

NAVION CAPITAL INC.
(also referred to as “Navion” or the “Corporation”)

**MANAGEMENT'S DISCUSSION & ANALYSIS FOR THE 3 MONTHS
ENDED FEBRUARY 29, 2020 and FEBRUARY 28, 2019**

The following discussion and analysis should be read in conjunction with the financial statements for the three months ended February 29, 2020 and for the year ended November 30, 2019 prepared in accordance with International Financial Reporting Standards (“IFRS”). Additional information regarding the Corporation is available on SEDAR at www.sedar.com.

All dollar figures included therein and in the following discussion analysis are quoted in Canadian dollars unless otherwise noted.

DATE

This management’s discussion and analysis (“MD&A”) is dated April 28, 2020 and is in respect of the three months ended February 29, 2020. The discussion in this management's discussion and analysis focuses on these years. Estimates and forward-looking information are based on assumptions of future events and actual results may vary from these estimates.

DESCRIPTION OF NAVION’S BUSINESS AND OVERALL PERFORMANCE

Navion Capital Inc. (the “Corporation” or “Navion”) was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on October 18, 2017. The Corporation is a Capital Pool Company (“CPC”) as defined pursuant to Policy 2.4 of The TSX Venture Exchange (the “TSX-V”). On May 18, 2018, the Corporation announced the completion of its initial public offering (the “IPO”) of 2,000,000 common shares at a price of \$0.10 per common share and filed for listing as a Capital Pool Company on the TSX-V. The common shares of the Corporation commenced trading on May 23, 2018 under the trading symbol NAVN.P.

The Corporation issued seed stock of 2,000,000 common shares at a price of \$0.05 per share on October 18, 2017 to founders of the Corporation.

The Corporation proposes to identify and evaluate corporations, businesses or assets for acquisition and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval.

On August 22, 2018, Navion and Hollyweed North Cannabis Inc. (“Hollyweed”), announced an agreement to combine their two businesses. On April 1, 2020 the Company announced that the agreement with Hollyweed had been terminated.

PROPOSED TRANSACTION

On April 23, 2020, the Corporation announced that it has signed a letter of intent dated April 20, 2020, (the “LOI”) with Daizee Diapers Corp. (“Daizee”), a private Canadian company incorporated in British Columbia. Established in 2018, Daizee was formed to design and market a premium baby-care diaper product line for affluent, environmentally aware parents and their babies. Daizee's initial product line, “Hybrid Diaper”, will be directed for sale specifically to physical retailers with in-store and online points of sale. Initial product trials have been concluded with consumer end-users, and the packaging and

logistics systems are substantially complete, allowing Daizee to begin commercialization of their products.

The LOI outlines the general terms and conditions of a transaction that will result in a reverse take-over of the Corporation by the security holders of Daizee and is intended to constitute the "qualifying transaction" of the Corporation under Policy 2.4 - Capital Pool Companies of the TSX Venture Exchange (the "TSXV"). The Corporation expects to be classified as an Industrial Issuer upon completion of the transaction.

The transaction is expected to result in the security holders of Daizee exchanging all securities, consisting of 9,663,336 common shares (not including common shares issued pursuant to the Concurrent Financing, as defined below), 250,000 stock options, 190,000 special warrants (exercisable into common shares of Daizee upon payment of \$0.05 per share) and 2,973,000 purchase warrants (exercisable into common shares of Daizee upon payment of \$0.10 per share) for 9,663,336 common shares (not including common shares issued pursuant to the Concurrent Financing, as defined below), 250,000 stock options, 190,000 special warrants and 2,973,000 purchase warrants of the Corporation, on the same terms, at a deemed price of \$0.10 per share for a total deemed consideration of \$966,334 (not including the Concurrent Financing, as defined below) (the "Transaction"). The LOI contemplates the Corporation and Daizee entering into a definitive agreement prior to May 15, 2020 (or such other date as may be agreed to by the parties). The Transaction is conditional upon the parties completing successful due diligence reviews of each other, the completion by Daizee (with the assistance of Navion) of an interim financing yielding at least \$1.5 million in gross proceeds, requisite regulatory approvals, including the approval of the TSXV, and standard closing conditions, including the approval of the Transaction by directors of each of the parties and those conditions outlined below. The legal structure for the Transaction will be confirmed after the parties have considered all applicable tax, securities law and accounting efficiencies, although it is not anticipated that the Transaction will require shareholder approval.

The Transaction is not a Non-Arm's Length Qualifying Transaction within the meaning of the policies of the TSXV. Trading in the shares of the Corporation on the TSXV has been halted and will remain halted pending receipt by the TSXV of applicable documentation.

Terms of the LOI and Conditions to the Transaction

The LOI provides that completion of the Transaction is subject to a number of conditions including:

- A concurrent private placement to raise a minimum CDN\$1.5 million in additional funds by the issuance of common shares of Daizee (the "Concurrent Financing") at an effective price of \$0.10 per share. The proceeds of the Financing will be used by the Resulting Issuer for the marketing and commercialization of the Daizee products, the purchase of equipment, and general and administrative expenses.
- The completion of satisfactory due diligence by each party by May 15, 2020; The approval of the Transaction by the board of directors of each of Daizee and Navion; The Corporation will have obtained all necessary approvals, consents and acceptances, including all necessary approvals from the applicable securities regulatory authorities.
- The parties will prepare a filing statement or information circular in accordance with the rules of the TSXV, outlining the terms of the Transaction.
- Daizee will obtain the requisite security holder approvals, as applicable, for the Transaction.
- All requisite regulatory approvals relating to the Transaction, including, without limitation, meeting the minimum listing requirements of the TSXV and obtaining TSXV approval.

- It is a further term of the LOI that upon completion of the Transaction the resulting issuer's board will be comprised of directors that will be nominated by Daizee and Navion jointly.

RISKS AND UNCERTAINTIES

The Corporation does not have a history of earnings, nor has it paid any dividends. The Corporation has only limited funds and there is no assurance that the Corporation will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the TSX-V, at which time the exchange may suspend or de-list the Corporation's shares from trading.

SELECTED FINANCIAL INFORMATION

The Corporation was incorporated on October 18, 2017 and was not yet a "Reporting Issuer" pursuant to applicable securities legislation until February 20, 2018, the date of the final receipt for the Prospectus as issued by the Alberta and British Columbia Securities Commissions, thereby becoming a "Reporting Issuer" in each of the provinces of Alberta and British Columbia.

The following table is a summary of selected annual financial information derived from the Corporation's audited financial statements prepared in accordance with International Financial Reporting Standards:

	November 30, 2019	November 30, 2018	November 30, 2017
Total assets	\$ 130,389	\$ 169,036	\$ 97,375
Total liabilities	8,445	5,733	9,050
Net loss and comprehensive loss for the period	(41,359)	(68,575)	(11,675)
Basic and diluted net loss per share for the period	\$ (0.02)	\$ (0.06)	\$ -
Weighted average number outstanding	2,000,000	1,073,973	-

For the years ended November 30, 2019 and 2018, the Corporation reported no discontinued operations and declared no cash dividends.

RESULTS OF OPERATIONS

During the year ended November 30, 2019 the Corporation incurred a loss of \$41,359 (2018 - \$68,575) which mainly relates to regulatory, filing and transfer agent fees, professional fees related to negotiating the reverse-takeover transaction with Hollyweed and ongoing office and administration costs.

SUMMARY OF QUARTERLY RESULTS

All quarterly figures are derived from the Corporation's unaudited condensed interim financial statements.

Period ending	Quarter	Comprehensive loss (\$)	Basic and fully diluted loss per share (\$)	Total Assets (\$)
February 29, 2020	Q1	(2,929)	(0.00)	127,614
November 30, 2019	Q4	(11,235)	(0.00)	130,389
August 31, 2019	Q3	(15,290)	(0.01)	145,021
May 31, 2019	Q2	(12,660)	(0.01)	148,469
February 28, 2019	Q1	(2,174)	(0.00)	161,129
November 30, 2018	Q4	(20,899)	(0.01)	169,036
August 31, 2018	Q3	(15,582)	(0.00)	184,202
May 31, 2018	Q2	(31,315)	(0.01)	199,984

The Corporation acknowledges that there can be material fluctuations in quarterly results. In the above table, large variances in quarterly results are primarily due to the share-based compensation of \$30,001 which occurred in the quarter ending May 31, 2018. In Q3 and Q4 2018, the Company incurred additional professional fees and other costs, mainly related to the identification of its qualifying transaction and related to the Hollyweed negotiations.

First quarter 2020

During the quarter ended February 29, 2020 the Corporation incurred a loss of \$2,929 (2019 - \$2,174) which mainly relates to regulatory and filing fees and to professional fees related to corporate administration.

OUTSTANDING SHARE DATA

Common Shares

As at February 29, 2020 and the date of this MD&A the Corporation has 4,000,000 common shares issued and outstanding.

Stock Options

At February 29, 2020, there were 600,000 stock options outstanding (including 200,000 agent options) entitling the holders thereof the right to purchase one common share for each option held as follows:

Numbers of options outstanding	Exercise price	Expiry Date
400,000	\$ 0.10	May 18, 2023
200,000	\$ 0.10	May 18, 2020
600,000		

LIQUIDITY AND CAPITAL RESOURCES

The Corporation completed an initial public offering as a Capital Pool Company pursuant to Policy 2.4 of the TSX Venture Exchange. The Corporation received net proceeds of \$113,552 (gross proceeds of \$200,000 less cash share issuance costs of \$86,448), representing the issuance of 2,000,000 common shares of the Corporation at an issuance price of \$0.10.

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTY

For the period ended February 29, 2020 the Corporation incurred professional fees of \$2,013 (2019 - \$15,578) from a company related to a director of the Corporation, Scott Reeves.

The Corporation incurred the following share-based compensation expenses for directors and officers of the Corporation during the years ended November 30, 2019 and 2018:

	For the year ended November 30, 2019	For the year ended November 30, 2018
Livio Susin	\$ -	\$ 15,001
Peter Hughes	-	12,000
Scott Reeves	-	3,000
	\$ -	\$ 30,001

FINANCIAL INSTRUMENTS

The Corporation's risk exposures and the impact on the Corporation's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risks consist principally of cash. The cash is currently being held in a solicitor's trust account and a high quality financial institution.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations out of cash. The ability to do this relies on the Corporation raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

The Corporation is not exposed to any significant interest rate risk.

Foreign currency risk

The Corporation believes it is currently not exposed to foreign currency risk since all of its assets, liabilities and operations are denominated in Canadian dollars.

Price risk

The Corporation believes it currently has no price risk.

The carrying amount of cash, accounts payable and accrued liabilities approximates their fair value due to their short-term nature.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

There were no new accounting standards or amendments adopted during the quarter ended February 29, 2020.

Accounting standards and amendments that are mandatory for accounting periods beginning on or after January 1, 2019 are disclosed in Note 2 to the audited annual financial statements for the year ended November 30, 2019 and are not expected to have a significant effect on the Company's future results and financial position.

CRITICAL ACCOUNTING ESTIMATES

This MD&A is based on the financial statements which have been prepared in accordance with IFRS. The preparation of the financial statements requires that certain estimates and judgments are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances.

The accounting estimates for share based payments is based on the Black-Scholes option valuation model which was developed for use in estimating the fair value of traded options which were fully tradable with no vesting restrictions. This option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Since the Corporation's stock options have characteristics significantly different from those of traded options and since changes in the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

Deferred tax liabilities and assets

Deferred tax liabilities and assets are measured at tax rates expected in the period during which the asset is realized or the liability is settled, based on tax rates (and tax laws) that are enacted or substantively enacted at the end of the reporting period of the financial information. The measurement of liabilities and deferred tax assets reflects the tax consequences that result from the manner in which the Company expects, at the end of the reporting period of the financial information, to recover or settle the carrying amount of its assets and liabilities.

Share-based payments

The fair value of stock options issued are subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

CAPITAL RISK MANAGEMENT

The Corporation's capital currently consists of common shares. The Corporation defines capital as total equity which was \$119,014 at February 29, 2020. Its principal source of cash is from the issuance of common shares. The Corporation's capital management objectives are to safeguard its ability to continue as a going-concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets.

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares.

Subsequent to the IPO, proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or business for future investment, with the exception that not more than the lessor of 30% of the gross proceeds from the issuance of shares issued in the IPO may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until the completion of a Qualifying Transaction.

FORWARD LOOKING INFORMATION

This MD&A contains forward-looking information in the “Risks and Uncertainties” and “Outlook” sections that involves material assumptions and known and unknown risks and uncertainties, certain of which are beyond the Corporation’s control. Such assumptions, risks and uncertainties include, without limitation, those associated with, loss of markets, volatility of commodity prices, currency fluctuations, delays resulting from the inability to obtain required regulatory approvals and ability to access sufficient capital from internal and external sources, the effect of general economic conditions in Canada and the United States, industry conditions, changes in laws and regulations and changes in how they are interpreted and enforced, increased competition, the lack of qualified personnel or management, fluctuations in foreign exchange or interest rates, stock market volatility and market valuations of companies with respect to announced transactions and the final valuations thereof, and obtaining required approvals of regulatory authorities. The Corporation’s actual results, performance or achievements could differ materially from those expressed in, or implied by, this forward-looking information and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking information will transpire or occur, or if any of them do so, what benefits the Corporation will derive therefrom. The forward-looking information is made as at the date of this MD&A and the Corporation does not undertake any obligation to update publicly or to revise any of the included forward-looking information, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.