A-LABS CAPITAL V CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2019

INTRODUCTION OF BUSINESS AND BASIS OF PRESENTATION

This Management's Discussion & Analysis dated April 23, 2020 ("**MD&A**") provides a review of A-Labs Capital V Corp.'s (the "**Company**") performance for the year ended December 31, 2019. It should be read in conjunction with the Company's audited annual financial statements and accompanying notes for the year ended December 31, 2019 and the period from date of incorporation (November 29, 2018) to December 31, 2018, which are available on SEDAR at www.sedar.com. The financial information contain in this MD&A has been prepared in accordance with International Financial Reporting Standards ("**IFRS**"), which is the required reporting framework for Canadian publicly accountable enterprises. This MD&A has also been prepared in compliance with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*.

All monetary amounts in this MD&A and in the financial statements are expressed in Canadian dollars unless otherwise stated. Further information about the Company and its operations can be obtained from the offices of the Company or from www.sedar.com.

For the purposes of preparing this MD&A, in conjunction with the Board of Directors (the "**Board**"), management considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares ("**Common Shares**"); or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decisions; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

DESCRIPTION OF BUSINESS

The Company was incorporated on November 29, 2018, pursuant to the provisions of the *Canada Business Corporations Act* and is classified as a capital pool company as defined in Policy 2.4 of the TSX Venture Exchange Inc. (the "**TSX-V**"). The Company became a reporting issuer on January 31, 2020 following the issuance of final receipt for its (final) prospectus dated January 28, 2020 ("**Prospectus**") from the provincial securities commissions of Ontario, British Columbia and Alberta. As of the date of this MD&A, the Company has not completed its initial public offering or commenced trading on the TSX-V (collectively, "**IPO**"). The Company is in the process of filing an amended and restated prospectus to amend and restate its Prospectus and will endeavor to complete the distribution under the IPO. See "*Subsequent Events*".

The Prospectus qualifies the distribution of a minimum of 2,500,000 Common Shares and a maximum of 5,000,000 Common Shares at a price of $0.10 per Common Share for gross proceeds of a minimum of $250,000 and a maximum of $500,000.

The Company's principal purpose is the identification and evaluation of assets or a business with a view to the negotiation of an acquisition or the participation in a business in order to satisfy the conditions of a qualifying transaction under the policies of the TSX-V (the "**Qualifying Transaction**"). From the date of incorporation to December 31, 2019, the Company had no commercial operations and no assets other than cash. The long-term future of the Company is dependent upon the completion of its initial public offering and, subsequently, a Qualifying Transaction within 24 months of listing on the TSX-V.

The Company's registered head office address is at 5255 Yonge Street, Suite 1110, Toronto, Ontario, Canada, M2N 6P4.

SELECTED ANNUAL INFORMATION

The table below provides a summary of selected financial information derived from the audited financial statements for the periods ended December 31, 2019 and 2018.

	Three months ended December 31, 2019	**For the period from incorporation November 29, 2018 to December 31, 2018**	**For the year ended December 31, 2019**	**For the period from incorporation November 29, 2018 to December 31, 2018**
Total expenses	41,376	-	52,021	-
Net loss	41,376	-	52,021	-
- Total	41,376	-	52,021	-
- Per share	0.02	-	0.03	-
Total assets	70,543	87,800	70,543	87,800
Cash used in operations	18,663	-	43,893	-
Long-term financial liabilities	-	-	-	-

OPERATIONAL HIGHLIGHTS

Other than completing its preliminary prospectus filing, there were no significant activities to report during the three and twelve months ended December 31, 2019. Following December 31, 2019, the Company filed and was receipted for the Prospectus to complete an IPO as further described under the heading "*Subsequent Events*" below.

TRENDS

For the immediate future, the Company intends to work towards completing the IPO. The Company continues to monitor its spending and will amend its plans based on business opportunities that may arise in the future.

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Apart from these and the risk factors noted under the heading "*Risk Factors*", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

FINANCIAL HIGHLIGHTS

Financial Performance

Three months ended December 31, 2019, compared to the period from incorporation November 29, 2018 to December 31, 2018

The Company's net loss totaled $41,376 for the three months ended December 31, 2019, with basic and diluted loss per share of $0.03. This compares with a net loss of $nil with basic and diluted loss per share of $nil for the period from incorporation November 29, 2018 to December 31, 2018. The increase in the net loss of $41,376 was principally because of an increase in professional fees in the 2019 period.

Twelve months ended December 31, 2019, compared to the period from incorporation November 29, 2018 to December 31, 2018

The Company's net loss totaled $52,021 for the period ended December 31, 2019, with basic and diluted loss per share of $0.03. This compares with a net loss of $nil with basic and diluted loss per share of $nil for the period from incorporation November 29, 2018 to December 31, 2018. The increase in the net loss of $52,021 was principally because of an increase of professional fees and regulatory fees related to the Company's preliminary and Prospectus filings.

SUMMARY OF QUARTERLY RESULTS

	Q4-2019	Q3-2019
Stock-based compensation	$Nil	$Nil
General and Administration Costs:		
Operating expenses	$213	$10,645
Filing fees	-	-
Professional fees	$41,163	-
Provision for bad debt	-	-
Loss for the period	$41,376	$10,645
Loss per share	$0.02	$0.01

This summary of quarterly results should be read in conjunction with the financial statements and notes included in the Company's financial statements as at December 31, 2019.

Cash Flow

The Company had cash of $56,171 at December 31, 2019, compared to $87,800 at December 31, 2018, a decrease of $31,629, due to professional and regulatory costs incurred for its prospectus filing.

Liquidity and Financial Position

The Company manages its capital structure and makes adjustments to it, based on available funds to the Company. Pursuant to the polices of the TSX-V, the proceeds raised from the issuance of Common Shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of its initial public offering or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company.

As at December 31, 2019, the Company has accounts payable and accrued liabilities of $22,500 (December 31, 2018 - $nil) due within 12 months, and cash of $56,171 (December 31, 2018 – $87,800). Management believes the Company's working capital is sufficient for the Company to meet its ongoing obligations and meet its objective of completing an IPO.

TRANSACTIONS WITH RELATED PARTIES

As of the date of this MD&A, the Company has not entered into any related party transactions.

Key management personnel comprise the Company's Board and executive officers. As of the date of this MD&A, there has been no grant of incentive stock options to the Board or remuneration paid to key management personnel during either year ended December 31, 2019 and 2018.

SHARE CAPITAL INFORMATION

Shares

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

As of the date of this MD&A, there are 2,001,281 common shares issued and outstanding for gross proceeds of $100,064 which were raised in connection with the Company's seed financing. Upon completion of the IPO, all common shares issued from the seed financing will be subject to escrow restrictions pursuant to the policies of the TSX-V and as further described in the Company's Prospectus.

Stock Options

As of the date of this MD&A, the Company has not granted incentive stock options. Upon completion of the IPO, the Company intends on granting 450,128 options, assuming completion of the minimum offering, or 700,128 options, assuming completion of the maximum offering, as incentive stock option to its directors and officers. Each incentive stock option is entitled to be exercised into a Common Share for a period of five years from the date of the grant at an exercise price of $0.10 per incentive stock option. Any granted incentive stock options are subject to the terms and conditions of the Company's stock option plan which was adopted by the Board on November 6, 2019.

Agent Options

Upon completion of the IPO, the Company will issue options to Leede Jones Gable Inc. (the "**Agent**"), in connection with acting as agent in the IPO in the amount that is equal to 10% of the common shares sold in connection with the Company's IPO. Each such option will entitle the Agent to acquire one Common Share at an exercise price of $0.10 for an exercise period of 24 months from the date of closing the IPO.

SUBSEQUENT EVENTS

There are no subsequent events other than as set out in this paragraph.

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the successful completion of the IPO or potential delays to the closing date of the IPO and condition of the Company in future periods.

The Company received final receipt for its Prospectus on January 31, 2020. The Company expects to file an amended and restated prospectus dated April 23, 2020, amending and restating its Prospectus. The substance of the change in the Amended and Restated Prospectus, among other things, pertains to a new financial disclosure period and an update to the enumerated "*Risk Factors*".

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as of the date of this MD&A that have, or are reasonably likely to have, an effect on the results of operations or the financial conditions of the Company.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instrument consists of cash and accounts payable and accrued liabilities, approximate fair values due to the relatively short-term maturities of these instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

RISK FACTORS

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

Following the global spread of COVID-19, management cannot estimate whether or to what extent this outbreak and potential financial impact may extend to countries outside of those currently impacted. The future impact of the outbreak is highly uncertain and cannot be predicted, and there is no assurance that the outbreak will not have a material adverse impact on the Company's ability to complete an IPO or a Qualifying Transaction. The extent of the impact, if any, will depend on future developments, including actions taken to contain COVID-19.

For other risk factors applicable to the Company, please refer to the section entitled "*Risk Factors*" in the Company's Prospectus currently available on SEDAR and the Amended and Restated Prospectus to be filed on SEDAR.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact, certain information contained in this MD&A constitutes forward-looking statements. Forward-looking statements are usually identified by the use of certain terminology, including "will", "may", "expects", "should", "anticipates", "continues", or "believes", "intends", or variations thereof, or by discussions of strategy or intentions, or the negatives of such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements in this MD&A include, but are not limited to, the closing of the IPO and related transaction and the anticipated benefits of the IPO, including the proposed business of the Company after completion of the IPO. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results or achievements to be materially different from any future results or achievements express or implied by such forward-looking statements.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control, including with respect to the closing of the IPO, the timing and receipt of all applicable regulatory, corporate, shareholder and third party approvals, the satisfaction of other conditions to the closing of the IPO. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

If risks or uncertainties materialize, or if underlying assumptions prove incorrect, the actual results may vary materially from those expected, estimated or projected. The Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Given these uncertainties, the reader of the information included herein is cautioned not to place undue reliance on such forward-looking statements.