Shine Box Capital Corp.

Management’s Discussion and Analysis

For The Year Ended June 30, 2024

SHINE BOX CAPITAL CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the years ended June 30, 2024 and 2023

Management's Discussion and Analysis ("MD&A") is dated September 3, 2024 and should be read in conjunction with the audited financial statements for the years ended June 30, 2024 and 2023 for a full understanding of the financial position and results of operations of Shine Box Capital Corp. ("Shine Box" or the "Corporation" or the "Company").

Certain statements included in this MD&A may constitute forward-looking statements involving known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this MD&A, such statements use words such as "may", "will", "expect", "believe" and "plan". These statements reflect management's current expectations regarding future events and operating performance and are valid only as of the date hereof. These forward-looking statements involve a number of risks and uncertainties, including the impact of general economic conditions, industry conditions, and changes in laws and regulations, increased competition, fluctuations in commodity prices and foreign exchange, and interest rates and stock market volatility. The Company does not reconcile past forward-looking information but presents its most current view based on the known facts on hand at the time of dissemination. Specifically, the outlook section may contain forward-looking information which will be identified as such.

Description of the Business

Shine Box Capital Corp. (the "Company") was incorporated under the laws of the Province of Alberta on March 6, 2018. The Company is classified as a Capital Pool Corporation as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange") and trades under the symbol RENT-X. The principal business of the Company will be to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein by completing a purchase transaction, by exercising of an option or by any concomitant transaction. The purpose of such an acquisition is to satisfy the related conditions of a Qualifying Transaction under the Exchange rules. The address of the registered office is 1900, 520 3rd Avenue SW Calgary, Alberta.

The Company's continuing operations as intended are dependent upon its ability to raise, identify, evaluate and negotiate the acquisition of an interest in properties, assets or businesses which qualifies as a Qualifying Transaction. Such an acquisition will be subject to regulatory approval and maybe be subject to shareholder approval. Should the Company be unable to complete such a transaction, its ability to raise sufficient financing to maintain its operation may be impaired and accordingly, the Company may be unable to realize on the carrying value of its net assets.

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Company's shares from trading.

Pursuant to an amended and restated prospectus dated November 19, 2019, the Company completed a public offering of 3,000,000 common shares for gross proceeds of $300,000 on November 29, 2019. The net proceeds received by the Company were $255,450 after payment of fees related to the offering of $44,550. In addition, the Agent was granted the option to purchase up to 300,000 common shares at a price of $0.10 per common chare. This option expires 24 months from the date of the grant. Concurrent with closing of the common share offering the Company also granted options to acquire an aggregate of 600,000 common shares at an exercise price of $0.10 per common share to directors and officers of the Company, which options expire 5 years from the date of the grant.

The Corporation will not conduct any business other than the identification and evaluation of business and assets for potential acquisition.

Selected Financial Information

Selected Statement of Financial Position Data

	As at June 30, 2024
Net working capital	$ (47,815)
Total current assets	13,273
Total current liabilities	61,088
Total shareholders' equity	(47,815)

Selected Statement of Operations Data

	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Year Ended June 30, 2024	Year Ended June 30, 2023
Revenue	$ -	$ -	$ -	$ -
Expenses				
Filing fees	-	5,837	900	7,100
Professional fees	33,178	29,789	42,828	57,841
Expense recovery	-	-	-	-
Loss	$ 33,178	$ 35,626	$ 43,728	$ 64,941
Net loss per share (basic & diluted)	$ 0.01	$ 0.01	$ 0.02	$ 0.02
Weighted Average number of Shares Outstanding	3,000,000	3,000,000	3,000,000	3,000,000

All 2024 and 2023 operations are costs associated with being a public company with legal, accounting and other related costs. The June 30 2024 accounts payable of $61,088 represents professional fee accruals.

Share Based Compensation

The assumptions for the Black-Scholes Pricing Model for all the stock options:

	Directors & Officers
Stock price	$0.10
Exercise price	$0.10
Risk free interest rate	1.49%
Expected life (years)	5
Expected annual volatility	150%
Expected dividend yield	0%
Expected forfeiture rate	0%

The following table reflects the continuity of options granted under the Plan:

	June 30, 2024	
	Number of Options	Fair Value Recorded
Balance, beginning of year	600,000	$76,065
Issued to directors & officers	-	-
Expired	-	-
Balance, end of year	600,000	$ 76,065

As at June 30, 2024 the remaining contractual life for option outstanding to directors and officers is 0.34 years.

Expiry Date	Exercise Price	Outstanding December 31, 2019	Exercisable	Remaining Contractual Years
November 2024	$0.10	600,000	600,000	0.34

Liquidity and Capital Resources

As at June 30, 2024, the Company had a negative working capital of $(47,815) including $13,273 cash. Management believes that it has sufficient cash to meet its ongoing obligations and its objective of completing a Qualifying Transaction. However, additional equity or debt financing is required to complete a Qualifying Transaction.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements as at June 30, 2024.

Critical Accounting Estimates and Policies

The Company's material accounting policies are disclosed in the audited financial statements for the year ended June 30, 2024.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and accounts payable. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values, as applicable.

Disclosure of Outstanding Share Data

Authorized

Unlimited number of voting Common Shares

Unlimited number of non-voting Preferred Shares issuable in series

Issued Common Shares

	Number of Shares	$
At incorporation	-	-
Issued for cash to directors and officers	3,000,000	150,000
Issued on Initial Public Offering	3,000,000	300,000
Share Issue Costs	-	(134,605)
As at June 30, 2024 and 2023	6,000,000	315,395

On March 6, 2018 the Company issued 3,000,000 common shares to directors of the Company at a price of $0.05 per share. All 3,000,000 common shares are subject to an escrow agreement and will be released as follows: 10% on the completion of the Qualifying Transaction, 15% will be released on the dates 6 months, 12 months, 18 months 24 months, 30 months and 36 months following the initial release. As at June 30, 2019 and December 31, 2019 these common shares were held in escrow and have been excluded from the loss per share.

On November 29, 2019 the Company successfully completed its initial public offering raising gross proceeds of $300,000 on the issuance of 3,000,000 common shares. The agent received a cash commission of 10% of the gross proceeds of the offering, an agent's fee of $10,000 and an option to purchase 300,000 shares at a price of $0.10 for a period of 24 months from the date of the listing valued at $21,471 using the Black-Scholes pricing model. The Company incurred a total of $134,605 share issue costs which have been applied against share capital.

Risks and Uncertainties

The Company has a limited history of existence. There can be no assurance that a Qualifying Transaction will be completed. There can be no assurance that the Company will be able to obtain adequate financing to continue. The securities of the Company should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Company's securities:

a) until completion of a Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;

b) the Company has had no business activity and has not acquired any material assets since its incorporation other than cash;

c) the Company does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the completion of the Qualifying Transaction;

d) the Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction;

e) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to successfully complete the transaction;

f) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Company;

g) there can be no assurance that an active and liquid market for the common shares will develop and an investor may find it difficult to resell its common shares;

h) the Company competes with many Capital Pool Companies that are seeking suitable Qualifying Transactions. In addition, other Capital Pool Companies may have substantially greater financial and technical resources than the Company.

Related Party Transactions

There were no related party transactions during the period other than those disclosed elsewhere in the report.

Other Information

The policies of the TSX Venture Exchange prohibit Capital Pool Companies from carrying on formal investor relations activities. The Directors of the Corporation handle corporate communications and investor inquiries. Additional information on the Company is available at www.sedar.com