VLCTY CAPITAL INC. (a Capital Pool Company)
MANAGEMENT'S DISCUSSION AND ANALYSIS
THREE AND NINE MONTHS ENDED FEBRUARY 28, 2021 AND THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 16, 2019 TO FEBRUARY 28, 2020

This Management's Discussion and Analysis ("MD&A") explains the variations in the condensed interim operating results and financial position and cash flows of VLCTY Capital Inc. ("VLCTY" or the "Company") as of and for the three and nine months ended February 28, 2021 and for the period from the date of incorporation on September 16, 2019 to February 28, 2020. This analysis should be read in conjunction with VLCTY's condensed interim financial statements for the three and nine months ended February 28, 2021 and for the period from the date of incorporation on September 16, 2019 to February 28, 2020 and related notes (the "condensed interim financial statements"). The condensed interim financial statements of VLCTY, and extracts of those condensed interim financial statements provided in this MD&A, were prepared in Canadian dollars and in accordance with International Financial Reporting Standards ("IFRS"). Readers are cautioned that this MD&A contains certain forward-looking information. Please see the "Forward Looking Statements" section below for a discussion of the use of such information in this MD&A.

The condensed interim financial statements include the accounts of the Company and its wholly-owned subsidiaries. All inter-company balances and transactions have been eliminated on consolidation.

The information in this report is dated as of July 26, 2021.

Amounts are stated in Canadian dollars.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Our MD&A includes "forward-looking statements" that are subject to risks and uncertainties that may result in actual results differing from the statements we make. Certain information included or incorporated by reference in this report may contain forward-looking statements. This information may involve known and unknown risks, uncertainties, and other factors which may cause our actual results, performance, or achievements to be materially different from the future results, performance, or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe our future plans, strategies, and expectations, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "plan," "intend" or "project" or the negative of these words or other variations on these words or comparable terminology. Certain risks underlying our assumptions are highlighted below; if risks materialize, or if assumptions prove otherwise to be untrue, our results will differ from those suggested by our forward-looking statements and our results and operations may be negatively affected.

Forward-looking statements in this report include statements regarding financing plans and our anticipated needs for working capital. Actual events or results may differ materially from those discussed in forward-looking statements. There can be no assurance that the forward-looking statements currently contained in this report will in fact occur. The Company bases its forward-looking statements on information currently available to it. The Company disclaims any intent or obligations to update or revise publicly any forward-looking statements whether as a result of new information, estimates or options, future events or results or otherwise, unless required to do so by law. Forward-looking information reflects current expectations of management regarding future events and operating performance as of the date of this document. Such information involves significant risks and uncertainties and should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved.

A number of factors could cause actual results to differ materially from the results discussed in forward-looking information, including, without limitation: our need for additional financing and our estimates regarding our capital requirements, future revenues and profitability; unfavorable economic conditions could have an adverse effect on our business; our ability to comply and the cost of compliance with extensive existing regulation and any changes or amendments thereto; changes in key Canadian laws, rules, and regulations; changes in the industry and the economy may affect the Company's business; evolving practices and regulation of corporate governance and public disclosure may result in additional corporate expenses; various risks associated with legal, regulatory or investigative proceedings; risks associated with governmental or other investigations or inquiries into marketing and other business practices; risks associated with the trading of our common shares on a public marketplace which could result in changes to stock prices unrelated to our performance; risks related to our ability to retain and manage third-party service providers; risks related to the failure of our employees and third-party contractors to appropriately record or document services that they provide; and risks associated with a possible qualified transaction.

COVID-19

The outbreak of COVID-19 has spread across the globe and is impacting worldwide economic activity. Conditions surrounding COVID-19 continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The extent to which COVID-19 may impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time.

OVERVIEW

The Company proposes to identify and evaluate businesses and assets with a view to completing an acquisition of significant assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another company (a "Qualifying Transaction"). Any proposed Qualifying Transaction must be accepted by the TSX Venture Exchange (the "Exchange" or "TSXV"). The Company has not conducted commercial operations. The Company currently has not identified a specific business sector in which it proposes to pursue a Qualifying Transaction. Until completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a 12 potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. 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.

For further information about VLCTY, please visit www.sedar.com.

RESULTS OF OPERATIONS

Financial and operating highlights for the three and nine months ended February 28, 2021 and for the period from the date of incorporation on September 16, 2019 to February 28, 2020 and to the date of this report

The following table provides selected financial information from the unaudited condensed interim financial statements for the three and nine months ended February 28, 2021 and for the period from the date of incorporation on September 16, 2019 to February 28, 2020.

	Three Months Ended February 28,		Nine Months Ended	Incorporation, September 16, 2019, to
	2021	2020	February 28, 2021	February 28, 2020
Revenue				
Total revenue	$ -	$ -	$ -	$ -
Operating expenses				
Professional fees	1,221	3,667	44,044	3,667
Listing and filing fees	5,200	-	22,505	-
Bank charges and interest	-	85	218	110
Insurance	2,625	-	5,250	-
Stock based compensation, note 3	-	-	81,943	-
Other	7,500	-	8,064	-
Total operating expenses	16,546	3,752	162,024	3,777
Net loss and comprehensive loss	$ (16,546)	$ (3,752)	$ (162,024)	$ (3,777)
Basic and diluted loss per common share	$ -	$ -	$ -	$ -
Weighted average number of shares outstanding	6,000,000	3,000,000	4,351,648	3,000,000

Operating Expenses

For the three and nine months ended February 28, 2021, operating expenses were $16,546 and $162,024, respectively. Operating expenses primarily consist of stock based compensation, legal expenses, listing fees, and other related expenses. The Company expects operating expenses to remain constant until the Company completes a Qualified Transaction.

For the three months ended February 28, 2020 and for the period from the date of incorporation of September 16, 2019 to February 28, 2020, operating expenses were $3,752 and $3,777, respectively. Operating expenses primarily consisted of legal expenses.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash position at February 28, 2021 was $311,007 compared to the May 31, 2020 cash balance of $132,833. Working capital increased to $307,319 as of February 28, 2021 compared to $134,107 as of May 31, 2020, due to normal operating expenses.

Cash used in operating activities for nine months ended February 28, 2021 was $75,118. Cash used in operating activities for the period from the date of incorporation of September 16, 2019 to February 28, 2020 was $5,052. The Company's historical and near-term cash requirements relate primarily to general corporate obligations.

Cash provided by financing activities for the nine months ended February 28, 2021was $253,292 as a result of the Offering, discussed below. Cash provided by financing activities for the period from the date of incorporation of September 16, 2019 to February 28, 2020 was $142,092 as a result of an equity financing transaction whereby the Company issued 3,000,000 common shares for net proceeds of $142,092.

As of February 28, 2021, the Company has no material cash contractual obligations.

OUTSTANDING SHARE CAPITAL

As of February 28, 2021, there were 6,000,000 (May 31, 2020: 3,000,000) common shares issued and outstanding.

3,000,000 common shares issued are to be held in escrow until completion of a Qualifying Transaction. For the escrowed common shares, 10% will be released on the issuance of the Final Exchange Bulletin and an additional 15% will be released on the dates 6 months, 12 months, 18 months, 24 months, 30 months, and 36 months following the initial release. These common shares, which are considered contingently issuable until the Company completes a Qualifying Transaction, are not considered to be outstanding for the purpose of the loss per share calculation.

2020 Offering

On August 28, 2020, the Company filed a prospectus with the securities regulatory authorities in the provinces of Alberta, British Columbia, and Ontario, and with the Exchange offering 3,000,000 common shares at $0.10 per share (the "Offering") to the public, for total estimated proceeds of $300,000 before transaction costs. Pursuant to the agency agreement (the "Agreement") entered into on August 28, 2020 between the Company and Leede Jones Gable Inc. (the "Agent"), the Agent was granted options to purchase up to 300,000 shares at a price of $0.10 per share exercisable for a period of twenty-four months from the listing of the Company's shares on the Exchange.

The Company paid the Agent a commission equal to 10% of the gross proceeds as well as a corporate finance fee of $10,000.

The Offering closed as of October 28, 2020.

Concurrently with the completion of the offering, the Company entered into stock option agreements with directors of the Company, entitling them to purchase up to 600,000 common shares in aggregate at a price of $0.10 per share for a period of ten years from the date of issuance.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no material undisclosed off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on our results of operations or financial condition.

PROPOSED TRANSACTIONS

Other than the transaction disclosed below in Subsequent Events, the Company has no material undisclosed transactions in process.

LEGAL PROCEEDINGS

The Company has not been a party to any legal proceedings since inception.

SUBSEQUENT EVENT

VLCTY and BuildDirect.com Technologies Inc. ("BuildDirect") entered into an amalgamation agreement dated April 30, 2021, which outlines the terms and conditions pursuant to which VLCTY and BuildDirect will complete a transaction that will result in a reverse take-over of VLCTY by BuildDirect (the "Proposed Transaction"). The Proposed Transaction will be an arm's length transaction, and, if completed, will constitute VLCTY's "Qualifying Transaction".

The Proposed Transaction is expected to be completed by way of a three-cornered amalgamation pursuant to the provisions of the *Canada Business Corporations Act* (the "CBCA"), whereby a wholly-owned subsidiary of VLCTY will amalgamate with BuildDirect (the "Amalgamation") to form a newly amalgamated company ("Amalco"). In connection with the Amalgamation, holders of common shares in the capital of BuildDirect ("BuildDirect Shares") will receive common shares in the capital of the Resulting Issuer (as defined below) for each BuildDirect Share held immediately before the Amalgamation and the holders of stock options to purchase BuildDirect Shares will receive stock options to acquire common shares in the capital of the Resulting Issuer for each BuildDirect stock option held immediately before the Amalgamation.

It is the intention of the parties that VLCTY, following the closing of the transaction (then referred to as the "Resulting Issuer"), will be listed on the TSXV as a Tier 1 Technology issuer, and that the business of the Resulting Issuer will be the business of BuildDirect.

Immediately prior to the completion of the Transaction, VLCTY will effect: (i) the VLCTY Consolidation, resulting in an aggregate of approximately 226,091 post-VLCTY Consolidation common shares of VLCTY (each a "VLCTY Share" and, upon closing of the Transactions, a "Resulting Issuer Share") being issued and outstanding; (ii) a name change pursuant to which VLCTY will change its name to "BuildDirect.com

Technologies Inc." or such other name as may be determined by the Company and approved by the board of directors of VLCTY (the "Name Change"); and (iii) the adoption of the new equity incentive Plan.

Concurrent Financing

In connection with the Proposed Transaction, on April 30, 2021, BuildDirect completed a private placement offering (the "Offering") of 3,487,000 subscription receipts of BuildDirect (the "Subscription Receipts") at an issue price of CDN$5.75 per Subscription Receipt for aggregate gross proceeds of CDN $20,050,250. The proceeds of the Offering were deposited into escrow with Computershare Trust Company of Canada, as subscription receipt agent. Each Subscription Receipt will automatically convert into BuildDirect Share and one common share purchase warrant of BuildDirect (each, a "BuildDirect Warrant") immediately prior to the closing of the Proposed Transaction. Upon completion of the proposed transaction, each BuildDirect Share and each Build Direct Warrant issued upon conversion of the Subscription Receipts will be exchanged for one Resulting Issuer Share and one common share purchase warrant of the Resulting Issuer (each, a "Resulting Issuer Warrant"). Each Resulting Issuer Warrant will entitle the holder thereof to purchase one Resulting Issuer Share at a price of CDN$6.90 per warrant at any time for a period of 24 months from closing of the Proposed Transaction. If prior to the expiry date of the Resulting Issuer Warrant, the daily volume-weighted average trading price of the Resulting Issuer Shares exceeds CDN$8.00 for a period of at least 30 consecutive trading days, the Resulting Issuer may accelerate the expiry of the Resulting Issuer Warrant to a date not earlier than the date that is 30 days following the acceleration of the Resulting Issuer Warrants.

The gross proceeds of the Offering, less the certain fees and expenses, are held in escrow pending satisfaction of certain conditions, including, among others, the completion or waiver of all conditions precedent to the completion of the Proposed Transaction and the receipt of shareholder and regulatory approvals required for the completion of the Proposed Transaction (the "Escrow Release Conditions") on or before the date that is 120 days after closing of the Offering, pursuant to a subscription receipt agreement entered into with Computershare Trust Company of Canada, as escrow agent. Upon satisfaction of the Escrow Release Conditions, the escrowed proceeds of the Offering, less any outstanding fees and expenses, will be released to BuildDirect.

Trading in VLCTY Shares

Trading in VLCTY Shares has been halted in compliance with the policies of the TSXV. Trading in VLCTY Shares will remain halted pending the review of the Proposed Transaction by the TSXV and satisfaction of the conditions of the TSXV for resumption of trading. It is likely that trading in the VLCTY Shares will not resume prior to the closing of the Proposed Transaction.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to TSXV acceptance. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.