Cherry Street Capital Inc.
Management Discussion and Analysis
For the Period Ended June 30, 2018

August 28, 2018

The following management discussion and analysis (“MD&A”) of the results of the operations and financial position of Cherry Street Capital Inc. (the “Corporation” or “Cherry Street”) for the period ended June 30, 2018 should be read in conjunction with the Corporation’s unaudited condensed interim financial statements for the three and six month periods ended June 30, 2018. All figures contained in this MD&A are presented in Canadian dollars.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Corporation’s future performance. All statements, other than statements of historical fact, may be forward-looking statements.

Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “predict”, “propose”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. The Corporation’s actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

The Corporation

The Corporation was incorporated under the Ontario Business Corporations Act on June 5, 2017 and is a Capital Pool corporation, as defined in the Policy 2.4 of the TSX Venture Exchange (the “Exchange”).

The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction (“QT”). The Company has not commenced operations and has no assets other than cash held in trust and deferred offering costs. The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm’s length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the TSX Venture. The Corporation is required to complete its QT on or before two years from the date the Corporation receives regulatory approval.

During the period from incorporation (June 5, 2017) to December 31, 2017 the Company issued 2,000,000 common shares at $0.25 per share for total proceeds of $500,000. The Company incurred share issuance costs of $5,178 related to this issuance.

The head office and the registered head office of the Company is located at 320 Bay Street, Suite 1600, Toronto ON M5H 4A6.

On August 28, 2018 the Board of Directors approved the unaudited condensed interim financial statements for the three and six month periods ended June 30, 2018.

Summary of Quarterly Results

	June 30, 2018	**March 31, 2018**	**December 31, 2017**	**September 30, 2017**	**June 30, 2017**
Total Assets	$437,734	$460,569	$485,551	$500,000	nil
Total Revenues	nil	nil	nil	nil	nil
Total Expenses	$21,374	$19,460	$16,713	$5,416	nil
Net Loss	$(21,374)	$(19,460)	($16,713)	$(5,416)	nil
Basic and diluted net loss per share	$0.00	$0.00	$0.00	$0.00	$0.00

Results of Operations

Three month period ended June 30, 2018

The Corporation recorded a net loss of $21,374 during the three months period ended June 30, 2018. The net loss for the three-month period ended June 30, 2018, is due mainly to professional fees.

Six month period ended June 30, 2018

The Corporation recorded a net loss of $40,834 during the six month period ended June 30, 2018 The net loss for the three-month period ended June 30, 2018, is due mainly to costs in relation to its listing on the Exchange as well as professional fees.

Additional Disclosure for Venture Issuers without Significant Revenue
Since the Corporation has no revenue from operations, the following is a breakdown of the material costs incurred in the three and six months ended June 30, 2018:

Material Costs	Six month period ended June 30, 2018	Three month period ended June 30, 2018
Professional fees	$30,362	$21,374
Filing fees	$10,472	$-

Liquidity and Capital Resources
As at June 30, 2018, the Corporation had cash of $404,061, and deferred offering costs of $33,673. The Corporation had current liabilities of $5,875 and working capital of $431,859.

Negative cash flows of $53,632 were recorded from operating activities during the six month period ended June 30, 2018. This is primarily due to outflows relating to filing fees and professional fees.

Outstanding Share Data
As of the date of this MD&A, 2,000,000 common shares are issued and outstanding.

Off-Balance Sheet Arrangements
The Corporation has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions
During the period ended June 30, 2018, the Company incurred legal fees of approximately $14,958 for services provided by a law firm whose partner is a director of the Company.

As at June 30, 2018, $4,375 is included in accrued liabilities for these services and $18,673 has been included in deferred offering costs.

There were no transactions with related parties and no remuneration was paid to key management personnel during the period ended June 30, 2018.

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Corporation includes equity, comprised of share capital, contributed surplus and deficit, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the Exchange policy 2.4.

Risk Disclosures and Fair Values

The Corporation's financial instruments, consisting of cash held in trust and accrued liabilities, approximate fair value due to the relatively short-term maturity of the instruments. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Critical Accounting Estimates

The Corporation's significant accounting policies are summarized in its prospectus dated July 16, 2018.

Changes in Accounting Policies

• IFRS 9 – Financial Instruments

IFRS 9, Financial Instruments ("IFRS 9") was initially issued by the IASB on November 12, 2009 and issued in its completed version in July 2014, and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. 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 financial years beginning on or after January 1, 2018. The company adopted this standard on January 1, 2018, which had no impact on the financial statements.

Additional Information

For further detail, see the Corporation's unaudited condensed interim financial statements for the three and six month periods ended June 30, 2018. Additional information about the Corporation can also be found on SEDAR.