

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2019**

(All amounts expressed in Canadian dollars, unless otherwise stated)

This management's discussion and analysis ("MD&A") of the operating results and financial position of Midasco Capital Corp. (the "Company") is for the period ended June 30, 2019. Together with the June 30, 2019 interim financial statements and the December 31, 2018 audited consolidated financial statements and related notes, the MD&A provides a detailed account and analysis of the Company's financial and operating performance for the period. The Company's functional and reporting currency is the Canadian dollar. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Refer to Note 2 and 3 of the aforementioned financial statements for disclosure of the Company's significant accounting policies.

This MD&A is dated as at August 20, 2019.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This MD&A contains forward-looking statements that involve risks and uncertainties. The forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the Company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the Company and other factors.

Other risks facing the Company include competition which can either increase costs or reduce the number of attractive opportunities; reliance on third parties, including consultants; statutory and regulatory requirements and uncertainty of additional financing.

Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward looking statements. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on forward-looking statements.

**BACKGROUND**

The Company was incorporated in Ontario on May 16, 1991 under the name of "MH Resources Inc.". On May 9, 1995, the Company changed its name to Midasco Gold Corp. and on July 30, 2001 changed its name to Midasco Capital Corp. On March 17, 2008, the Company's incorporation was continued into the Province of British Columbia. The Company is a reporting issuer in British Columbia and Alberta and trades on the NEX board of the TSX Venture Exchange under the symbol "MGC.H". The Company was engaged primarily in the acquisition, exploration and evaluation of mineral properties. In April 2014, the Board of Directors approved the reorganization of the Company by re-evaluating its current resource assets and pursuing new opportunities in other industry sectors which may result in a change of business under the policies of the TSX Venture Exchange.

**Midasco Capital Corp.**  
**Management's Discussion and Analysis**  
**For the Six Months Ended June 30, 2019**

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**HIGHLIGHTS FOR THE PERIOD**

On April 25, 2019, the Company entered into a binding letter of intent (the “LOI”) with an established California-based cannabis company, OutCo Labs Inc. (“OutCo”). The LOI proposed terms and conditions, pursuant to which, subject to regulatory approval, the Company and OutCo would affect a business combination that will result in a reverse takeover of the Company by the securityholders of OutCo. Upon signing of the LOI, OutCo paid to Midasco \$25,000 USD as a non-refundable deposit and in the event either party terminates this LOI, a break fee of \$50,000 will become payable to the other party subject to the terms of the LOI.

On August 13<sup>th</sup>, 2019 the Company issued a news release announcing that the April 25<sup>th</sup>, 2019 binding letter of intent has been terminated by Outco who breached certain binding standstill terms of the LOI by signing a non-disclosure agreement and actively negotiating a term sheet with a third party. Midasco has requested that Outco forward to Midasco the \$50,000 break fee.

**LIQUIDITY AND CAPITAL RESOURCES**

As at June 30, 2019, the Company had working capital deficit of \$17,333 (2018 – \$3,042) and accumulated losses of \$15,805,205 (2018 - \$15,784,830).

The financial statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. During the period ended June 30, 2019, the Company had a net loss of \$20,375 (2018 –\$39,705). The continuation of the Company as a going concern is dependent on its ability to obtain necessary equity financing for general and administrative expenses and to develop its mineral property or acquire additional assets.

The Company’s cash resources are not sufficient to meet its working capital requirements for the next twelve months. Additional equity financing will be required to meet on-going operating expenses and review new investment opportunities.

There is no guarantee that management will be successful in securing future equity financings due to market conditions.

**OUTSTANDING SHARE DATA**

The following share capital data is current as of date of this MD&A:

|                               | <b>Balance</b>    |
|-------------------------------|-------------------|
| Shares issued and outstanding | 12,273,360        |
| Warrants                      | -                 |
| <b>Fully Diluted</b>          | <b>12,273,360</b> |

**Midasco Capital Corp.**  
**Management's Discussion and Analysis**  
**For the Six Months Ended June 30, 2019**

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**RESULTS OF OPERATIONS**

*Three Months and Six Months Ended June 30, 2019*

The Company had net profit of \$5,069 and a net loss of 20,375 for the three and six months and ended June 30, 2019 compared to a net loss \$13,190 and net loss of 39,705 for the comparable periods. The Company experienced similar consulting and increased professional fees in the current period as a result of ramping up the exploration of new business opportunities however the Company recognized the \$32,465 (\$25,000 USD) paid by Outco as a cost recovery during the current report period.

**SELECTED QUARTERLY FINANCIAL INFORMATION**

|                                 | <b>Jun. 30<br/>2019</b> | <b>Mar. 31<br/>2019</b> | <b>Sep. 30<br/>2018</b> | <b>Dec. 31<br/>2018</b> | <b>Sep. 30<br/>2018</b> | <b>Jun. 30<br/>2018</b> | <b>Mar. 31<br/>2018</b> | <b>Dec. 31<br/>2017</b> |
|---------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
|                                 | \$                      | \$                      | \$                      | \$                      | \$                      | \$                      | \$                      | \$                      |
| <b>Financial results:</b>       |                         |                         |                         |                         |                         |                         |                         |                         |
| Income (loss)                   | 5,070                   | (25,443)                | (37,582)                | (21,218)                | (13,190)                | (26,515)                | (20,772)                | (20,399)                |
| Basic earnings (loss) per share | 0.00                    | (0.00)                  | (0.00)                  | (0.00)                  | (0.00)                  | (0.00)                  | (0.00)                  | (0.00)                  |

**SELECTED ANNUAL INFORMATION**

The following is a summary of the results of the financial operations of the Company for the year ended December 31, 2018, and for the years ended December 31, 2017 and December 31, 2016.

|                                               | <b>Year ended<br/>December 31, 2018</b> | <b>Year ended<br/>December 31, 2017</b> | <b>Year ended<br/>December 31, 2016</b> |
|-----------------------------------------------|-----------------------------------------|-----------------------------------------|-----------------------------------------|
| Net profit (loss)                             | (98,505)                                | (80,636)                                | (93,118)                                |
| Earnings (loss) per share (basic and diluted) | (0.01)                                  | (0.01)                                  | (0.01)                                  |
| Working Capital (Deficiency)                  | 3,042                                   | (42,147)                                | (99,011)                                |
| Total Assets                                  | 102,881                                 | 85,353                                  | 7,152                                   |
| Total Long-Term Financial Liabilities         | -                                       | -                                       | -                                       |

**Midasco Capital Corp.**  
**Management's Discussion and Analysis**  
**For the Six Months Ended June 30, 2019**

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**FINANCIAL INSTRUMENTS**

**Classification of financial instruments**

|                             | Ref. | June 30,<br>2019 | December 31,<br>2018 |
|-----------------------------|------|------------------|----------------------|
|                             |      | \$               | \$                   |
| FVTPL financial asset       | a    | 104,822          | 102,881              |
| Other financial liabilities | b    | 122,155          | 99,839               |

a. Comprises cash, and sales tax receivable.

b. Comprises accounts payable, accrued liabilities and due to related parties.

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

**Management of Industry and Financial Risk**

The Company is engaged primarily in mineral exploration and manages related industry risk issues directly. The Company may be at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations.

The Company's financial instruments are exposed to certain financial risks, which include the following:

***Credit risk***

Credit risk is the risk of loss due to the counterparty's inability to meet its obligations. The Company's exposure to credit risk is on its cash and other receivables. Risk associated with cash is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies. Other receivables comprise refundable sales tax credits from the Canadian federal government.

***Liquidity risk***

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations when they become due. The Company ensures that there is sufficient capital in order to meet short-term operating requirements, after taking into account the Company's holdings of cash. Liquidity risk has been assessed as high.

***Foreign exchange risk***

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not have any direct exposure to foreign exchange risk.

***Interest Rate Risk***

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

**Midasco Capital Corp.**  
**Management's Discussion and Analysis**  
**For the Six Months Ended June 30, 2019**

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***Capital management***

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, net of cash and cash equivalents. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

**CHANGES IN ACCOUNTING POLICIES**

**Accounting standards issued but not yet effective:**

***New standard IFRS 9 "Financial Instruments"***

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets.

The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. This new standard does not have a significant impact on the Company's financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

**RELATED PARTY TRANSACTIONS**

The value of transactions and outstanding balances relating to key officers and directors and entities over which they have control or significant influence were as follows:

As at June 30, 2019, \$56,500 (2018 - \$44,500) is due to EINRA Capital Corp. a private company controlled by a director; this balance is included in amounts due to related parties. EINRA Capital Corp. charged \$27,500 (2018 - \$7,500) in consulting and administrative expenses (2018 - \$24,000) to the Company during the period.

As at June 30, 2019, \$19,000 (2018 - \$13,000) is due to Midland Management Ltd., a private company controlled by a director for consulting and professional fees charged to the Company; this balance is included in amounts due to related parties. Midland Management Ltd. charged \$6,000 (2018 - \$6,000) in consulting and professional fees during the period.

As at June 30, 2019, \$24,000 (2018 - \$18,000) is due to a director of the Company for consulting fees charged to the Company; this balance is included in amounts due to related parties. Consulting fees of \$6,000 (2018 - \$6,000) were charged during the period.

Amounts due to related parties are unsecured, non-interest bearing and without specified repayment terms.

**OFF-BALANCE SHEET ARRANGEMENTS**

**Midasco Capital Corp.  
Management's Discussion and Analysis  
For the Six Months Ended June 30, 2019**

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

**ADDITIONAL INFORMATION**

Additional information on the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).