AIM5 Ventures Inc.

Management Discussion and Analysis
For the three and six months ended December 31, 2023 and 2022

January 26, 2024

The following management discussion and analysis ("MD&A") of the results of the operations and financial position of AIM5 Ventures Inc. (the "Corporation" or "AIM5") for the three-and-six months ended December 31, 2023, and 2022, should be read in conjunction with the Corporation's unaudited condensed interim financial statements for the three and six months ended December 31, 2023 and 2022. All figures contained in this MD&A are presented in Canadian dollars.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Corporation's future performance. All statements, other than statements of historical fact, may be forward-looking statements.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. The Corporation's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

The Corporation

AIM5 Ventures Inc. (the "Corporation") was incorporated under the *Business Corporations Act* (Ontario) on August 11, 2020 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange") Corporate Finance Manual (the "Manual"). The head office and the registered head office of the Corporation is located at 77 King Street West, Suite 400, Toronto, ON M5K 0A1.

The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT") as such term is defined in the Manual. The Corporation has not commenced operations and has no assets other than cash and cash equivalents. The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to $3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a QT.

On November 24, 2020, the Corporation completed its initial public offering (the "Offering") of 3,300,000 AIM5 Shares at a purchase price of $0.10 per share for gross proceeds of $330,000. The Corporation paid a commission of 10% of the gross proceeds of the Offering to Haywood Securities Inc. (the "Agent") and granted the Agent warrants to acquire 330,000 AIM5 Shares exercisable for a period ending twenty-four months from the closing of the Offering, exercisable at $0.10 per share. The agent warrants have since expired.

Concurrently with completion of the Offering, the Corporation granted an aggregate of 655,000 stock options to its officers and directors at an exercise price of $0.10 per share for a period of five years from the date of grant.

Subsequent to the Offering, certain amendments were made to Policy 2.4 of the Manual (the "Amendments"). On December 22, 2022, the shareholders of the Corporation passed certain resolutions that, *inter alia*, allowed the Corporation to be subject to the Amendments, including:

- amendments to the Corporation's stock option plan;
- removing potential consequences associated with the Corporation failing to complete a QT within 24 months after its listing date;
- amendments to the Corporation's escrow agreement; and
- approving the payment of any finders' fee or commission to a Non-Arm's Length Party to the Corporation upon completion of its QT (in accordance with the Manual).

On January 26, 2024 the Board of Directors approved the financial statements for the three and six months ended December 31, 2023, and 2022.

Summary of Quarterly Results

	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
Total Assets	$280,214	$287,037	$302,412	$304,555	$335,221	$358,300	$359,166	$365,085
Total Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Expenses	$7,766	$1,815	$13,070	$11,162	$25,938	$2,634	$16,705	$17,363
Net Loss	($7,766)	($1,815)	($13,070)	($11,162)	($25,938)	($2,634)	($16,705)	($17,363)
Basic and diluted net loss per share	$(0.00)	$(0.00)	$(0.00)	$(0.00)	$(0.01)	$(0.00)	$(0.00)	$(0.00)

Results of Operations

<u>Three Months Ended December 31, 2023</u>

The Corporation recorded a net loss of $7,766 during the three months ended December 31, 2023 (December 31, 2022 - $25,938). The net loss is due to professional fees tied to the preparation of the quarterly financial statements, bookkeeping services and legal related costs.

<u>Six Months Ended December 31, 2023</u>

The Corporation recorded a net loss of $9,581 during the three months ended December 31, 2023 (December 31, 2022 - $28,572). The net loss is due to professional fees tied to the preparation of the quarterly financial statements, bookkeeping services and legal related costs.

Basic and Diluted Loss per Share

Basic loss per share is computed by dividing the net loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

Share-based Compensation

Equity-settled share-based payments for directors, officers, employees, and consultants are measured at fair value at the date of grant and recorded as compensation expense in the financial statements. Share options are measured at the fair value of each tranche on the grant date and are recognized in their respective vesting period using the Corporation’s expected forfeiture rate. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share-based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share-based instruments.

Additional Disclosure for Venture Issuers without Significant Revenue

Since the Corporation has no revenue from operations, the following is a breakdown of the material costs incurred for the three months ended December 31, 2023, and from the date of incorporation (August 11, 2020) to December 31, 2023:

Material Costs	**For the three months ended December 31, 2023**	**Period from the date of incorporation (August 11, 2020) to December 31, 2023**
Professional fees	$7,766	$161,495
Filing fees	-	$48,327
Stock-based compensation	-	$48,405

Liquidity and Capital Resources

As at December 31, 2023 the Corporation had cash and cash equivalents of $280,214. The Corporation had current liabilities of $1,809 and working capital of $278,405.

Negative cash flows of $22,198 (December 31, 2022 - $23,945) were recorded from operating activities during the six months ended December 31, 2023. This is primarily due to outflows relating to professional fees.

Outstanding Share Data

As of the date of this MD&A, 6,550,000 AIM5 Shares are issued and outstanding. In addition, there are 655,000 stock options outstanding, exercisable at $0.10 per share expiring on November 24, 2025.

Off-Balance Sheet Arrangements

The Corporation has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions

There were no transactions with related parties and no remuneration paid to key management personnel during the six months ended December 31, 2023 (December 31, 2022 - $Nil).

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Corporation includes equity, comprised of share capital and accumulated deficit, in the definition of capital.

The Corporation'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 these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to $3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a QT by the Corporation.

Risks and Uncertainties

The following describes certain risks, events and uncertainties that could affect the Corporation and that each reader should carefully consider. Please refer to the Corporation's final prospectus dated September 25, 2020, for additional risks, events and uncertainties that could affect the Corporation.

External financing may be required to fund the Corporation's activities primarily through the issuance of AIM5 Shares. There can be no assurance that the Corporation will be able to obtain adequate financing. The securities of the Corporation should be considered a highly speculative investment.

The Corporation has not generated significant revenues and does not expect to generate significant revenues in the near future. In the event that the Corporation generates significant revenues in the future, the Corporation intends to retain its earnings in order to finance further growth. Furthermore, the Corporation has not paid any dividends in the past and does not expect to pay any dividends in the foreseeable future.

Risk Disclosures and Fair Values

The Corporation's financial instruments, carried at amortized cost, consists of accrued liabilities which approximate fair value due to the relatively short-term maturity of the instrument. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from this financial instrument.

Critical Accounting Estimates

The Corporation's significant accounting policies are summarized in Note 2 of the audited financial statements for the year ended June 30, 2023.

Additional Information

For further detail, see the Corporation's unaudited condensed interim financial statements for the three-and-six months ended December 31, 2023, and 2022. Additional information about the Corporation can also be found on SEDAR+.