

ENDURANCE CAPITAL CORP.

(A Capital Pool Company)

Management's Discussion and Analysis of Financial Condition and Results of Operations

For the Year Ended December 31, 2023

(in Canadian dollars)

ENDURANCE CAPITAL CORP.

(A Capital Pool Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS of the Financial Condition and Results of Operations

For the year ended December 31, 2023

1. INTRODUCTION

This management's discussion and analysis ("MD&A") of financial condition and results of operations of Endurance Capital Corp. ("Endurance" or "the Company") is supplementary to, and should be read in conjunction with, the Company's audited financial statements for the year ended December 31, 2023 and 2022. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations and the Company's financial statements are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards").

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "Board"), 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; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; 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.

2. CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A includes forward-looking statements and information concerning expected future events, the future performance of the Company, its operations, and its financial performance and condition. These forward-looking statements and information include, among others, statements with respect to the Company's objectives and strategies to achieve those objectives, as well as statements with respect to its beliefs, plans, expectations, anticipations, estimates, and intentions. When used in this MD&A, the words "believe", "anticipate", "may", "should", "intend", "estimate", "expect", "project", and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such words.

These forward-looking statements and information are based on current expectations. The Company cautions that all forward-looking statements and information are inherently uncertain and actual future results, conditions, actions or events may differ materially from the targets, assumptions, estimates, or expectations reflected or contained in the forward-looking statements and information, and that actual future results, conditions, actions, events, or performance will be affected by a number of factors including economic conditions and competitive factors, many of which are beyond the Company's control.

Forward-looking statements used in this MD&A are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of the Company. 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.

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3. OVERVIEW

The Company

Endurance Capital Corp. was incorporated March 29, 2021 pursuant to the provisions of the Business Corporations Act (BC). The Company's corporate and tax year-end is December 31.

Following the Initial Public Offering ("IPO") described below under "Share Capital", the Company's common shares commenced trading as a Capital Pool Company on Tier 2 of the TSX Venture Exchange on September 13, 2021 under the symbol ECAP.P.

Strategy

The Company intends to carry on its business as a Capital Pool Company ("CPC"), as such term is defined in TSX Venture Exchange Inc. (the "Exchange") Policy 2.4 – Capital Pool Companies ("CPC Policy 2.4").

The principal business of the Company is the identification and evaluation of a Qualifying Transaction ("QT") and, once identified and evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by the Exchange. As at December 31, 2023, the Company had no business operations and did not enter into any agreements to acquire an interest in businesses or assets.

Cash Restriction

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the identification and evaluation of a QT. The Company considers capital to be all accounts in equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

Additional funds may be required to finance the Company's QT. In accordance with Policy 2.4 of the Exchange, the proceeds raised from the sale of securities may only be used to identify and evaluate assets or businesses, and obtain shareholder approval for a QT, including reasonable general and administrative expenses that do not exceed an aggregate of \$3,000 per month. These restrictions apply until completion of a QT by the Company as defined under Policy 2.4 of the Exchange.

4. OUTSTANDING SHARE DATA

Common Shares

The Company is authorized to issue an unlimited number of common shares without par value. As of the date of this MD&A, the Company has 13,600,000 issued and outstanding common shares.

Stock Options

As of the date of this MD&A, the Company has 1,200,000 of stock options outstanding. The stock options, which were issued to directors and officers of the Company in 2021, are fully vested and are exercisable into common shares of the Company at an exercise price of \$0.10 per share.

Warrants

As of the date of this MD&A, the Company has no warrants outstanding. The 280,000 broker warrants issued in 2021 upon the close of the Company's IPO expired during the three months ended September 30, 2023. The warrants entitled the broker to purchase 280,000 common shares of the Company at a price of \$0.10

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per share for a period of two years from the date that the common shares were listed on the TSX Venture Exchange.

Shares Subject to Escrow

Of the Company's issued and outstanding common shares, the initial 7,600,000 issued and outstanding seed shares issued on June 30, 2021 will be held in escrow pursuant to the requirements of the Exchange to be released as to 25% thereof on completion of the Company's QT, as defined in the policies of the Exchange, and as to 25% thereof on each of the 6th, 12th and 18th months following the initial release, pursuant to the terms of an Escrow Agreement dated as of July 21, 2021 between the Company, Olympia Trust Company, and the shareholders of the Company.

All common shares acquired on exercise of share options granted to directors and officers prior to completion of a QT must also be deposited and held in escrow pursuant to the requirements of the Exchange.

All common shares of the Company acquired in the secondary market prior to the completion of a QT by a Control Person, as defined in the policies of the Exchange, are required to be deposited and held in escrow.

5. SELECTED ANNUAL INFORMATION

The following is a summary of selected audited financial information of the Company for the years ended December 31, 2023 and 2022 and the period from the date of incorporation on March 29, 2021 to December 31, 2021.

	2023		2022		2021
Total revenues	\$	Nil	\$	Nil	\$ Nil
Net loss and comprehensive loss	\$	(71,024)	\$	(77,268)	\$ (144,726)
Net loss per share (basic and diluted) ¹	\$	(0.01)	\$	(0.01)	\$ (0.02)
Total assets	\$	681,769	\$	753,939	\$ 832,130
Total liabilities	\$	22,106	\$	23,252	\$ 24,175

¹ The basic and diluted loss per share calculation results in the same value due to the net loss and resulting anti-dilutive effect of outstanding options and warrants.

6. RESULTS OF OPERATIONS

Three months and year ended December 31, 2023 and 2022

Professional fees

Professional fees, which are comprised of accounting, audit and legal fees, were \$9,209 in the three months ended December 31, 2023 (2022 – \$9,865) and \$63,476 in the year ended December 31, 2023 (2022 – \$71,276).

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Loss and comprehensive loss

The net loss and comprehensive loss in the three months ended December 31, 2023 was \$10,313 (2022 – \$11,893) and \$71,024 in the year ended December 31, 2023 (2022 – \$77,268).

The net loss per common share was \$nil for the three months ended December 31, 2023 and 2022 and \$0.01 for the year ended December 31, 2023 and 2022. The net loss per common share is based on the loss attributable to common shareholders and the weighted average number of common shares outstanding in each period. The effect of the conversion of stock options and warrants would be anti-dilutive, making the basic and diluted loss per share equal.

7. QUARTERLY FINANCIAL RESULTS

The following table sets out financial information for the last eight quarters.

Three Months Ended				
2023	December 31	September 30	June 30	March 31
Revenue	\$ nil	\$ nil	\$ nil	\$ nil
Net loss and comprehensive loss	\$ (10,313)	\$ (32,639)	\$ (15,115)	\$ (12,957)
Net loss per share, basic and diluted ¹	\$ nil	\$ nil	\$ nil	\$ nil

2022	December 31	September 30	June 30	March 31
Revenue	\$ nil	\$ nil	\$ nil	\$ nil
Net loss and comprehensive loss	\$ (11,893)	\$ (11,825)	\$ (40,971)	\$ (12,579)
Net loss per share, basic and diluted ¹	\$ nil	\$ nil	\$ nil	\$ nil

¹ The basic and diluted loss per share calculation results in the same value due to the net loss and resulting anti-dilutive effect of outstanding options and warrants.

8. LIQUIDITY AND CAPITAL RESOURCES

Working capital

As at December 31, 2022, the Company had no debt and working capital totaled \$659,663 (2022 – \$730,687).

The Company funds its activities through equity financing. To date, the Company raised \$380,000 in initial seed financing, \$400,000 pursuant to the IPO described above and \$200,000 with the concurrent non-brokered private placement through the issuance of common shares. The Company intends to use the proceeds from these financings to fund its operations, which at this time principally consists of identifying and completing a Qualifying Transaction. The current cash on hand as at December 31, 2023 of \$669,394 (2022 – \$744,697) is expected to be sufficient to meet the Company's liquidity requirements. However, upon completion of the Qualifying Transaction, additional capital may be necessary.

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The Company does not generate revenue from operations and incurred a net loss of \$10,313 for the three months ended December 31, 2023 (2022 – \$11,893) and a net loss of \$71,024 for the year ended December 31, 2023 (2022 – \$77,268). The Company believes that its working capital will provide the Company with sufficient cash resources to meet its obligations for at least twelve months from the end of the reporting period. As the Company has no revenues, its ability to continue as a going concern is dependent on its ability to complete a Qualifying Transaction.

9. RELATED PARTY TRANSACTIONS

Key management personnel consist of officers and directors of the Company. No compensation was paid to key management personnel in the year ended December 31, 2023 or 2022, other than the share-based payments described above.

10. PROPOSED TRANSACTIONS AND OFF-BALANCE SHEET ARRANGEMENTS

There are no proposed transactions or off-balance sheet arrangements that have, or are reasonably likely to have, an effect on the results of operations or financial condition of the Company.

11. OPERATING RISKS AND UNCERTAINTIES

Management of capital

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and ensure sufficient liquidity in order to remain a reporting issuer and upon successful attainment of its status as a CPC until it completes a Qualifying Transaction so that it can provide adequate returns for shareholders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital as total shareholders' equity. The Company is not subject to any externally imposed capital requirements other than the cash restriction disclosed in the section entitled "Cash restriction". There were no significant changes in the Company's approach to capital management during the period ended December 31, 2023.

Financial instruments and risk management

The Company's activities may expose it to a variety of financial risks: fair values, credit risk, liquidity risk and market risk (including interest rate risk). The Board of Directors provides regular guidance for overall risk management.

Fair values

As at December 31, 2023, the Company's financial instruments consist of cash and cash equivalents and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

The Company is exposed in varying degrees to a number of risks arising from financial instruments. Management's involvement in the operations allows for the identification of risks and variances from expectations. The Company does not participate in the use of financial instruments to mitigate these risks. The Board approves the risk management processes. The Board's main objectives for managing risks are to ensure liquidity, the fulfillment of obligations, the search for a Qualifying Transaction, and to limit exposure to credit and market risks.

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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 obligations. The Company is exposed to credit risk through its cash balance which is held at a Canadian financial institution. The Company believes its exposure to credit risk is not significant.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Management believes the Company had no significant exposure to interest rate risk through its financial instruments as at December 31, 2023.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements. The Company coordinates this planning and budgeting process with its financing activities through the capital management process described in the section entitled "Risks and uncertainties – Management of capital", in normal circumstances. The Company's accrued liabilities have contractual maturities of less than 30 days and have normal trade terms.

Risks and uncertainties

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 at www.sedar.com.

12. DISCLOSURE OF CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company has filed a Venture Issuer Basic Certificate with respect to the financial information contained in the audited financial statements for the year ended December 31, 2023 and 2022 and this accompanying MD&A.

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, the reader should refer to the Venture Issuer Basic Certificate filed by the Company on SEDAR at www.sedar.com.

13. INVESTOR RELATIONS

Until completion of a Qualifying Transaction, neither the Company nor any party on behalf of the Company will engage the services of any person to provide investor relation activities or market making services.

14. ADDITIONAL INFORMATION

Information about the Company and its operations can be obtained from its head office located at: Suite 835 – 1100 Melville Street, Vancouver, BC, V6E 4A6, or under the Company's profile at www.SEDAR.com.

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Shareholder Information

Board of Directors and Officers

Darren Seed, Director and
Chief Executive Officer, Chief Financial Officer
and Secretary

David Demers, Director

Issa Nakhleh, Director

Auditors

PricewaterhouseCoopers LLP
PricewaterhouseCoopers Place
250 Howe Street, Suite 1400
Vancouver, BC, Canada
V6C 3S7

Transfer agent

Olympia Trust Company
925 West Georgia Street, Suite 1900
Vancouver, BC,
V6C 3L2