CARCETTI CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED JUNE 30, 2025

Introduction

The following management discussion and analysis ("MD&A") is a review of operations, current financial position and outlook for Carcetti Capital Corp. (the "Company") and should be read in conjunction with the condensed interim financial statements of the Company for the six months ended June 30, 2025 and 2024, and the audited consolidated financial statements for the years ended December 31, 2024 and 2023. Amounts are reported in Canadian dollars unless otherwise stated, based upon the financial statements prepared in accordance with IFRS Accounting Standards Financial Reporting Standards ("IFRS"). This MD&A is dated as of August 28, 2025.

This MD&A provides management's view of the financial condition of the Company and the results of its operations for the reporting periods indicated. Additional information related to the Company is available on the Company's SEDAR+ profile at www.sedarplus.ca. The Company is currently listed on the NEX board of TSX Venture Exchange under the symbol CART.H and is seeking new business opportunities.

During the year ended December 31, 2024, the Company changed its presentation currency from US dollars to Canadian dollars. In accordance with IAS21, this change has been applied retrospectively, and all comparative figures are presented in Canadian dollars.

Corporate Overview and Reorganization of Capital

The Company was an international energy company with multiple investments in Ukraine. In 2021, the Company decided to pursue and explore new directions and began liquidating all of its Ukraine investments, which were completely disposed of as December 31, 2022. As a result of this disposition, the Company does not currently have any active operations. The Company continues to explore new directions.

On June 10, 2025, the board of directors of the Company (the "Board of Directors") appointed Jonathan Awde as Non-executive Chairman of the Board.

On June 26, 2025, the Company completed a non-brokered private placement of 14,000,000 common shares at $0.125 per share for gross proceeds of $1,750,000. The shares issued under this private placement are subject to a four-month hold period and a six-month lock-up (the "June Lock Up") ending December 27, 2025. Pursuant to the June Lock Up, if the Company announces a proposed acquisition of an asset or business for aggregate consideration of at least $10,000,000, the subscribers of the private placement will be subject to an additional lock-up for a period ending on the earlier of (1) nine months after such announcement, and (2) completion of such acquisition.

During the six months ended June 30, 2025, 12,333 stock options with an exercise price of $24 were cancelled.

On August 8, 2025, the Company completed a non-brokered private placement of 6,000,000 common shares of the Company at a price of $0.35 per share for aggregate proceeds of $2,100,000. The shares issued under this private placement are subject to a four-month hold period and a six-month lock-up ending February 7, 2026 under substantially the same terms as the June Lock Up.

On August 8, 2025, the Company granted 2,445,000 stock options to certain directors, officers and consultants of the Company, exercisable at a price of $0.35 per share for a period of five years with fifty percent of the options vesting on the date of grant, and fifty percent vesting one year from the date of grant.

Forward Looking Information

This MD&A contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and are based on assumptions. They involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, and competitive conditions, risks of the industry; political instability; or mergers and acquisitions. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results, except as may be required by applicable securities laws.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Summary of Quarterly Results

Historical quarterly financial information derived from the Company's eight most recently completed quarters is as follows:

	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024
Net and comprehensive loss	(94,326)	(18,986)	(40,802)	(24,657)
Loss per share	(0.01)	(0.00)	(0.01)	(0.01)

	Three months ended			
	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023
Net and comprehensive loss	(34,936)	(18,137)	(24,654)	(31,242)
Loss per share	(0.01)	(0.00)	(0.01)	(0.07)

Material Variations in Quarterly Results

During the six months ended June 30, 2025, the Company recorded a higher net loss compared to the same period in 2024, mainly due to increased professional fees and expenses related to exploring new business opportunities, including property investigation.

Selling and General Administrative Expenses

During the six months ended June 30, 2025, the Company incurred operating expenses of $113,312 (2024 - $53,073). Items contained within general administrative expenses are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	**2025**	2024
	$	**$**	$	$
Operating expenses				
Bank charges	**920**	452	**920**	863
Management fees	**3,127**	3,127	**6,253**	6,253
Office and general	**8,032**	6,927	**13,125**	12,074
Professional fees	**38,009**	22,221	**48,776**	29,464
Property investigation and due diligence	**45,000**	-	**45,000**	-
Stock-based compensation	**-**	2,209	**-**	4,419
Unrealized exchange gain	**(762)**	-	**(762)**	-
Total	**94,326**	34,936	**113,312**	53,073

Net Profit/Loss

During the six months ended June 30, 2025, the Company recorded a net loss of $113,312 or $0.02 per share as compared to a net loss of $53,073 or $0.01 per share during 2024. The greater loss during the six months ended June 30, 2025, can primarily be attributable to increased professional fees and expenses related to exploring new business opportunities, including property investigation.

Liquidity, Capital Resources and Financings

At June 30, 2025, the Company had a cash balance of $1,938,453 (December 31, 2024 - $311,350) and working capital of $1,873,018 (December 31, 2024 – $287,329). The working capital increased due to the cash provided by financing activities.

During the six months ended June 30, 2025, the Company used $122,897 to fund operating activities (2024 - $71,178). and received $1,750,000 as gross proceeds from the private placement. Subsequent to the quarter, on August 8, 2025, the Company closed an additional non-brokered private placement financing for gross proceeds of $2,100,000.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements as at June 30, 2025.

Transactions with Related Parties

Transactions with related parties are incurred in the normal course of business. Key management personnel include executive officers and non-executive directors. Executive officers are compensated and may participate in the Company's stock option plan. Non-executive directors also may participate in the Company's stock option plan.

The Company entered into the following transactions with key management personnel:

	For the six months ended June 30,	
	2025	2024
	$	$
Management fees	**6,000**	6,000
Share-based compensation	**-**	4,419
	6,000	10,419

During the six months ended June 30, 2025, the Company entered into the following transactions with related parties not disclosed elsewhere in the Financial Statements:

- Paid or incurred directors fee of $6,000 (2024 - $6,000) to Glenn Kumoi, CEO, and CFO and director of the Company.

Critical Accounting Estimates

Management makes a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these consolidated financial statements in conformity with IFRS. Actual results could differ from those estimates. Significant estimates include:

- Assessment of the going concern assumption.

Financial Instruments Risk Management

The Company's financial instruments consist of cash, trade and other receivables (excluding sales tax), trade and other payables, and preferred share redemption payable. The fair values of financial instruments other than cash approximate their carrying values. Trade and other receivables, trade and other payables, and preferred share redemption payable, approximate fair value due to the short-term nature of the accounts.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited its cash with a large Canadian financial institution. Management believes the risk of loss is low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient working capital to meet liabilities when due. As at June 30, 2025, the Company had a cash balance of $1,938,453 to settle accounts payable and accrued liabilities of $91,255. Liquidity risk is assessed as low.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the return.

Managements responsibility for financial information

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Board of Directors. The financial statements were prepared by management in accordance with IFRS and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

The Company maintains internal control systems designed to ensure that financial information is relevant and reliable and that assets are safeguarded. Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board of Directors supervises the financial statements and other financial information.

Disclosure of data for outstanding common shares and stock options

The following table summarizes the outstanding common shares, stock options and warrants:

	As at June 30, 2025	Date of this report
Common shares	19,669,050	25,669,050
Stock options	90,000	2,535,000

Evaluation of disclosure controls & procedures

There have been no significant changes to the Company's internal control environment during the six months ended June 30, 2025 that would have materially affected the Company's internal controls over financial reporting. The Company's certifying Officers concluded that the Company' internal disclosure controls and procedures are effective and sufficient to execute its business plan.

Other MD&A Requirements

Additional information relating to the Company may be found on SEDAR+ including, but not limited to:

- The Company's unaudited condensed interim financial statements for the three months ended June 30, 2025 and 2024.
- The Company's audited consolidated financial statements for the years ended December 31, 2024 and 2023.

This MD&A was approved by the Board of Directors of the Company on August 28, 2025.