

GENESIS ACQUISITION CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED MAY 31, 2023

REPORT DATE

September 18, 2023

This Management Discussion and Analysis (the "**MDA**") provides relevant information on the operations and financial condition of Genesis Acquisition Corp. (the "**Company**") for the year ended May 31, 2023 and comparative year May 31, 2022, and should be read in conjunction with the audited financial statements for the year ended May 31, 2023, and the comparative year May 31, 2022. The audited financial statements have been prepared in accordance with International Financial Reporting Standards.

All monetary amounts in this MDA and in the financial statements are expressed in Canadian dollars, unless otherwise stated.

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 financial statements and MDA and ensures that management has discharged its financial responsibilities.

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 April 12, 2019. 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. The Company completed its initial public offering, and its Common Shares were listed on the Exchange and commenced trading on November 1, 2019 under the symbol REBL.P.

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 described in the Company's final prospectus dated August 6, 2019, 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.

Qualifying Transaction

The Company has entered into a binding merger agreement and plan of reorganization dated May 10, 2023, with Skybox Sports Network Inc., doing business as Rise Display, and Genesis Acquisition USA Inc., a wholly owned subsidiary of the company incorporated under the laws of Nevada (Subco), in respect of a statutory merger under the laws of the State of Nevada. As previously announced on April 4, 2022, the proposed transaction is intended to constitute the company's qualifying transaction (as such term is defined in Policy 2.4 of the exchange) and would result in a reverse takeover of the company by Skybox. The proposed transaction is not a non-arm's-length qualifying transaction (as defined in exchange Policy 2.4).

Upon completion of the proposed transaction, it is the intention of the parties that the company will continue to carry on the business of Skybox, being the manufacturing and distribution of digital signage for financial and sports markets, and will be listed as a Tier 2 technology issuer on the exchange.

Summary of the qualifying transaction

The merger agreement contemplates Genesis Acquisition and Skybox undertaking a non-arm's-length business combination transaction by way of a reverse triangular merger, pursuant to which Subco would merge with Skybox and, upon completion of the proposed transaction, the current shareholders of Skybox would own a majority of the issued and outstanding shares of the resulting issuer.

In accordance with the terms of the merger agreement, each common share in the capital of Skybox outstanding immediately prior to the completion of the proposed transaction (other than Skybox shares held by shareholders of Skybox who exercise their dissent rights) is expected to be converted into one issued, fully paid and non-assessable resulting issuer share. It is a condition of the merger agreement that prior to the completion of the proposed transaction, Skybox consolidate the Skybox shares on the basis of two Skybox shares (preconsolidation) for each one Skybox share (postconsolidation). It is also a condition of the merger agreement that Genesis Acquisition consolidate its common shares on the basis of eight Genesis Acquisition shares (preconsolidation) for each one Genesis Acquisition share (postconsolidation).

Proposed concurrent financing

Prior to or concurrent with completion of the proposed transaction, Skybox anticipates completing a non-brokered private placement financing for aggregate gross proceeds of a minimum of \$5-million and up to maximum gross proceeds of \$10-million. It is anticipated that the concurrent financing will be undertaken through the issuance of subscription receipts of Skybox at a price of \$1 per subscription receipt. Immediately prior to the completion of the proposed transaction, the subscription receipts would automatically convert into Skybox shares and subsequently be exchanged for resulting issuer shares as part of the reverse triangular merger. Subscription funds received in connection with the concurrent financing would be held in escrow pending closing of the proposed transaction and subject to the satisfaction of certain escrow release conditions, which shall include exchange approval of the proposed transaction. If the proposed transaction does not close, such subscription funds would be returned to subscribers in accordance with the terms of the subscription receipt agreement governing the subscription receipts.

It is intended that the proceeds raised will be used to finance the costs associated with completing the proposed transaction and continuing to expand sales in North America, the European Union and the United Kingdom, and for general working capital. All securities issued pursuant to the concurrent financing will be subject to a hold period of four months and one day. It is anticipated that finder fees of 8-per-cent cash commission and 8 per cent in common share purchase warrants will be paid on any funds raised by eligible finders.

Upon completion of the proposed transaction and assuming completion of a minimum concurrent financing of \$5-million and the issuance of the management shares (as defined below), former holders of common shares in the capital of Genesis Acquisition are anticipated to hold, in the aggregate, 1,656,250 resulting issuer shares, representing approximately 6.66 per cent of the outstanding resulting issuer shares, former holders of Skybox shares are expected to hold, in the aggregate, 18,225,000 resulting issuer shares, representing approximately 73.25 per cent of the outstanding resulting issuer shares, and investors under the concurrent financing will hold, in the aggregate, five million resulting issuer shares, representing approximately 20.10 per cent of the outstanding resulting issuer shares. Upon completion of the proposed transaction and assuming a maximum concurrent financing of \$10-million is fully subscribed, former holders of Genesis Acquisition shares are anticipated to hold, in the aggregate, 1,656,250 resulting issuer shares, representing approximately 5.54 per cent of the outstanding resulting issuer shares, former holders of Skybox shares are expected to hold in the aggregate, 18,225,000 resulting issuer shares, representing 60.99 per cent of the outstanding resulting issuer shares, and investors under the concurrent financing will hold, in the aggregate, 10 million resulting issuer shares, representing approximately 33.47 per cent of the outstanding resulting issuer shares.

The completion of the proposed transaction is subject to the satisfaction of various conditions that are customary for a transaction of this nature, including, but not limited to: (i) the completion of the concurrent financing; (ii) the approval by the directors and shareholders of Genesis Acquisition and Skybox; and (iii) the receipt of all requisite regulatory, stock exchange, or governmental authorizations and consents, including the exchange, subject to satisfaction or waiver of the conditions precedent referred to herein and in the merger agreement.

Subject to satisfaction or waiver of the condition's precedent referred to herein and in the merger agreement, Genesis Acquisition and Skybox anticipate the proposed transaction will be completed on or before Oct. 31, 2023. There can be no assurance that the proposed transaction will be completed on the terms proposed above or at all. Each of Genesis Acquisition and Skybox will bear its own costs in respect of the proposed transaction.

Sponsorship of the qualifying transaction

Sponsorship of a qualifying transaction of a capital pool company is required by the exchange unless exempt therefrom in accordance with the exchange's policies. Given the size and nature of the proposed transaction, including the amount of the concurrent financing, Genesis Acquisition intends to apply for an exemption from the sponsorship requirements pursuant to the policies of the exchange. If the exemption is not granted by the exchange, then Genesis Acquisition would be required to engage a sponsor.

Trading Halt

At the company's request, trading in the Genesis Acquisition's shares was halted in April 2022, upon the company entering into a letter of intent with SkyBox. Trading is expected to remain halted until the completion or abandonment of the proposed transaction.

Resulting issuer board and officers

Upon completion of the proposed transaction, it is anticipated that all of the existing directors and officers of Genesis Acquisition, other than Blair Wilson and Eugene Hodgson, will resign and the management of the resulting issuer will include the persons identified below, as well as one or more additional directors and/or officers to be determined prior to the completion of the proposed transaction.

Ron Frederickson (president, chief executive officer and director -- Victoria, B.C.)

Mr. Frederickson has had an entrepreneurial career in the sports, sports betting and iGaming industry with extensive business experience, and has been responsible for the creation, design and engineering of numerous commercial and consumer-based proprietary products, helping Skybox Sports Network (SSN) establish itself in its current market niche.

Mr. Frederickson has committed his activities as a co-founder of SSN in identifying and delivering a level of quality to the customers, and is jointly responsible for the company's product development, mergers, acquisitions and global growth opportunities.

Blair Wilson (chief financial officer, corporate secretary and director -- Kelowna, B.C.)

Mr. Wilson has been the president and CEO of Canadian ecoEquity Corp., a private leasing company, since June, 1991. Mr. Wilson is also chief executive officer of Forbidden Spirits Distilling Corp. (TSX Venture Exchange: VDKA), a public craft distillery located in Kelowna, B.C. Between June, 2004, and January, 2006, Mr. Wilson was a member of Parliament for West Vancouver -- Sunshine Coast -- Sea to Sky country, and between 1994 and 1996, was a director and CFO of Pan Smak Pizza Inc., a company formerly listed on the TSX-V.

Mr. Wilson earned a bachelor of arts degree in political science from the University of Victoria and a chartered accountant designation from the Canadian Institute of Chartered Accountants. Mr. Wilson was a member of the Chartered Professional Accountants of British Columbia until his resignation in 2016.

Eugene Hodgson (director -- Vancouver, B.C.)

Mr. Hodgson brings 30 years of private and public sector experience. Mr. Hodgson began his public sector career in the Northwest Territories, where he acted as senior policy adviser on resource-based projects. In the early 1980s, Mr. Hodgson served as executive assistant to the Minister of the Environment, Lands, Parks and Housing in the B.C. government. Mr. Hodgson holds a bachelor of arts degree from the University of Calgary. In addition, Mr. Hodgson has served on the board of directors of numerous corporations, including Equitable Real Estate Investment Corp., Timmins Gold Corp. and Red Fund Capital Corp. (formerly Parana Copper Corp.), and is the former chairman of the board of governors of the Vancouver Community College.

Related-party transaction

Blair Wilson, an officer and director of Genesis Acquisition, is also the chief financial officer of SkyBox, and is expected to be an officer and director of the resulting issuer. Mr. Wilson is expected to receive an aggregate of 1.2 million SkyBox shares upon completion of the proposed transaction in consideration of past services rendered to SkyBox in his capacity as its chief financial officer and as part of his overall compensation package for accepting the position of chief financial officer and director of the resulting issuer. As a result, the proposed transaction is a related-party transaction (as defined by Multilateral Instrument 61-101 (Protection of Minority Shareholders in Special Transactions)). The proposed transaction must be approved by not less than 66-2/3rds per cent of the votes cast at the meeting of Genesis Acquisition shareholders. In addition, the majority of the minority approval will be required from disinterested Genesis Acquisition shareholders. It is expected that the Genesis Acquisition meeting will be held in the third quarter of 2023, and a management information circular will be provided to Genesis Acquisition shareholders in due course.

DISCUSSIONS OF OPERATIONS AND FINANCIAL CONDITION

As at the date of the MDA, the Company had not completed its Qualifying Transaction and all business activity was directed towards the completion of this initial public offering and will look to complete the Proposed Transaction as described hereinabove.

The Company's expenditures currently 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, insurance fees, Exchange listing and filing fees and costs of preparing, printing and filing continuous disclosure documents.

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.

SELECTED ANNUAL INFORMATION

The following table summarizes selected financial data reported by the Company for the years ended May 31, 2023, May 31, 2022 and the period ended May 31, 2021. The following annual results are compliant with IFRS.

	May 31 2023	May 31 2022	May 31 2021
	\$	\$	\$
Total Revenue	—	—	—
Net loss and comprehensive loss	(75,114)	(91,609)	(39,581)
Net loss per share basic and diluted	(0.03)	(0.04)	(0.02)
Total assets	218,284	317,924	390,226
Current liabilities	(11,140)	(35,666)	(16,360)
Long term liabilities	—	—	—
Shareholders' equity	207,284	282,258	373,866

Financial Results for the years ended May 31, 2023 and 2022

For the year ended the Company reported a \$75,114 net and comprehensive loss or \$0.03 basic and diluted loss per share compared to a \$91,609 net comprehensive loss or \$0.04 per share for the same comparative period ended May 31, 2022. The current period loss was attributed to general and administration costs as described hereinbelow of \$75,820 (2022-\$92,314) offset by interest income of \$706 (2022 - \$705).

	May 31	
	2023	2022
Administrative and General Expenses		
Accounting and legal	\$ 41,699	\$ 38,517
Shareholder communication	(454)	5,326
Office and administration fees	12,970	30,841
Regulatory and transfer agent fees	18,263	12,428
Travel	3,342	5,202
	\$ 75,820	\$ 92,314

Accounting and legal fees along with and regulatory and transfer agent fees saw an increase in connection with the Qualifying Transaction while shareholder communication saw a decrease as a result of a credit charge for meeting mail out for special meeting held during the 2022 year end. The decrease in administration expenses decreased in connection with management collectively reducing overhead expenditures.

SUMMARY OF QUARTERLY RESULTS

For the Quarter Ended				
	May 31 2023	February 28 2023	November 30 2022	August 31 2022
Revenue	\$-	\$-	\$-	\$-
Net loss	(30,560)	(10,736)	(15,005)	(18,813)
Basic and diluted loss per share	(\$0.01)	(\$0.00)	(\$0.01)	(\$0.01)

For the Quarter Ended				
	May 31 2022	February 28 2022	November 30 2021	August 31 2021
Revenue	\$-	\$-	\$-	\$-
Net loss	(24,774)	(18,035)	(28,469)	(20,331)
Basic and diluted loss per share	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)

Fourth Quarter

For the three months ended May 31, 2023, the Company reported a net loss and comprehensive loss of \$30,560 which was attributed to general and administrative costs of \$31,026.

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.

	May 31 2023	May 31 2022	Variance
Financial position:			
Cash	\$202,399	\$303,498	\$ (101,099)
Working capital	\$207,144	\$282,258	\$ (75,114)
Total Assets	\$218,284	\$317,924	\$ (99,639)
Shareholders' equity	\$207,144	\$282,258	\$ (75,114)

As at May 31, 2023, the Company had net working capital of \$207,144 comprised of cash of \$202,399 and receivables of \$15,885 less trade and other payables of \$11,140 which management considers being 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 3,650,000 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 365,000 incentive stock options outstanding.

TRANSACTION 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, non-cash benefits (other than incentive stock options), or other remuneration directly from the Company.

Included in receivables are amounts due from a Company controlled by a director for expenses of \$9,731 (May 31, 2022 – \$11,865). These amounts are non-interest-bearing and due on demand. Transactions with related parties are incurred in the normal course of business and initially measured at fair value.

Transactions with related parties are incurred in the normal course of business.

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 Blair Wilson, President, Chief Executive Officer, and Chief Financial Officer of the Company.

PROPOSED TRANSACTIONS

As described hereinabove the Company is working to complete the Proposed Transaction. Completion of the Proposed Transaction is subject to several conditions including, without limitation, approval of the Exchange, approval of the shareholders of Skybox and Genesis and completion of a concurrent financing. Where applicable, the Proposed Transaction cannot close until the required approvals have been obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the continuous disclosure document containing full, true and plain disclosure regarding the Proposed Transaction, required to be filed with the securities regulatory authorities having jurisdiction over the affairs of the Company, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. The trading in the securities of Genesis on the Exchange, if reinstated prior to completion of the Proposed Transaction, should be considered highly speculative.

CRITICAL ACCOUNTING POLICIES AND 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 be based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances.

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

Estimates

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Fair value of financial instruments

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Determining the fair value of such share-based awards requires estimate as to the appropriate valuation model and the inputs for the model require assumptions including the rate of forfeiture of options granted, the expected life of the option, the Company's share price and its expected volatility, the risk-free interest rate and expected dividends.

Judgements

The key areas of judgment that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Financial instruments

The Company is required to classify its various financial instruments into certain categories for the financial instruments' initial and subsequent measurement. This classification is based on management's judgement as to the purpose of the financial instrument and to which category is most applicable.

Share-based payments

The Company records share-based payments based on management's judgement of the expected exercise date of options which is impacted by the timing of completion of the qualifying transaction.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

There were no changes in the Company's significant accounting policies during the year ended May 31, 2023, that had a material effect on its audited financial statements. The Company's significant accounting policies are disclosed in Note 3 to its financial statements for the annual year ended May 31, 2022.

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 incorporated on April 12, 2019, 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.

Possible Trading Suspension or Delisting

Suspension from trading of the common shares may, and delisting of the common shares will, result in the regulatory securities authorities issuing an interim cease trade order against the Company. In addition, delisting of the common shares will result in the cancellation of all the currently issued and outstanding common shares of the Company held by Insiders. Trading in the common shares of the Company may be halted at other times for other reasons, including for failure by the Company to submit documents to the Exchange in the time periods required.

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 a number of 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, 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.

Forward Looking Statements

This report contains forward-looking statements and information that are based on the beliefs of management and reflect Genesis's current expectations. When used in this report, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this report include information relating to the business plans of Genesis, Skybox, and the Resulting Issuer, the concurrent financing, and the Proposed Transaction. Such statements and information reflect the current view of Genesis. Risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Such factors include, among others, the following risks:

- there is no assurance that the concurrent financing will be completed or as to the actual offering price or gross proceeds to be raised in connection with the concurrent financing. In particular, the amount raised may be significantly less than the amounts anticipated as a result of, among other things, market conditions and investor behaviour.
- there is no assurance that Genesis and Skybox will obtain all requisite approvals for the Proposed Transaction, including the approval of the Genesis Shareholders and Skybox Shareholders, or the approval of the Exchange for the Proposed Transaction (which may be conditional upon amendments to the terms of the Proposed Transaction);
- following completion of the Proposed Transaction, the Resulting Issuer may require additional financing from time to time in order to continue its operations. Financing may not be available when needed or on terms and conditions acceptable to the Resulting Issuer;
- new laws or regulations could adversely affect the Resulting Issuer's business and results of operations; and
- the stock markets have experienced volatility that often has been unrelated to the performance of companies. These fluctuations may adversely affect the price of the Resulting Issuer's securities, regardless of its operating performance.

There are a number of important factors that could cause Genesis's actual results to differ materially from those indicated or implied by forward-looking statements and information. Such factors include, among others: currency fluctuations; limited business history of Genesis; disruptions or changes in the credit or security markets; results of operation activities and development of projects; project cost overruns or unanticipated costs and expenses, fluctuations in commodity prices, and general market and industry conditions.

Genesis cautions that the foregoing list of material factors is not exhaustive. When relying on Genesis's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Genesis has assumed that the material factors referred to in the previous paragraph will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS REPORT REPRESENTS THE EXPECTATIONS OF GENESIS AS OF THE DATE OF THIS REPORT AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE GENESIS MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments

The Company is exposed through its operations to the following financial risks:

- Market risk
- Credit risk
- Liquidity risk

The Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated.

General Objectives, Policies and Processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's management. The effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets out are reviewed periodically by the Board of Directors if and when there are any changes or updates required.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices. Market prices are comprised of interest rate risk, currency risk and other price risk. The Company is not exposed to significant market risk.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company has cash balances that bear interest at market rates. The Company's financial liabilities consist primarily fixed rate debt. The Company's current policy is to invest excess cash in GICs or interest-bearing accounts of major Canadian chartered banks. The Company regularly monitors compliance to its cash management policy. The Company is not exposed to significant interest rate risk.

Currency Risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the Company's functional currency. The Company is currently not exposed to currency risk.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist of cash and receivables. Cash is maintained with financial institutions of reputable credit and may be redeemed upon demand. Receivables are due from a related party with known credit worthiness.

The carrying amount of financial assets represents the maximum credit exposure. Credit risk exposure is limited through maintaining cash with high-credit quality financial institutions and management considers this risk to be minimal for all cash assets based on changes that are reasonably possible at each reporting date.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days. To achieve this objective, the Company would prepare annual expenditure budgets, which are regularly monitored and updated as considered necessary.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other payable, lease liabilities and option payment commitments. The Company's trade and other payables are all due within 90 days.

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The statements of financial position carrying amounts for cash, receivables trade and other payables, approximate fair value due to their short-term nature.

Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Fair Value Hierarchy

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash and is measured as Level 1 financial instruments.

CAPITAL MANAGEMENT

The Company considers its share capital as capital. The Company's objectives when maintaining capital are to maintain a sufficient capital base in order to meet its short-term obligations and at the same time preserve investor's confidence required to sustain future development and production of the business.

The Company is not exposed to any externally imposed capital requirements. There has been no change in the Company's approach to capital management during the year ended May 31, 2023.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR web site www.sedar.com.