffeinate coffee.

CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

Measurement of Uncertainty

The preparation of financial statements in accordance with IFRS requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates are used when accounting for useful lives of depreciable assets, provision for asset retirement obligations, share-based compensation, debenture with warrants with embedded derivatives, lease liabilities and right-of-use assets, and income taxes. Actual results may be different from these estimates.

An accounting estimate is deemed critical only if it requires us to make assumptions about matters that are highly uncertain at the time the accounting estimate is made, and different estimates that we could have used in the current period would have a material impact on our financial condition or the results of operations.

Useful Lives of Depreciable Assets – Change in Accounting Estimates

In January 2023, Swiss Water reduced the estimated useful life of the non-salvaged assets at our legacy production facility in Burnaby, by 12 years. The useful life of these assets was re-aligned against the final production date at the site, which was in April 2023. At the time of the change in estimate, these assets had a carrying value of approximately \$3.0 million. The financial impact of the change in estimate was a one-time incremental depreciation expense of \$2.1 million for Q1 of 2023. There was no such change in estimate during the three months ended March 31, 2024.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

Provision for Asset Retirement Obligation

Analysis and estimates are performed by Swiss Water in order to determine the amount of restoration costs to be recognized as a provision in our consolidated financial statements. The estimates consider the contract language in the lease, the expected useful lives of Swiss Water's equipment, inflation rates, discount rates, and the expected costs that would be paid to a third party to remove property and equipment.

The amount that we recognized as a provision in the asset retirement obligation is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When the final determination of such obligation amounts differs from the recognized provisions, Swiss Water's financial statements will be impacted.

The present value of future cash flows for asset retirement obligation with respect to our leased decaffeination facility in Delta is estimated at \$3.5 million. This estimate assumes that we restore the current location upon the expiry of the lease for the two lines in Delta, BC at an estimated undiscounted cash flow of \$5.7 million. Further, the estimate reflects the expected costs of vacating the leased facility in 2038 having regard for the contract language in the lease, the expected useful lives of our plant and equipment, and the expected costs that would be paid to a third party to remove the equipment. The calculation of the ARO does not take into account the fact that we have the option to purchase our leased facility and underlying land.

Income Taxes

We compute income taxes using the liability method, under which deferred income taxes are provided for the temporary differences between the financial reporting bases and the tax bases of our assets and liabilities. Deferred tax assets and liabilities are measured using the enacted and substantively enacted income tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Deferred tax assets also reflect estimates of the recoverability of non-capital loss carry forwards. We have recognized the benefit of loss carry forwards to the extent that it is probable that taxable income will be available in the future against which our non-capital loss carry forwards can be utilized. As at December 31, 2023, Swiss Water and its subsidiaries had combined non-capital tax loss carry forward totaling \$69.1 million, which can be used to reduce income taxes payable in future years.

The financial reporting bases of our assets reflect the useful lives of depreciable assets, as well as the carrying amounts of assets with indefinite useful lives. Accordingly, management estimates that impact the carrying amounts of depreciable and non-depreciable assets also have an impact on deferred income tax assets and liabilities.

Leases and Right-of-Use Assets

The preparation of consolidated financial statements requires that Swiss Water's management make assumptions and estimates on its finance leases. Certain estimates and assumptions need to be made and applied, which include but are not limited to, the determination of the expected lease term and minimum lease payments, the assessment of the likelihood of exercising options, and the estimation of the fair value of the leased properties at lease inception.

Debenture with Warrants with Embedded Option

Effective November 22, 2022, the amended debenture with warrants contains an embedded cashless option feature. This embedded option is a financial liability and was recognized initially at \$1.9 million effective on November 22, 2022, and is subsequently revaluated at each reporting date. As at March 31, 2024, Swiss Water

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

recognized the fair value of the embedded option in the debenture with warrants in the amount of \$2.2 million and recorded a loss of \$0.9 million (2023: \$1.4 million and \$1.0 million respectively).

At initial recognition, in the calculation of the fair value of the liability portion of the Debenture with warrants, management estimated the interest rate on a similar instrument of comparable credit status providing for substantially the same cash flows, on the same terms, but without the warrants exercise option. We estimate the fair values of the borrowings embedded option liability related to the debenture with warrants at initial recognition and at the end of each reporting period using the Black-Scholes Option Pricing Model which requires management estimates. Pricing models require the input of highly subjective assumptions including the expected share price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's warrants.

The fair value of the embedded option in the debenture with warrants was determined using the Black-Scholes Option Pricing Model. The variables and assumptions used in computing the fair value are based on management's best estimate, as discussed in the audited consolidated financial statements.

	March 31, 2024	December 31, 2023
Share price	\$ 3.46	\$ 2.78
Exercise price	\$ 3.33	\$ 3.33
Option life	2.08 years	2.33 years
Volatility	42%	42%
Risk-free interest rate	4.20%	3.91%
Dividend yield	0.00%	0.00%

CHANGES IN ACCOUNTING STANDARDS

The following amendments to accounting standards became effective for annual periods beginning on or after January 1, 2024. The adoption of these revised standards by Swiss Water did not have a material impact on our consolidated financial statements.

- IAS 7 Statement of Cash flows and IFRS 7 Financial instruments disclosures contain amendments that require disclosures of the effects of supplier finance arrangements on an entity's liabilities and cash flows, as well as liquidity risk and risk management.
- IFRS 16 Leases has amended guidance over accounting for lease liability in a sale and leaseback transaction.
- IAS 1 Presentation of financial statements was amended to clarify the classification of non-current liabilities with covenants, depending on the rights that exist at the end of the reporting period. Liabilities should be classified as non-current if a company has a substantive right to defer settlement for at least 12 months at the end of the reporting period.

The following standards are effective for periods beginning after January 1, 2025, and Swiss Water does not anticipate a material impact on our financial statements:

- IFRS 10 Consolidated financial statements and IAS 28 Investments in associates and joint ventures relate to the sale or contribution of assets between an investor and its associate or joint venture, and the amendments clarify the accounting for a subsidiary when a parent company loses control of the subsidiary. IAS 28 amended equity method procedures. The amendments' effective date is not yet determined, early adoption is permitted.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

- IAS 21 The effects of changes in foreign exchange rates was amended to specify how to determine whether a currency is exchangeable into another currency and how to determine the spot exchange rate when a currency lacks exchangeability.

HEDGE ACCOUNTING

There are risks related to unpredictability over coffee commodity prices and foreign exchange rates. To minimize these risks, we follow our risk management program, which is carried out under two policies approved by the Board of Directors: The Foreign Exchange Risk Management Policy and the Commodity Price Risk Management Policy. With the use of derivative financial instruments, we hedge potential adverse effects on our financial performance and cash flows. Under the risk management program, we enter into three types of hedges and each type is discussed below:

- 1) Commodity price risk hedges on coffee purchase commitments and coffee inventory (“commodity hedges”);
- 2) Currency risk hedges related to US\$ denominated future process revenues (“revenue hedges”);
- 3) Currency risk hedges related to US\$ denominated purchases of green coffee (“purchase hedges”).

Commodity Hedges

When we enter into a purchase commitment to buy green coffee, the contract specifies that the purchase price will be based, in part, on the future (to-be-determined) coffee futures price, or NY’C’. We agree on or ‘fix’ the NY’C’ price with the vendor on or before receiving the coffee into inventory. When we bear the economic risk of a change in the commodity price, we offset this risk by selling short a futures contract on the Intercontinental Exchange. When we later sell such coffee at a fixed price to a customer, we cover our short by going long on a futures contract on the Intercontinental Exchange.

At each period-end, commodity hedges are re-measured to their fair value. Under hedge accounting, gains/losses for hedged coffee purchase commitments and inventory are recorded in the statement of financial position until such coffee is sold at which time the gains/losses on our commodity hedges are recognized in cost of sales. In this way, gains/losses on our commodity hedges are matched to our sales in the period.

Revenue Hedges

We enter into forward contracts to sell US\$ at future dates to hedge the foreign exchange cash flow variability of expected US\$ processing fee revenue up to 60 months in advance. The hedged process revenue includes both process revenue from tolling arrangements (processing of customer-owned coffee) as well as the US\$ processing fee layer of inventory sales agreements. This enables us to more reliably predict how much Canadian currency we will receive for our US\$ process revenue. Cash flows in the immediate 12-month period are hedged at a higher percentage of expected future revenues than those farther out, reflecting greater uncertainty in the 13 to 60-month period.

At each period end, revenue hedges are re-measured to their fair value. Under hedge accounting, unrealized gains/losses for open revenue hedges are recorded in other comprehensive income. When a revenue hedge matures, the realized gain/loss on that contract is reclassified from accumulated other comprehensive income to process revenue.

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

Purchase Hedges

We enter into forward contracts to buy US\$ for green coffee inventory which, once decaffeinated, will be sold at a fixed C\$ price pursuant to a customer-specific contract. Similarly, on occasions, we enter into forward contracts to buy US\$ to be used to pay for purchases of equipment. To mitigate the exposure to margin changes on these transactions arising from fluctuations in the US\$/C\$ exchange rate, we enter into US\$ forward purchase contracts which economically lock in the US\$/C\$ exchange rate, and effectively lock in the C\$ cost of inventory to be sold at the fixed C\$ amount.

The hedge accounting allows for matching of US\$ purchases with the associated gains/losses on the forward contracts used to economically hedge these items. At each period-end, customer-specific hedges are re-measured to their fair value. Under hedge accounting, the gains/losses on these hedges are deferred on the statement of financial position until the inventory is sold, at which time the gains/losses are recorded in cost of sales on the income statement. Similarly, hedges related to property plant and equipment are re-measured at each period end and once the hedges mature the gains and losses on these hedges are recorded in property plant and equipment.

FINANCIAL INSTRUMENTS

We use financial instruments to mitigate economic risks associated with our business. The three types of hedges we enter into, and the hedging instruments used, are discussed in more detail under 'Hedge Accounting' above.

We classify our financial assets and financial liabilities in the following measurement categories (i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and (ii) those to be measured at amortized cost. We have implemented the following classifications for financial instruments other than derivatives:

- Cash and cash equivalents and short-term investments are classified as assets at fair value and any period change in fair value is recorded through interest income in the consolidated statement of income, as applicable.
- Accounts receivable and other receivables are classified as assets at amortized cost using the effective interest rate method. Interest income is recorded in the consolidated statement of income, as applicable.
- Accounts payable, credit facilities, the debt portion of the debenture with warrants and other liabilities are classified as other financial liabilities and are measured at amortized cost using the effective interest rate method. Interest expense is recorded in the consolidated statement of income, as applicable.

Commodity Price Risk

Commodity price risk is the risk that the fair value of inventory will fluctuate due to changes in commodity prices. Swiss Water utilizes futures contracts to manage our commodity price exposure. We buy and sell futures contracts for coffee on the Intercontinental Exchange in order to offset our inventory position and fix the input cost of green coffee.

As at March 31, 2024, Swiss Water had futures contracts to buy 16.5 million pounds of green coffee with a notional value of US\$30.9 million, and contracts to sell 21.7 million pounds of green coffee with a notional value of US\$40.6 million. The furthest contract matures in March 2025 (December 31, 2023: buy 9.3 million pounds of green coffee with a notional value of US\$17.1 million, and contracts to sell 13.8 million pounds of

SWISS WATER DECAFFEINATED COFFEE INC.

Management Discussion and Analysis

For the first quarter ended March 31, 2024

green coffee with a notional value of US\$25.5 million). An estimated 1% decrease in the mark-to-market rate applied to coffee futures would have resulted in an estimated gain of \$0.1 million to the net income before tax, and vice versa (December 2023: \$0.1 million gain to the net income).

Foreign Currency Risk

Swiss Water realizes a significant portion of our sales in US\$ and purchases green coffee in US\$ which is, in some cases, sold to customers in Canadian dollars. We enter into forward foreign currency contracts to manage our exposure to currency rate fluctuations and to minimize the effect of exchange rate fluctuations on business decisions. These contracts relate to our future net cash flows in US\$ from sales. In addition, we enter into forward contracts to buy US\$ for coffee that we resell in Canadian dollars.

As at March 31, 2024, we had forward currency contracts to buy US\$13.5 million and sell US\$45.7 million (December 31, 2023: buy US\$9.9 million and sell US\$51.3 million) from April 2024 through to January 2027 at various Canadian exchange rates ranging from \$1.28 to \$1.38. An estimated Canadian 1 cent decrease in the value of US dollar would have resulted in an estimated gain of \$0.3 million to the net income and other comprehensive income before tax, and vice versa (December 2023: \$0.3 million gain to the net income and other comprehensive income).

INTERNAL CONTROLS OVER FINANCIAL REPORTING & DISCLOSURE CONTROLS AND PROCEDURES

The Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”) of Swiss Water are responsible for establishing and maintaining adequate internal control over financial reporting (“ICFR”) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Under the supervision and with the participation of management, we conducted an evaluation of the design and effectiveness of our ICFR as of March 31, 2024, based on the updated framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO 2013”). Based on this assessment, the CEO and CFO concluded that, as of March 31, 2024, Swiss Water’s ICFR was effective.

The CEO and CFO are also responsible for establishing and maintaining adequate disclosure controls and procedures. Disclosure controls and procedures are controls and other procedures designed to provide reasonable assurance that information required to be disclosed in documents filed or submitted under securities legislation is recorded, processed, summarized, and reported within the time periods specified in securities legislation and includes controls and procedures designed to ensure that information required to be disclosed in documents filed or submitted under securities legislation is accumulated and communicated to Swiss Water’s management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

The CEO and CFO evaluated or caused to be evaluated under supervision, the effectiveness of our disclosure controls and procedures, and based on this evaluation, the CEO and CFO concluded that, as of March 31, 2024, Swiss Water’s disclosure controls and procedures were effective. There were no changes in our ICFR that occurred during the period beginning on January 1, 2024, and ended on March 31, 2024, that have materially affected or are reasonably likely to materially affect, Swiss Water’s ICFR.

SUBSEQUENT EVENT

After March 31, 2024, a total of 37,000 vested RSUs were exercised into common shares.