TRAIL BLAZER CAPITAL CORP.

Management Discussion and Analysis
(Expressed in Canadian Dollars)

For the years ended March 31, 2024 and 2023

This management's discussion and analysis ("**MD&A**") is management's interpretation of the financial condition and results of operations of Trail Blazer Capital Corp. ("**Trail Blazer**" or the "**Company**") for the fiscal year ended March 31, 2024. This MD&A should be read in conjunction with the audited financial statements of the Company for the fiscal years ended March 31, 2024 and 2023, prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This MD&A complements and supplements, but does not form part of, the Company's financial statements.

This MD&A contains forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language on page 8. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

All dollar amounts contained herein are expressed in Canadian dollars unless otherwise indicated. This MD&A has been prepared as of July 16, 2024.

BUSINESS OVERVIEW

Background

Trail Blazer was incorporated under the British Columbia Business Corporations Act on January 6, 2021. The Company's registered office is located at Suite 2200 – 885 West Georgia Street, Vancouver, BC, V6C 3E8.

The Company was formed for the primary purpose of completing an initial public offering on the TSX Venture Exchange ("**Exchange**") as a Capital Pool Company ("**CPC**") as defined in Policy 2.4 ("**Policy**") of the Exchange. As a CPC, the Company's principal business is to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with the Policy.

The Company completed its initial public offering ("**Offering**") on November 12, 2021, whereby it issued 5,000,000 common shares at a price of $0.10 per common share for gross proceeds of $500,000. The Company incurred cash share issuance costs of $65,681 in connection with the Offering and issued 500,000 finder's common share purchase warrants exercisable at a price of $0.10 per share expiring on November 12, 2024. On November 12, 2021, the Company granted 1,000,000 stock options exercisable at $0.10 for a period of 5 years from the grant date.

As at March 31, 2024, the Company had cash and cash equivalents of $1,105,116 (March 31, 2023 – $1,160,474), working capital of $1,109,148 (March 31, 2023 - $1,144,888) and an accumulated deficit of $264,547 (March 31, 2023 - $228,807).

Trail Blazer commenced trading on the Exchange on November 16, 2021, under the trading symbol "TBLZ.P".

Additional information relating to the Company is on its SEDAR+ profile at www.sedarplus.ca.

Qualifying Transaction

Trail Blazer intends to identify and evaluate businesses and assets with a view to completing a qualifying transaction as defined in the Policy. Until the 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 potential qualifying transaction. Where an acquisition or participation is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the Company's ability to obtain additional financing. There is no assurance that the Company will identify a business or asset that warrants acquisition or participation under the policies of the Exchange. In addition, the Company is expected to incur losses for the foreseeable future. These events and circumstances may cast doubt as to the Company's ability to continue as a going concern. However, management believes that funding will be available to the Company, when required, and cash and cash equivalents on hand as at March 31, 2024 is sufficient to fund operations for the next twelve months. Accordingly, management believes the going concern risk is mitigated.

ANNUAL FINANCIAL INFORMATION

The selected financial information below are derived from the Company's audited financial statements for the years ended March 31, 2024 and 2023, prepared in accordance with IFRS.

	Years ended	
	March 31, 2024	March 31, 2023
Total revenue	$ -	$ -
Operating expenses	82,613	54,125
Other expenses (income)	(46,873)	(7,060)
Net loss and comprehensive loss	35,740	47,065
Basic and diluted loss per common share	0.00	0.00

	March 31, 2024	March 31, 2023
Cash and cash equivalents	$ 1,105,116	$ 1,160,474
Interest receivable	16,847	7,060
Prepaids	6,875	-
Total assets	1,128,838	1,167,534
Current financial liabilities	19,690	22,646
Shareholders' equity	1,109,148	1,144,888

FINANCIAL REVIEW

Trail Blazer had $1,105,116 in cash and cash equivalents as at March 31, 2024 compared to $1,160,474 as at March 31, 2023. The decrease in cash and cash equivalents was due to cash used to fund corporate administrative and overhead costs during the year ended March 31, 2024.

Liabilities decreased from $22,646 as at March 31, 2023, to $19,690 as at March 31, 2024. This decrease is mainly due to the timing of general and administrative expenses and filing fees.

Shareholders' equity decreased from $1,144,888 as at March 31, 2023, to $1,109,148 as at March 31, 2024. This decrease is directly attributable to losses from operations.

For a discussion of the factors affecting the Company's losses see "Results of operations" and "Summary of quarterly results" below.

Results of operations

The Company incurred a net loss and comprehensive loss of $35,740 during the year ended March 31, 2024 as compared to a net loss and comprehensive loss of $47,065 for the year ended March 31, 2023.

This favourable decrease in loss of $11,325 from the prior year was the result of a (i) $39,813 increase in interest earned on its cash and cash equivalents; (ii) $7,120 decrease in professional fees; and (iii) $5,732 decrease in transfer agent and filing fees; partially offset by a $41,340 increase in general and administrative expenses.

The increase in general and administrative expenses resulted from a one-time retroactive payment for accounting and corporate secretarial services provided to the Company since its Exchange listing in November 2021, and for which the Company was not previously invoiced.

Summary of quarterly results

The following table provides a summary of financial data for the Company's most recent eight quarters derived from the Company's audited financial statements and unaudited condensed interim financial statements prepared in accordance with IAS 34:

	Quarter ended	Income	Net income (loss) and comprehensive income (loss)	Basic and diluted income (loss) per common share
2024 Q4	March 31, 2024	$ 13,937	$ (50,340)	$ (0.00)
2024 Q3	December 31, 2023	12,291	6,869	0.00
2024 Q2	September 30, 2023	10,889	2,674	0.00
2024 Q1	June 30, 2023	9,756	5,057	0.00
2023 Q4	March 31, 2023	7,060	(20,015)	(0.00)
2023 Q3	December 31, 2022	-	(3,914)	(0.00)
2023 Q2	September 30, 2022	-	(15,236)	(0.00)
2023 Q1	June 30, 2022	-	(7,900)	(0.00)

The primary factors affecting the variations of the Company's income and losses are as follows:

- During the quarter ended March 31, 2024, the Company incurred a net loss and comprehensive loss of $50,340 as a result of increased general and administrative expenses for a one-time historic payment for accounting and corporate secretarial services provided to the Company in prior periods.
- During the quarter ended December 31, 2023, the Company earned a net income and comprehensive income of $6,869 as a result of interest earned on its cash and cash equivalents, offset by normal operating expenses. The Company earned interest income of $12,291 during the quarter.
- During the quarter ended September 30, 2023, the Company earned a net income and comprehensive income of $2,674 as a result of interest earned on its cash and cash equivalents, offset by normal operating expenses. The Company earned interest income of $10,889 during the quarter.
- During the quarter ended June 30, 2023, the Company earned a net income and comprehensive income of $5,057 as a result of interest earned on its cash and cash equivalents, offset by normal operating expenses. The Company earned interest income of $9,756 during the quarter.
- During the quarter ended March 31, 2023, the Company incurred a net loss and comprehensive loss of $20,015 as a result of net expenses incurred for normal operating activities. The Company earned interest income of $7,060 on its cash and cash equivalents during the quarter.
- During the quarter ended December 31, 2022, the Company incurred a net loss and comprehensive loss of $3,914 as a result of expenses incurred for normal operating activities.
- During the quarter ended September 30, 2022, the Company incurred a net loss and comprehensive loss of $15,236 as a result of expenses incurred for normal operating activities.
- During the quarter ended June 30, 2022, the Company incurred a net loss and comprehensive loss of $7,900 as a result of expenses incurred for normal operating activities.

LIQUIDITY AND CAPITAL RESOURCES

The Company's financial statements for the fiscal year ended March 31, 2024 have been prepared on a going concern basis, which assumes that the Company will continue in operation in the foreseeable future and will be able to realize its assets and settle its liabilities in the normal course of business. As at March 31, 2024, the Company had cash and cash equivalents of $1,105,116 (2023 - $1,160,474) and its current assets exceeded its current liabilities by $1,109,148 (2023 - $1,144,888).

During the year ended March 31, 2024, the Company purchased $1,075,000 in guaranteed investment certificates that are cashable at any time and earn interest at a fixed interest rate of 5.2%. As at March 31, 2024, the Company recorded interest receivable of $16,847 (2023 – $7,060). During the year ended March 31, 2024, the Company recorded interest income of $46,873 (2023 - $7,060).

The Company does not generate revenue except for interest income earned on its cash and cash equivalents. It has incurred losses and negative cash flows from operations since inception and had an accumulated deficit of $264,547 as at March 31, 2024 (2023 - $228,807).

There is no assurance that the Company will have sufficient financing to meet its future capital requirements. Management, however, believes that funding will be available to the Company, when required, and cash and cash equivalents on hand as at March 31, 2024 is sufficient to fund operations for the next twelve months.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties consist of its key management personnel, including its directors and officers.

During the normal course of business, the Company enters into transactions with its related parties that are considered to be arm's length transactions and made at normal market prices and on normal commercial terms.

During the years ended March 31, 2024 and 2023, the Company did not issue common shares or stock options to officers or directors of the Company.

During the year ended March 31, 2024, the Company incurred consulting fees of $53,235 (2023 - $12,610) and reimbursable expenses of $1,839 (2023 - $1,873) paid to a company controlled by a family member of one of its directors. These consulting fees are included in general and administrative costs on the statement of loss and comprehensive loss. The reimbursable expenses are included in transfer agent, regulatory and filing fees on the statement of loss and comprehensive loss.

As at March 31, 2024, the Company had $2,310 (2023 – nil) due to a company controlled by a family member of one of its directors.

FOURTH QUARTER

		March 31, 2024		March 31, 2023
EXPENSES				
General and administrative	$	44,687	$	3,397
Professional fees		16,908		16,500
Consulting		-		488
Transfer agent, regulatory and filing fees		2,682		6,690
Operating expenses		64,277		27,075
OTHER EXPENSES (INCOME)				
Interest income		(13,937)		(7,060)
Net loss and comprehensive loss	$	50,340	$	20,015

The Company incurred a net loss and comprehensive loss of $50,340 during the three months ended March 31, 2024 compared to $20,015 for the same period in 2023, an increase of $30,325. The increase is primarily due to a one-time retroactive payment in the fourth quarter for consulting services received in prior periods.

CRITICAL JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The critical judgments and estimates that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the audited financial statements for the year ended March 31, 2024 are consistent with those applied in the preparation of the Company's audited financial statements for the year ended March 31, 2023 and include the following:

<u>Critical judgments</u>

The critical judgments, apart from those involving estimations, that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements are as follows:

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures and meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Key sources of estimation uncertainty

Material accounting judgments

The critical judgments apart from those involving estimations, that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements are as follows:

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures and meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

PROPOSED TRANSACTIONS

On April 8, 2024, the company signed a non-binding letter of intent with Good Purpose Investments Inc. ("**GPI**"). GPI operates a business involved in the manufacturing, marketing and distribution of textiles derived from recycled plastics, with operations located in Shanghai, Hong Kong, Dubai and Amsterdam. In accordance with the terms of the letter of intent, the Company will establish a wholly-owned subsidiary which will amalgamate with GPI (the "**Transaction**"), following which the resulting amalgamated entity will continue as a wholly-owned subsidiary of the Company. The Transaction constitutes a "Qualifying Transaction" for the Company under the policies of the Exchange.

In accordance with the terms of the Transaction, the Company will consolidate (the "**Consolidation**") its common share capital on a one for one-and-one-half basis. The holders of the existing share capital of GPI will receive one post-Consolidation common share of the Company for every common share of GPI previously held.

In connection with the entering into of the letter of intent, the Company signed a loan agreement on April 15, 2024 to advance a working capital loan to GPI in the principal amount of $250,000 (the "**Bridge Loan**"). Funds for the Bridge Loan have now been advanced to GPI. The Bridge Loan is secured by a general charge over all of the assets of GPI and will bear interest at a rate of 5.0% per annum. In the event the parties elect not to proceed with the Transaction, and the letter of intent is terminated, GPI will arrange for repayment of the Bridge Loan, and all accrued interest, within six months following termination. The proceeds from the Bridge Loan will be utilized to satisfy expenses associated with the Transaction, and for the general working capital purposes of GPI.

Closing of the Transaction is subject to a number of conditions, including completion of satisfactory due diligence, entering into of a definitive agreement, completion of the Bridge Loan and the financing, the Company having positive working capital of no less than $750,000 after deducting the Bridge Loan and before all costs and expenses associated with the transaction, the Company having completed the Consolidation, the Company having adopted a new name acceptable to GPI, the Company having reconstituted its board of directors and management to consist of nominees of GPI, approval of the Exchange and satisfaction of other closing conditions as are customary in transactions of this nature. There can be no assurance that the Transaction will be completed as proposed or at all.

NEW ACCOUNTING STANDARDS AND ACCOUNTING STANDARDS NOT YET EFFECTIVE

The Company did not adopt any new accounting standards during the year ended March 31, 2024.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at March 31, 2024 or as at the date hereof.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Classifications

The Company's financial assets and liabilities are classified as follows:

	March 31, 2024	March 31, 2023
Financial assets:		
Fair value through profit and loss		
Cash and cash equivalents	$ 1,105,116	$ 1,160,474
Amortized cost		
Interest receivable	16,847	7,060
Financial liabilities:		
Amortized cost		
Accounts payable	$ 472	$ 6,146

Fair value information

The fair value of the Company's cash and cash equivalents, interest receivable and accounts payable approximate their carrying amounts due to the short-term nature of these instruments.

IFRS 7 *Financial Instruments: Disclosures* establishes a fair value hierarchy that reflects the significance of inputs used in measuring fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in 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 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

At March 31, 2024, the Company had no financial assets measured and recognized on the statement of financial position at fair value belonging in Level 2 or Level 3 of the fair value hierarchy. Cash and cash equivalents and interest receivable are measured using Level 1 inputs.

Financial instrument risk exposure

The Company's financial instruments expose the Company to certain financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. At March 31, 2024, the Company was exposed to credit risk on its cash and cash equivalents. The Company's cash and cash equivalents is held with a high credit quality financial institution in Canada, therefore minimizing the Company's credit risk. Accordingly, the Company's management considers its exposure to credit risk to be low.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining adequate cash and managing its capital and expenditures.

As at March 31, 2024, the Company had cash and cash equivalents of $1,105,116 and current liabilities of $19,690. The Company has sufficient cash to meet its current liabilities at March 31, 2024. The Company assessed its liquidity risk as low as at March 31, 2024.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates.

The Company's financial assets and financial liabilities are not exposed to interest rate risk due to their short-term nature and maturity. The Company is not exposed to interest rate risk as at March 31, 2024.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that it has monetary assets and liabilities denominated in foreign currencies.

As at March 31, 2024, the Company had no exposure to foreign currency risk, as all of the balances are denominated in Canadian dollars. The Company assessed its foreign currency risk as low as at March 31, 2024.

OUTSTANDING SHARE CAPITAL DATA

The Company has authorized an unlimited number of common shares without par value.

As at July 16, 2024, the Company had 15,000,000 common shares issued and outstanding.

There were 3,620,000 common shares held in escrow as of July 16, 2024 and will be released under the following terms: 25% at the date of completion of the qualifying transaction and 25% to be released from escrow every six months thereafter.

As at July 16, 2024, the Company had 500,000 warrants and 1,000,000 stock options outstanding, all of which are exercisable at $0.10 into one common share of the Company. The warrants and stock options expire on November 12, 2024 and November 12, 2026, respectively.

RISKS AND UNCERTAINTIES

The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Company does not own any ongoing business operations and has no assets other than cash and cash equivalents. Although the Company has identified a proposed qualifying transaction, its completion is subject to a number of closing conditions. There can be no assurance that this transaction will be completed as proposed or at all or that the Company will identify and successfully negotiate the acquisition of any potential corporations, properties, assets or businesses, or any interests therein, nor that any such opportunities or businesses acquired will be profitable.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. With respect to forward-looking information contained herein, the Company has applied several assumptions including, but not limited to that any additional financing needed will be available on reasonable terms; that the Company's other corporate activities will proceed as expected and that general business and macro-economic conditions will not change in a materially adverse manner. The statements reflect the current beliefs of the management of the Company and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. Such risks include, among others, the risks set out under the heading "Financial Instruments and Risk Management" in this MD&A.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.sedarplus.ca.