RHC CAPITAL CORPORATION
(FORMERLY ROCKEFELLER HUGHES CORPORATION)
MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS
FOR THE THREE AND SIX MONTHS ENDED JANUARY 31, 2017

Introduction

The following Management Discussion & Analysis ("MD&A") of RHC Capital Corporation (the "Company" or "RHC") for the three and six months ended January 31, 2017 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management Discussion & Analysis ("Annual MD&A") for the fiscal year ended July 31, 2016. This MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Annual MD&A, audited annual consolidated financial statements of the Company for the years ended July 31, 2016 and July 31, 2015, together with the notes thereto, and the unaudited condensed interim consolidated financial statements for the three and six months ended January 31, 2017. These documents and additional information about RHC are available on SEDAR at www.sedar.com.

Results are reported in US dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the three and six months ended January 31, 2017 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at March 27, 2017 unless otherwise indicated.

The Company's unaudited condensed interim consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

Caution Regarding Forward-Looking Statements

Certain statements contained in this report constitute forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions and statements relating to matters that are not historical facts constitute "forward looking information" within the meaning of applicable Canadian securities legislation. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated. Such forward-looking statements are based on reasonable assumptions but no assurance can be given that these expectations will prove to be correct and the forward-looking statements included in this report should not be unduly relied upon. These statements are made only as of the date of this report.

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
The Company's ability to meet its working capital needs at the current level for the twelve-month period ending January 31, 2018, subject to the Company identifying suitable assets or businesses to acquire or merge with requiring additional financing.	The operating activities of the Company for the twelve-month period ending January 31, 2018, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions.
Management's outlook regarding future trends.	Financing will be available for the Company's operating activities.	Changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

RHC's Strategic Objectives

RHC was previously a North American on-shore focused independent oil and gas company engaged in the development, exploitation and exploration of oil and gas reserves.

During the year ended July 31, 2016, the Company sold all of its property interests and is evaluating suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders. On February 27, 2017, the Company began trading on the NEX board of the TSX Venture Exchange ("TSX-V") under the trading symbol "RHC.H". Previously the Company traded on the TSXV under the trading symbol "RHC".

On February 23, 2017, the Company changed its name from Rockefeller Hughes Corporation to RHC Capital Corporation.

The consolidated financial statements include the accounts of RHC together with its previously wholly owned subsidiaries, RHC Energy (USA) LLC, which was dissolved during the six months ended January 31, 2017, and Rockefeller Hughes International Corporation, which was dissolved on September 29, 2015.

Highlights

During the six months ended January 31, 2017:

- The Company dissolved its wholly owned subsidiary, RHC Energy (USA) LLC.
- The Company changed its name from Rockefeller Hughes Corporation to RHC Capital Corporation.
- RHC continues to evaluate suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders.

Results of Operations

<u>Three months ended January 31, 2017 compared with three months ended January 31, 2016</u>

RHC's net loss totaled $162,474 for the three months ended January 31, 2017, with basic and diluted loss per share of $0.00. This compares with a net loss of $315,015 with basic and diluted loss per share of $0.00 for the three months ended January 31, 2016. The decrease of $152,541 in net loss was principally because:

- For the three months ended January 31, 2017, net oil and gas revenue decreased by $171,033 to $nil. The decrease is attributable to the disposal of oil and gas interests during the year ended July 31, 2016.
- For the three months ended January 31, 2017, production expenses decreased by $62,736 to $nil. The decrease is attributable to the disposal of oil and gas interests during the year ended July 31, 2016.
- For the three months ended January 31, 2017, general and administrative expenses decreased by $264,002 to $162,474. The decrease is attributable to the disposal of oil and gas interests during the year ended July 31, 2016 resulting in the Company no longer having active operations.

Liquidity and Financial Position

At January 31, 2017, RHC had $1,640,322 in cash and cash equivalents (July 31, 2016 - $1,810,247) and working capital of $1,243,382 (July 31, 2016 - $1,407,586).

Cash used in operating activities was $166,149 for the six months ended January 31, 2017 compared to cash used of $115,594 in the six months ended January 31, 2016. Operating activities were affected by the net loss of $172,131 offset by negative non-cash items of $157,720 and the positive change in non-cash working capital balances of $163,702.

Cash used in investing activities was $nil versus $2,238,735 used for the six months ended January 31, 2017.

As of January 31, 2017, the Company had 14,353,455 share purchase warrants outstanding that would raise CDN$3,588,364 ($2,675,843) if exercised in full and 3,753,235 vested options outstanding that would raise CDN$1,304,142 ($1,000,929) if exercised in full. The Company does not know when or if the warrants and options will be exercised.

Commitments

The Company is party to a management contract with the Executive Chairman. This contract contains clauses requiring that additional payments of $1,050,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements. In addition, the contract provides that any unvested options will become fully vested and that the Executive Chairman will have 24 months to exercise any options held, in the event of a change of control.

Related Party Transactions

The Company shares office space and services in Vaughan, Ontario with Capital Z Corporation at no charge. The Company utilized CFO services provided by Michael Graham, a director of the Company and an employee of the Company as of November 2016.

The following table summarizes transactions with related parties:

	Six Months Ended January 31,	
Names	**2017 ($)**	**2016 ($)**
Consulting services from Michael Graham	14,181	-
Key management compensation	209,331	284,621
Total	**223,512**	**284,621**

Names	Three Months Ended January 31, 2017 ($)	Three Months Ended January 31, 2016 ($)
Key management compensation	112,860	94,788
Total	**112,860**	**94,788**

Compensation of key management personnel of the Company

The remuneration of directors and other members of key management personnel during the periods presented were as follows:

Names	Six Months Ended January 31, 2017 ($)	Six Months Ended January 31, 2016 ($)
Short-term benefits	223,512	132,339
Share-based payments	-	152,282
Total	**223,512**	**284,621**

Names	Three Months Ended January 31, 2017 ($)	Three Months Ended January 31, 2016 ($)
Short-term benefits	112,860	18,647
Share-based payments	-	76,141
Total	**112,860**	**94,788**

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

Per the Chairman's employment contract effective December 1, 2014 and onwards, the Chairman has the option to receive his monthly compensation of $29,167 in cash or as shares every 3, 6, or 12 months. See also discussion of commitments pursuant to this agreement, included in Note 11. Included in accounts payable and accrued liabilities at January 31, 2017 is $394,771 (July 31, 2016 - $216,597) owing to the Chairman. This amount is unsecured, noninterest bearing and due on demand.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements; and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's Annual MD&A for the fiscal year ended July 31, 2016, available on SEDAR at www.sedar.com.

Additional Information:

Additional information relating to the Company can be found on SEDAR at www.sedar.com.

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