MANAGEMENT'S DISCUSSION AND ANALYSIS
OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE PERIOD ENDED JULY 31, 2024
FORM 51-102F1

Date and Subject of Report

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Haltain Developments Corp. ("HALTAIN" or the "Company") for the three month period ended July 31, 2024. The MD&A should be read in conjunction with the unaudited financial statements for the three months ended July 31, 2024 and related notes and audited financial statements for the year ended April 30, 2024 and related notes. The MD&A has been prepared effective December 9, 2024.

FORWARD LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

General

Haltain Developments Corp. (the "Company") was incorporated under the Business Corporations Act of British Columbia on May 10, 2011. The head office and principal office of the Company are located at Suite 1650 521 3rd Ave SW Calgary, AB T2P 3T3.

Trends

Other than as disclosed in this MD&A, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon its revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

As of the date of the MD&A, the Company is continuing to look for new business opportunities.

RESULTS OF OPERATIONS

During the three months ended July 31, 2024, the Company recorded a net loss of $3,628 as compared to the net loss of $4,019 for the same period ended July 31, 2023. Total expenses for the three months ended July 31, 2023 was $3,628 as compared to $4,019 for the comparable period which mainly consisted of professional fees of $3,628.

SELECTED QUARTERLY INFORMATION

The following table summarized the results of operations for the eight most recent quarters.

	July 31, 2024	April 30, 2024	January 31, 2024	October 31, 2023
Total Revenue	$ --	$ -	$ -	$ -
Interest Income	--	-	-	-
Expenses	3,628	56,533	(2,500)	3,561
Net income (loss)	(3,628)	(56,533)	2,500	(3,561)
Net income (loss) per share and diluted income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)

	July 31, 2023	April 30, 2023	January 31, 2023	October 31, 2022
Total Revenue	$ -	$ -	$ -	$ -
Interest Income	-	-	-	-
Expenses (recovery)	4,019	78,617	-	-
Net income (loss)	(4,019)	(157,869)	-	-
Net income (loss) per share and diluted income (loss) per share	(0.00)	(0.20)	(0.00)	(0.00)

During the quarter ended April 30, 2023, the Company recorded a net loss of $157,869 which can be attributable to management fees, professional fees and loss on settlement of loans payable. During the quarter ended July 31, 2023, the Company recorded a net loss of $4,019 which can be attributable to professional fees. During the quarter ended October 31, 2023, the Company recorded a net loss of $3,561 which can be attributable to professional fees. During the quarter ended January 31, 2024, the Company recorded net income of $2,500 which can be attributable to a recovery of professional fees. During the quarter ended April 30, 2024, the Company recorded a net loss of $56,533 which can be attributable to professional fees. During the quarter ended July 31, 2024, the Company recorded a net loss of $3,628 which can be attributable to professional fees.

LIQUIDITY AND CAPITAL RESOURCES

As at July 31, 2024 the Company had working capital deficiency of $305,229, GST receivable of $1,889, due from related parties of $95 and current liabilities totaling $307,213.

The Company believes that the current capital resources are not sufficient to pay overhead expenses for the next twelve months and will need to seek additional funding to fund its overhead expenses and its continuous search for potential business opportunities and acquisitions. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares, shares for debt, loans and related party loans to fund ongoing operations and investments. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

This Company is only suitable to investors who are willing to rely solely on management of the Company and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the common shares.

OFF BALANCE SHEET ARRANGEMENTS

As at July 31, 2024, the Company had no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

N/A

TRANSACTIONS WITH RELATED PARTIES

The Company considers its Chief Executive Officer, Chief Financial Officers and its directors to be key management.

Related party transactions are comprised of services rendered by directors and/or officers of the Company or by a company with a director in common and shareholder with significant influence. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

As at July 31, 2024, the Company had loan payables to the following related parties to finance its immediate payments. All these loans are non-interest bearing and have no fixed terms of repayment.

Name	Relationship	July 31, 2024	April 30, 2024
		$	$
Lambros Tsaprailis	CEO of the Company	10,377	10,377
		10,377	10,377

As at July 31, 2024, the Company advanced $95 (April 30, 2024 - $95) to a company with a common director. The amounts owed are unsecured, non-interest bearing and due on demand.

These transactions above are in the normal course of operations and are measured at the agreed to value which represents the amount of consideration established and agreed to by the related parties.

CONTINGENCIES

There is no other contingency outstanding as of the date of this discussion.

COMMITMENT

The Company plans to pursue a go-public transaction involving the reverse takeover of the Company by Zyng Corp. ("Zyng") (the "Zyng Transaction"). The Company entered into a definitive amalgamation agreement dated December 2, 2022, as amended on March 31, 2023, June 30, 2023 and June 30, 2024 and may further be amended (the "Definitive Agreement"), with Zyng and the Company's wholly owned subsidiary 2392999 Alberta Ltd. to provide for the completion of a business combination with the Company on a securities exchange ratio basis of 1:1 regarding Zyng securities that will be exchanged for Company securities. The Zyng Transaction is structured as a three cornered amalgamation pursuant to which, among other things: (i) the Company will amalgamate 2392999 Alberta Ltd. with Zyng, (ii) all the shares of Zyng will be exchanged for shares of the Company, (iii) Zyng shareholder will become shareholders of the Company, (iv) Zyng will become a wholly owned subsidiary of the Company; and (v) the shareholders of Zyng will hold a significant majority of the outstanding shares of the Company. The completion of the proposed transaction is subject to several conditions which include satisfactory due diligence, the approval of shareholders and acceptance by a Exchange in Canada. There can be no assurance that the proposed transaction will be completed as proposed or at all.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

For a detailed summary of the Company's significant accounting policies, the reader is directed to the Notes of the audited annual financial statements for the year ended April 30, 2024 available on SEDAR at www.sedar.com.

BUSINESS RISKS

The Company is subject to a number of risks and uncertainties that may significantly impact its financial conditions and future financial performance. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A before making an investment decision.

No Operating History

The Company was incorporated on May 10, 2011 and has not commenced commercial operations. The Company has no history of earnings or paid any cash dividends, and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future.

Availability of Financing

The Company will be competing with other companies in the capital market for available financing. There is no assurance that the Company will be able to obtain sufficient financing, if at all.

OUTSTANDING SHARE DATA

Authorized: Unlimited common shares without par value

Issued and Outstanding:

	Number of Shares	Amount
Balance as at July 31, 2024 and Date of MD&A	6,411,321	$499,171

Stock Options:

The Company received shareholders' approval to adopt an incentive stock option plan (the "Option Plan"), which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with CNSX requirements, grant to directors, officers, employees, management companies, and consultants to the Company, non-transferable options to purchase common shares. Included in the Option Plan are provisions that provide that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. At the discretion of the Board of Directors of the Company, options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

As at and during the period ended July 31, 2024 and at the date of the MD&A, no options had been granted or remain outstanding under the stock options plan.

Additional information relating to the Company may be found on or in:

- SEDAR at www.sedar.com;

Officers and Directors

Lambros Tsaprailis, President, CEO & Director
Chris Hunt, Director, CFO & Secretary

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