XIB I CAPITAL CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2020

Dated: May 26, 2020

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

This management's discussion and analysis ("MD&A") reports on the operating results and financial condition of XIB I Capital Corp. for the three months ended March 31, 2020 and is prepared as at May 26, 2020. Throughout this MD&A, unless otherwise specified, "XIB", "Company", "we", "us" and "our" refer to XIB I Capital Corp. This MD&A should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2019 and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB") together with the unaudited condensed interim financial statements as at and for the three months ended March 31, 2020, which were prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting (collectively referred to as the "Financial Statements"). Other information contained in these documents has also been prepared by management and is consistent with the data contained in the Financial Statements. All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. 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. These forward-looking statements include but are not limited to statements concerning:

- The Company's ability to identify, successfully negotiate and/or finance an acquisition of a new business opportunity
- The Company's success at completing future financings
- The Company's strategies and objectives
- General business and economic conditions
- The Company's ability to meet its financial obligations as they become due
- The positive cash flows and financial viability of new business opportunities
- The Company's ability to manage growth with respect to a new business opportunity

- The Company's tax position, anticipated tax refunds and the tax rates applicable to the Company

Readers are cautioned that the preceding list of risks, uncertainties, assumptions and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in or implied by these forward-looking statements. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, investors in securities of the Company should not place undue reliance on these forward-looking statements.

CORPORATE OVERVIEW AND OUTLOOK

The Company was incorporated on March 8, 2018 under the laws of British Columbia. The Company completed its Initial Public Offering ("IPO") on December 12, 2018 and is classified as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The principle business of the Company is the identification and evaluation of assets or a business (Qualifying Transaction) and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. The Company's head office and the records and registered office is located at 2900 – 550 Burrard Street, British Columbia, V6C 0A3.

The Company has an accumulated deficit of $117,649 as at March 31, 2020. The Company currently has sufficient working capital and liquidity to meet its operational requirements for the next 12 months. The Company's continued operations are dependent upon its ability to identify, evaluate and successfully negotiate an agreement to acquire an interest in a sustainable/viable business operation within 24 months of its listing on the TSX-V. There is no assurance that the Company will complete a Qualifying Transaction within twenty-four months from the date the Company's shares were listed on the TSX-V, at which time the TSX-V may suspend or de-list the Company's shares from trading. There is no assurance that the Company will identify a business or asset that warrants acquisition or participation, and/or will be able to obtain the financing necessary to support a new business acquisition. These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

SELECTED ANNUAL INFORMATION[1]

	For the year ended December 31, 2019	For the period from incorporation on March 8, 2018 to December 31, 2018
(a) Revenue	-	-
(b) Loss for the period	$ (43,250)	$ (62,462)
(c) Loss per share[2]	$ (0.01)	$ (0.33)

[1] Financial information prepared in accordance with International Financial Reporting Standards ("IFRS")

[2] The weighted average number of common shares outstanding used for the calculation of loss per share, excludes the 10,100,000 common shares held in escrow (see Share Capital section for further details of the escrow terms).

SUMMARY OF QUARTERLY RESULTS[1]

	1st Quarter Ended March 31, 2020	4th Quarter Ended December 31, 2019	3rd Quarter Ended September 30, 2019	2nd Quarter Ended June 30, 2019
(a) Revenue (b) Income (loss) for the period (c) Basic/diluted income (loss) per share[2]	$- $(11,937) $(0.00)	$- $(6,104) $(0.00)	$- $11,063 $0.00	$- $(33,289) $(0.01)
	1st Quarter Ended March 31, 2019	**4th Quarter Ended December 31, 2018**	**3rd Quarter Ended September 30, 2018**	**2nd Quarter Ended June 30, 2018**
(a) Revenue (b) Income (loss) for the period (c) Basic/diluted income (loss) per share[2]	$- $(14,920) $(0.00)	$- $(19,014) $(0.10)	$- $(38,183) $(0.00)	$- $(5,265) $(0.00)

[1] Financial information prepared in accordance with IFRS

[2] The weighted average number of common shares outstanding used for the calculation of loss per share, excludes the 10,100,000 common shares held in escrow (see Share Capital section for further details of the escrow terms).

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2020 COMPARED TO THE THREE MONTHS ENDED MARCH 31, 2019

The Company currently has no sources of revenue.

Office and administrative expenses for the three months ended March 31, 2020 compared to the three months ended March 31, 2019 were $20 and $18, respectively. These expenditures were for general administrative expenses related to the operation of the Company.

Professional fees for the three months ended March 31, 2020 compared to the three months ended March 31, 2019 were $3,000 and $8,061, respectively. These expenditures were for accounting and legal services.

Transfer agent and filing fees for the three months ended March 31, 2020 compared to the three months ended March 31, 2019 were $8,917 and $6,841, respectively. These fees include filing fees as well as the TSX-V annual sustaining fee.

Loss and comprehensive loss for the period
As a result of the activities discussed above, the Company generated loss and comprehensive loss of ($11,937) for the three months ended March 31, 2020 and a loss and comprehensive loss of ($14,920) for the three months ended March 31, 2019.

SHARE CAPITAL

Authorized

Unlimited number of common shares without par value.

Issued and outstanding

As at December 31, 2019, March 31, 2020 and the date of this MD&A, the Company had 13,100,000 common shares issued and outstanding.

10,100,000 of the Company’s issued shares are subject to escrow restrictions and will be released from escrow in tranches over 36 months upon completion of a Qualifying Transaction. These shares are considered contingently returnable and are excluded from the weighted average number of shares outstanding.

	Number of Shares	Amount
		$
Balance, March 8, 2018	**-**	**-**
March 8, 2018 – issuance of incorporation share	1	-
April 16, 2018 – cancellation of incorporation share	(1)	-
May 16, 2018 – share issuance	8,800,000	440,000
May 28, 2018 – share issuance	1,000,000	50,000
July 10, 2018 – share issuance	100,000	5,000
July 11, 2018 – share issuance	200,000	10,000
December 12, 2018 - IPO share issuance	3,000,000	300,000
Balance, December 31, 2019, March 31, 2020 and the date of this MD&A	**13,100,000**	**805,000**

Agent's Options

In connection with the IPO, PI Financial Corp. (the "Agent") received a cash commission of $30,000 which is 10% of the aggregate gross proceeds of the offering and 300,000 common share purchase options at $0.10 per share exercisable at any time until December 12, 2020. The Agent also received a corporate finance fee of $7,500.

The Agent's options were valued at $19,435 using the Black-Scholes option pricing model with an expected life of 2 years, volatility of 100%, risk-free rate of 2.04% and a dividend rate of 0%.

Agent's share purchase option transactions are summarized as follows:

	Number	Options Weighted Average Exercise Price
Balance, March 8, 2018	-	$ -
Additions	300,000	0.10
Outstanding and exercisable, December 31, 2019, and March 31, 2020 and the date of this MD&A	300,000	0.10

As at March 31, 2020, there are 300,000 share purchase options outstanding at an exercise price of $0.10 and an expiry of December 12, 2020.

LIQUIDITY AND CAPITAL RESOURCES

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

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 no more than the lesser of 30% of the gross proceeds from the issuance of common shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a QT by the Company as defined under the Exchange Policy 2.4.

A summary of the Company's cash flows during the period ended March 31, 2020 and the comparative period of March 31, 2019 is as follows:

		2020		2019
Cash flows used in operating activities	**$**	**(8,335)**	$	(33,411)
Cash flows used by investing activities		**-**		-
Cash flows provided by financing activity		**-**		-
Change in cash for the year		**(8,335)**		(33,411)
Cash, beginning of the year		**636,380**		693,007
Cash, end of the year	**$**	**628,045**	$	659,596

Cash flows used in operating activities were $8,335 during the three months ended March 31, 2020 as compared to $33,411 for the three months ended March 31, 2019. The cash was used to maintain the administrative and reporting needs of the Company.

As a result of the above activities, at March 31, 2020 the Company has $628,045 of cash to settle current liabilities of $89,988 as compared to March 31, 2019, when the Company had $659,596 of cash to settle current liabilities of $76,702. Management feels the Company has sufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year. The Company's exposure to liquidity risk is currently negligible.

Until the Company has either acquired or developed a business that generates revenues, the Company will remain dependent upon the financial support of its shareholders and debt holders. Therefore, in order to fund future operating costs and/or settle its obligations with debt holders, the Company may seek to raise debt financing, or issue shares of its common stock to settle any debt, or issue shares of its common stock to raise capital. There is no assurance that the Company will be able to issue shares or raise debt financing. Should the Company issue common shares to settle its debt or raise capital it would significantly dilute the existing shareholders. If the Company is unable to continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

The financial statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. The accompanying financial statements do not reflect adjustments that may be necessary if the going concern assumption were not appropriate. If the going concern basis were not appropriate, adjustments may be necessary to the carrying amounts and/or classification of assets and/or liabilities and the reported expenses in these financial statements. Such adjustments could be material.

RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The Company has identified its directors and officers as its key management personnel.

As of March 31, 2020, $Nil (December 31, 2019 - $Nil) was due to related parties. During the period ended March 31, 2020, $Nil was recorded as compensation costs for key management personnel and companies related to them.

RISKS AND UNCERTAINTIES

Strategic Risk
At present, the Company has very limited sources of funding from which to repay its existing obligations and fund on-going operating costs. If the Company is unable to obtain adequate additional financing, management might be required to curtail the Company's operations. If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case its ability to continue as a going concern may be adversely affected.

There is also no guarantee that the Company will be able to complete the acquisition of or participation in a new business opportunity. If an acquisition of or the participation in corporations, properties, assets or businesses is identified, the Company may find that even if the terms of an acquisition or participation are economic, it may not be able to finance such acquisition or participation and additional funds will be required to enable the Company to pursue such an initiative. There is no guarantee that additional financing will be available or that it will be available on terms acceptable to management of the Company. The Company will be competing with other companies, many of which will have far greater resources and experience than the Company. No assurance can be given that the Company will be successful in raising the funds required for an acquisition.

Lack of Dividend Policy
The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Company's Board of

Directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

Possible Dilution to Present and Prospective Shareholders
The Company's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence of Key Personnel
The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries.

FINANCIAL INSTRUMENTS

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. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Market Risk

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk and are disclosed as follows:

(i) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollars. As at March 31, 2020, the Company is not exposed to currency risk.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market interest rates. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

(iii) Price rate risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Management closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Given the Company’s limited market exposure at this time it has assessed there to be a low level of price rate risk.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company’s credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. Management believes that the credit risk related to its cash is negligible.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At March 31, 2020, the Company has no sources of revenue but has a cash balance of $628,045 to settle current liabilities of $89,988. As such, management feels the Company has sufficient cash to fund corporate overhead costs for the next year. The Company’s exposure to liquidity risk is currently negligible.

Fair Value Measurements

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, and
- Level 3 -Inputs that are not based on observable market date. The fair value of cash is determined based on Level 1 inputs, which consist of quoted prices in active markets for identical assets.

As at March 31, 2020, the Company’s financial instruments consist of cash, receivables and accounts payable and accrued liabilities. Cash and receivables are classified as amortized cost. Accounts payable and accrued liabilities are classified as amortized cost. The fair values of these financial instruments approximate their carrying values because of their short-term nature and/or the existence of market related interest rates on the instruments.

CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

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 no more than the lesser of 30% of the gross proceeds from the issuance of common shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a QT by the Company as defined under the TSX-V Policy 2.4.

OFF-BALANCE SHEET ARRANGEMENTS

The Company currently has no off-balance sheet arrangements.

ADDITIONAL INFORMATION

Additional information relating to the Company is available at www.sedar.com.