

PANORAMA CAPITAL CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED MAY 31, 2023

REPORT DATE

July 12, 2023

This Management Discussion and Analysis (the “**MDA**”) provides relevant information on the operations of Panorama Capital Corp. (the “**Company**”) to the Report Date and the financial condition of the Company for the period ended May 31, 2023.

This document contains forward looking statements. Please see section “*Forward-Looking Statements*”.

All monetary amounts in this MDA and in the financial statements are expressed in Canadian dollars, unless otherwise stated. Financial results are being reported in accordance with International Financial Reporting Standards (“**IFRS**”).

The Company’s certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings 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 was made, with respect to the period covered by these filings, and the consolidated financial statements together with other financial information included in these filings. The Board of Directors approves the consolidated financial statements and MDA and ensures that management has discharged its financial responsibilities.

The MDA should be read in conjunction with the Company’s audited financial statements and notes thereto for the year ended February 28, 2023, and the condensed interim consolidated financial statements for the period ended May 31, 2023.

The Company is registered in the province of British Columbia. The head office and registered office of the Company is located at 301 – 1665 Ellis Street, Kelowna, British Columbia, V1Y 2B3.

NATURE OF BUSINESS

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on December 19, 2018. The Company is a Capital Pool Company (a “**CPC**”) as defined in Policy 2.4 of the TSX Venture Exchange Inc. (the “**Exchange**”). The Company has not commenced commercial operations and proposes to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of regulatory approval.

Until completion of a Qualifying Transaction (as defined in Exchange Policy 2.4), the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as permitted under Exchange policies, the funds raised pursuant to the Company’s initial public offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

There is no assurance that the Company will identify an appropriate business or asset for acquisition or investment in the future and even if so identified, it may not be able to finance such acquisition or investment. Additional funds may be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that a business or asset acquired will be profitable.

The financial statements have been prepared on a going concern basis, meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. The continuing operations of the Company are dependent upon its ability to identify, evaluate, negotiate and complete a Qualifying Transaction, all of which entail a certain level of uncertainty.

DISCUSSIONS OF OPERATIONS AND FINANCIAL CONDITION

As at the date of the MDA, the Company has not completed its Qualifying Transaction and all business activity was directed towards the identification and evaluation of potential Qualifying Transactions.

The Company's expenditures include costs to maintain a public company in good standing and expenses to identify and evaluate acquisitions of companies, businesses, assets or properties. Public company costs include professional fees for audit and legal, transfer agent fees, Exchange listing, maintenance and filing fees and costs of preparing, printing and filing continuous disclosure documents.

SELECTED FINANCIAL INFORMATION AND SUMMARY OF QUARTERLY RESULTS

The following is a summary of selected financial data for the Company for its eight most recently completed financial quarters. This financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements:

	Three months ended May 31, 2023	Three months ended Feb. 28, 2023	Three months ended Nov. 30, 2022	Three months ended Aug. 31, 2022	Three months ended May 31, 2022	Three months ended February 28, 2022	Three months ended November 30, 2021	Three months ended August 31, 2021
Expenses	\$19,038	\$16,336	\$11,794	\$9,131	\$45,066	\$50,897	\$26,874	\$19,233
Net loss	(19,038)	(16,336)	(11,794)	(9,131)	(45,066)	(50,897)	(26,874)	(19,233)
Basic and diluted net loss per share	0.00	0.00	0.00	0.00	0.01	0.01	0.00	0.00
Cash	365,291	378,378	389,229	395,234	406,882	440,665	387,925	364,179
Assets	365,291	378,378	389,229	395,234	406,882	440,665	387,925	372,475
Working Capital	340,818	359,857	376,193	387,987	397,119	427,805	378,013	364,887

During the quarter ended May 31, 2023, the Company incurred expenses of \$19,038 which included professional fees of \$8,414 and consisted of \$3,914 for legal and \$4,500 for audit and accounting, \$8,339 in regulatory and transfer agent and \$2,285 for office expenses.

During the quarter ended February 28, 2023, the Company incurred expenses of \$16,336 which included professional fees of \$9,812 and consisted of \$5,562 for legal and \$4,250 for audit and accounting, \$3,791 in regulatory and transfer agent and \$2,733 for office expenses.

During the quarter ended November 30, 2022, the Company incurred expenses of \$11,794 which included professional fees of \$8,458 and consisted of \$708 for legal and \$7,750 for audit and accounting and \$3,336 for office expenses.

During the quarter ended August 31, 2022, the Company incurred expenses of \$9,131 which included professional fees of \$7,222 and consisted of \$2,475 for legal and \$4,747 for audit and accounting and \$777 for regulatory and transfer agent fees and \$1,132 for office expenses.

During the quarter ended May 31, 2022, the Company incurred expenses of \$45,066 which included professional fees of \$14,938 and consisted of \$6,467 for legal and \$8,471 for audit and accounting and \$9,601 for regulatory and transfer agent fees, \$6,148 for office expenses and \$14,379 for share-based compensation.

During the quarter ended February 28, 2022, the Company completed a private placement for gross proceeds of \$120,000 and incurred expenses of \$50,897 which included \$22,106 in share-based compensation, professional fees

of \$16,946 and consisted of \$7,446 for legal and \$9,500 for audit and accounting and \$5,482 for regulatory and transfer agent fees, and office expenses of \$6,363 including rent of \$4,650 and other expenses of \$1,713.

During the quarter ended November 30, 2021, the Company incurred expenses of \$26,874 which included professional fees of \$8,806 and consisted of \$5,888 for legal and \$2,918 for audit and accounting and \$2,778 for regulatory and transfer agent fees, and office expenses of \$5,341 including rent of \$4,725 and other expenses of \$9,930 from a Canada Revenue Agency audit on the Company's GST filings and resulting in a reassessment as the Company's activities are not considered commercial activities.

During the quarter ended August 31, 2021, the Company incurred expenses of \$19,233 which included professional fees of \$12,843 and consisted of \$9,097 for legal and \$2,918 for audit and accounting and \$1,292 for regulatory and transfer agent fees and \$5,098 for office expenses.

Three Months ended May 31, 2023 compared to three months ended May 31, 2022

The Company's general and administrative costs were \$19,038 (2022 - \$45,066), and reviews of the major items are as follows:

- Professional fees of \$8,339 (2022 - \$14,938) consisting of legal of \$3,914 (2022 - \$6,467) and accounting and audit of \$4,500 (2022 - \$8,471);
- Regulatory and transfer agent fees of \$8,339 (2022 - \$9,601) which consisted of regulatory and transfer agent fees;
- Office of \$2,285 (2022 - \$6,148) which consists of rent of \$2,100 (2022 - \$4,725) and other of \$185 (2022 - \$1,423); and
- Share based compensation of \$Nil (2022 - \$14,379) for options issued during the year.

LIQUIDITY AND CAPITAL RESOURCES

The Company utilizes existing cash and the issuance of common shares to provide liquidity to the Company. The Company'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 the plans of identifying and completing a Qualifying Transaction, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

As at May 31, 2023, the Company had net working capital of \$340,818 (February 28, 2023 - \$359,857) comprised of cash and accounts payable and accrued liabilities which management considers to be enough for the Company to meet its ongoing obligations beyond one year.

The Company has no long-term debt obligations.

OUTSTANDING SHARE CAPITAL

(a) As of the date of the MDA the Company has 11,227,685 issued and outstanding common shares. The authorized share capital is unlimited no par value common shares.

(b) As at the date of the MDA the Company has 1,122,768 incentive stock options outstanding.

(c) As at the date of the MDA the Company has no share purchase warrants.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel include those persons having the authority and responsibility of planning, directing and executing the activities of the Company. The Company has determined that its key management personnel consist of its Executive Officers and Directors. Other related parties to the Company include companies in which key

management have control or significant influence. Key management personnel receive no salaries or other remuneration directly from the Company.

During the period ended May 31, 2023, the Company incurred legal fees of \$3,914 (2022 - \$6,876) to a legal firm in which a director is a partner and incurred share-based compensation in the amount of \$Nil (2022 - \$14,379).

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

INVESTOR RELATIONS

As a CPC, the Company is not permitted to engage any investor relations contractors. Any inquiries from existing or prospective investors are typically directed to Carson Sedun, President and Chief Executive Officer of the Company.

PROPOSED TRANSACTIONS

Currently the Company is not a party to any material proceedings.

CRITICAL ACCOUNTING ESTIMATES

This MDA 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 preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

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 Company'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.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include the assessment of the Company's ability to continue as a going concern.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

There were no changes in the Company's significant accounting policies during the year ended February 28, 2023, that had a material effect on its financial statements. The Company's significant accounting policies are disclosed in Note 3 to its financial statements for the year ended February 28, 2023.

New standards and interpretations adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by IASB or IFRIC that are mandatory for future accounting periods which are not expected to have a material effect on the Company's consolidated financial statements. There were no new standards adopted by the Company during the period having a material effect on the Company's condensed interim consolidated financial statements.

RISKS AND UNCERTAINTIES

Investing in the common shares of the Company involves risk. Prospective investors should carefully consider the risks described below, together with all the other information included in this MDA before making an investment

decision. If any of the following risks occurs, the business, financial condition or results of operations of the Company could be harmed. In such an event, the trading price of the common shares could decline, and prospective investors may lose part or all their investment.

No Operating History

The Company was incorporated on December 19, 2018, and has not commenced commercial operations. The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future. The Company has only limited funds with which to identify and evaluate potential acquisitions of a material asset or a business (Qualifying Transaction) and there can be no assurance that the Company will be able to do so. Even if a Qualifying Transaction is identified, there can be no assurance that the Company will be able to successfully complete the transaction.

Halt of Trading

Upon public announcement of a potential Qualifying Transaction, trading in the common shares of the Company will be halted and will remain halted until Completion of the Qualifying Transaction, or sooner pursuant to Policy 2.4. Neither the Exchange nor any securities regulatory authority passes upon the merits of the potential Qualifying Transaction.

Exchange May Not Approve a Qualifying Transaction

Completion of a Qualifying Transaction is subject to several conditions including acceptance by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval as such terms are defined in Policy 2.4.

Notwithstanding that a transaction may meet the definition of a Qualifying Transaction; the Exchange may not approve a proposed transaction:

- (a) if the Company fails to meet the initial listing requirements prescribed by Policy 2.1 – Initial Listing Requirements of the Exchange upon Completion of the proposed Qualifying Transaction;
- (b) if, following Completion of the proposed Qualifying Transaction, the Company will be a finance company, or a mutual fund as defined under applicable securities laws;
- (c) the consideration proposed to be paid by the Company in connection with the proposed Qualifying Transaction is not acceptable to the Exchange; or
- (d) for any other reason at the sole discretion of the Exchange.

Approval by the Majority of the Minority

Where Majority of the Minority Approval is required, unless the shareholder has the right to dissent and be paid fair value in accordance with the applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Company of fair value for the common shares.

Dilution

If the Company issues treasury shares to finance acquisition or participation opportunities, control of the Company may change, and subscribers may suffer dilution of their investment.

Directors and Officers

The directors and officers of the Company will not be devoting all their time to the affairs of the Company but will be devoting such time as required to effectively manage the Company. Some of the directors and officers of the Company

are engaged and will continue to be engaged in the search for assets or businesses on their own behalf or on behalf of others such that conflicts may arise from time to time. Because of such conflicts, the Company may be exposed to liability and its ability to achieve its business objectives may be impaired.

Reliance on Management

The Company is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Company is dependent upon the efforts and abilities of its directors and officers. The loss of any of its directors or officers could have a material adverse effect upon the business and prospects of the Company.

Foreign Acquisition

In the event the Company identifies a foreign business as a proposed transaction (as is the case with the Transaction), investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.

Global Economy Risk

Global financial conditions continue to be characterized as volatile. In recent years, global markets have been adversely impacted by various credit crises and significant fluctuations in fuel and energy costs and metals prices, including as a result of the COVID-19 virus pandemic, inflation rates, interest rates and significant fluctuations in commodity prices as a result of the ongoing military conflict between Ukraine and Russia and the economic sanctions imposed on Russia in connection therewith. Many industries have been impacted by these market conditions. Global financial conditions remain subject to sudden and rapid destabilizations in response to international events, as government authorities may have limited resources to respond to future crises. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to consumer spending, employment rates, business conditions, inflation, supply chain disruptions, sovereign debt crises, fuel and energy costs, economic recession, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's growth and profitability. Future crises may be precipitated by any number of causes, including natural disasters, geopolitical instability (such as the Russian invasion of Ukraine), changes to energy prices or sovereign defaults. If increased levels of volatility continue or in the event of a rapid destabilization of global economic conditions, it may result in a material adverse effect on commodity prices, the strength and confidence in the U.S. dollar, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business and the market price of the Company's securities.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

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 data

The fair value of cash is measured at Level 1 of the fair value hierarchy. The carrying value of receivables and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Financial risk factors

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

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. Management believes that the credit risk concentration with respect to financial instruments included in receivables is remote and has deposited cash in high credit quality financial institutions.

Liquidity risk

As of May 31, 2023, the Company had a cash balance of \$365,291 (February 28, 2023 - \$378,378) to settle current liabilities of \$24,472 (February 28, 2023 - \$18,521). The Company is not exposed to liquidity risk.

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 Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade demand investments issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Foreign currency risk

The Company is not exposed to foreign currency risk as no assets or liabilities are denominated in foreign currency.

Price risk

The Company's exposure to price risk with respect to equity prices is insignificant. 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.

CAPITAL MANAGEMENT

The Company is a CPC and considers items included in shareholders' equity as capital. The Company has no long-term debt.

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

The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. There has been no change to the Company's capital management practices since incorporation.

FORWARD LOOKING STATEMENTS

Certain statements contained in this MDA, including statements or information that contain terminology such as "anticipate", "believe", "intend", "expect", "estimate", "may", "could", "will", and similar expressions constitute "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, that address activities, events, or developments that we or a third party expect or anticipate will or may occur in the future, including our future growth, results of operations, performance and business prospects and opportunities are forward-looking statements.

These forward-looking statements reflect our current beliefs and are based on information currently available to us. These statements require us to make assumptions we believe are reasonable and are subject to inherent risks and uncertainties. Actual results and developments may differ materially from the results and developments discussed in the forward-looking statements as certain of these risks and uncertainties are beyond our control.

Examples of such forward-looking statements in this MDA include, but are not limited to, our ability to complete a Qualifying Transaction at all, or if completed, on terms that are ultimately beneficial to shareholders. These forward-looking statements are based on several assumptions that may prove to be incorrect, which include, but are not limited to:

- our ability to obtain necessary financing to complete a Qualifying Transaction;
- our ability to satisfy conditions under any definitive agreement with respect to a Qualifying Transaction; and
- meeting the conditions of the Exchange with respect to a Qualifying Transaction.

Consequently, all of the forward-looking statements made in this MDA are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. These forward-looking statements are made as of the date of this MDA. Except as required by applicable securities legislation, we assume no obligation to update publicly or revise any forward-looking statements to reflect subsequent information, events, or circumstances.

DISCLOSURE OF MANAGEMENT COMPENSATION

In accordance with the requirements of Section 19.5 of TSXV Policy 3.1, the Company provides the following disclosure with respect to the compensation of its directors and officers during the period:

1. During the period ended May 31, 2023, the Company did not enter any standard compensation arrangements made directly or indirectly with any directors or officers of the Company, for their services as directors or officers, or in any other capacity, with the Company or any of its subsidiaries except as disclosed under "Related Party Transactions".
2. During the period ended May 31, 2023, officers and directors of the Company were paid for their services as officers or directors by the Company as noted above under "Transactions with Related Parties".
3. During the period ended May 31, 2023, the Company did not enter any arrangement relating to severance payments to be paid to directors and officers of the Company and its subsidiaries.

ADDITIONAL INFORMATION

Additional disclosures pertaining to the Company, including its most recent, financial statements, management information circular, material change reports, press releases and other information, are available on the SEDAR website at www.sedar.com. Readers are urged to review these materials.