DGL INVESTMENTS NO. 1 INC.

(A CAPITAL POOL COMPANY)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Six Months Ended April 30, 2025

(Expressed in Canadian Dollars)

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BACKGROUND

This Management Discussion and Analysis ("MD&A") of DGL Investments No. 1 Inc.'s ("DGL" or the "Company") financial position and results of operations for six months ended April 30, 2025 is prepared as at June 23, 2025. This MD&A should be read in conjunction with the unaudited condensed interim financial statements for the six months ended April 30, 2025 and the supporting notes and the annual management discussion and analysis for the year ended October 31, 2024. The unaudited condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to DGL's activities can be found on SEDAR+ at www.sedarplus.ca.

FORWARD-LOOKING INFORMATION

This discussion contains "forward-looking statements" that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

This MD&A may contain forward-looking statements that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein.

Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

COMPANY OVERVIEW

DGL was incorporated on January 14, 2021 and was listed on the TSX Venture Exchange ("Exchange") on August 26, 2021 as a capital pool company ("CPC") under Exchange Policy 2.4.

The principal business of the Company is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Company has not commenced commercial operations and has no assets other than cash. The Company's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses for a QT, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

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 Company. These restrictions apply until completion of a QT by the Company as defined under Exchange Policy 2.4.

The head office and the registered head office of the Company is located at Suite 2000, 1111 West Georgia Street Vancouver, B.C. V6E 4G2.

SELECTED INFORMATION

	For the six months ended		
	April 30, 2025	**April 30, 2024**	**April 30, 2023**
	$	**$**	**$**
Finance income	-	-	-
Operating expenses	55,316	87,876	40,744
Net loss and comprehensive loss	(55,316)	(87,876)	(40,744)
Basic and diluted loss per share	(0.01)	(0.02)	(0.01)

As at:	**April 30, 2025**	**October 31, 2024**	**October 31, 2023**
	$	**$**	**$**
Working capital (deficiency)	(92,887)	(37,571)	68,850
Total assets	58,382	66,780	113,036
Long-term financial liabilities	Nil	Nil	Nil
Share capital	305,382	305,382	305,382
Accumulated deficit	(445,522)	(390,206)	(283,785)
Cash dividend per share	Nil	Nil	Nil

The fluctuation in operating expenses and corporate costs is attributable to variations in various expense items, such as accounting fees, audit and tax fees, legal fees, regulatory and filing fees and share-based payments, which occur due to the administrative, fund-raising activities and the initial public offering occurring during a particular period and to the availability of funds in those periods to pay for those activities. There is no seasonality to these variations, nor are they indicative of any trend. As the Company went through the initial public offering during the period ended October 31, 2021, the Company is still actively seeking an asset or business for future investment that would constitute the Company's qualifying transaction. The decrease in net loss during the six months ended April 30, 2025 compared to six months ended April 30, 2024 was mainly due to the expiration of the non-binding letter of intent the Company entered into with the proposed business to acquire as its QT (refer to the audited financial statements for the year ended October 31, 2024).

SUMMARY OF QUARTERLY INFORMATION

	Three months ended			
	April 30, 2025	**January 31, 2025**	**October 31, 2024**	**July 31, 2024**
	$	**$**	**$**	**$**
Finance income (expenses)	-	-	-	-
Operating expenses	34,748	20,568	9,421	9,124
Net loss	(34,748)	(20,568)	(9,421)	(9,124)
Basic and diluted loss per share	(0.01)	(0.00)	(0.00)	(0.00)

	Three months ended			
	April 30, 2024	**January 31, 2024**	**October 31, 2023**	**July 31, 2023**
	$	**$**	**$**	**$**
Finance income (expenses)	-	-	-	-
Operating expenses	33,233	54,643	15,641	11,445
Net loss	(33,233)	(54,643)	(15,641)	(11,445)
Basic and diluted loss per share	(0.01)	(0.01)	(0.00)	(0.00)

None of the variations in net loss reported in the previous periods were unusual or indicative of any trend with respect to the future when the Company seeks a business to acquire as its qualifying transaction. Fluctuations reported were the result of the level of activity of the Company in each given reporting period. The increase in net loss during the three months ended April 30, 2025 and January 31, 2024 was mainly due to the non-binding letter of intent the Company entered into with the proposed business to acquire as its QT.

RESULTS OF OPERATIONS

Three months ended April 30, 2025 and 2024

During the three months ended April 30, 2025, the Company recorded a net loss of $34,748, representing an increase of $1,515 compared to $33,233 during the three months ended April 30, 2024.

The increase in net loss during the three months ended April 30, 2025, is primarily due to the increase in accounting fees.

Accounting fees were $8,000 during the three months ended April 30, 2025 versus $5,500 during the three months ended April 30, 2024. The change in accounting fees was mainly due to the increase in professional services provided by Quantum Advisory Partners LLP (related party) for the provision of financial reporting, accounting and transaction support services.

Legal fees were $9,690 during the three months ended April 30, 2025 versus $13,120 during the three months ended April 30, 2024. The change in legal fees was mainly due to a decrease in services for corporate and general matters and the proposed transaction provided by David Smalley Law Corp. (related party).

Six months ended April 30, 2025 and 2024

During the six months ended April 30, 2025, the Company recorded a net loss of $55,316, representing a decrease of $32,560 compared to $87,876 during the six months ended April 30, 2024.

The decrease in net loss during the six months ended April 30, 2025, is primarily due to the decrease in legal fees.

Accounting fees were $17,750 during the six months ended April 30, 2025 versus $13,600 during the six months ended April 30, 2024. The change in accounting fees was mainly due to the increase in professional services provided by Quantum Advisory Partners LLP (related party) for the provision of financial reporting, accounting and transaction support services.

Legal fees were $13,956 during the six months ended April 30, 2025 versus $53,193 during the six months ended April 30, 2024. The change in legal fees was mainly due to a decrease in services for corporate and general matters and the proposed transaction provided by David Smalley Law Corp. (related party).

LIQUIDITY / CAPITAL RESOURCES

Working capital and cashflow

As at April 30, 2025, the Company had cash of $56,726 (October 31, 2024 – $66,362), current liabilities of $151,269 (October 31, 2024 – $104,351) and working capital deficiency of $92,887 (October 31, 2024 – working capital deficiency of $37,571).

OUTSTANDING SHARE DATA

As of April 30, 2025 and October 31, 2024, there were 5,000,000 common shares issued and outstanding with a value of $305,382.

Escrow shares

On July 21, 2021, the Company entered into an escrow agreement, whereby common shares will be held in escrow and are scheduled for release as follows:

- Date of Final QT Exchange Bulletin: 625,000 common shares
- Date 6 months following Final QT Exchange Bulletin: 625,000 common shares
- Date 12 months following Final QT Exchange Bulletin: 625,000 common shares
- Date 18 months following Final QT Exchange Bulletin: 625,000 common shares

During the six months ended April 30, 2025

- No share capital transactions occurred.
- No warrants were granted, exercised or cancelled.
- No options were granted, exercised or cancelled.

As of the date of this MD&A, the Company had:

- 5,000,000 common shares issued and outstanding;
- 500,000 stock options with exercise prices of $0.05 and $0.10.

RELATED PARTY TRANSACTIONS

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole.

The Company's related parties as defined by IAS 24, Related Party Disclosures, include the following directors, executive officers, key management personnel, and enterprises which are controlled by these individuals:

Related Party	Relationship
Gurpreet Sangha	CEO, President and Director
Alnesh Mohan	CFO and Director
Luis Goyzueta	Director
Larry Doan	Director
David Smalley	Corporate Secretary, former Director and former Assistant Corporate Secretary
Andrew Hunter	Former Corporate Secretary
David Smalley Law Corp.	A private company of which the Corporate Secretary is the principal
Quantum Advisory Partners LLP	A partnership in which the CFO is a partner

The following table discloses the total compensation incurred to the Company's key management personnel during the six months ended April 30, 2025 and 2024:

	For the six months ended	
	April 30, 2025	**April 30, 2024**
	$	**$**
Alnesh Mohan, CFO and Director		
Accounting fees (1)	17,750	13,600
	17,750	**13,600**
David Smalley, Corporate Secretary		
Legal fees (2)	13,956	53,193
	13,956	**53,193**
TOTAL	**31,706**	**66,793**

(1) Paid to Quantum Advisory Partners LLP. Fees were paid for provision of financial reporting, accounting support and transaction support services.
(2) Paid to David Smalley Law Corp.

The balances due to the Company's directors and officers included in accounts payable and accrued liabilities as at April 30, 2025 are as follows:

- Quantum Advisory Partners LLP – $28,776 (October 31, 2024 –$10,138); and
- David Smalley Law Corp –$93,168 (October 31, 2024 – $79,373).

These amounts are unsecured, non-interest bearing and are due on demand.

There were no other transactions with related parties and no remuneration was paid to key management personnel for the six months ended April 30, 2025 and 2024.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

PROPOSED TRANSACTIONS

On April 10, 2025, the Company entered into a non-binding letter of intent (the "LOI") with REP Group Limited ("REP") and Perspectives Productions Limited ("Perspectives", and together with REP, the "Targets"), pursuant to which the Company and the Targets intend to complete a business combination (the "Transaction") to form a company (the "Resulting Issuer") and pursuant to which the businesses of the Targets will become the business of the Resulting Issuer.

Pursuant to the proposed Transaction:

I. DGL will consolidate all of its issued and outstanding common shares at a ratio such that the issued and outstanding common shares of DGL shall be reduced to approximately 2,273,141 shares (the "Consolidation");

II. the Resulting Issuer will issue that number of shares of the Resulting Issuer, in one or more classes to be determined (the "Resulting Issuer Shares"), proportionally to the current holders of REP and Perspectives common shares (the "Target Shares") that collectively have the economic equivalent and voting power of approximately 13,638,844 common shares of the Resulting Issuer, such that the Resulting Issuer Shares are issued on a one-to-one basis for the post-adjusted Target Shares; and

III. either DGL, REP, or Perspectives intends to complete a private placement (the "Financing") to close prior to or concurrently with the closing of the Transaction, for aggregate gross proceeds of not less than GBP £1,000,000 (approximately CAD $1,800,000) at a price commensurate with market conditions. Additional Resulting Issuer Shares will be issued to acquire the securities issued in the Financing.

The Resulting Issuer Shares will be issued at a price per share equivalent to the closing trading price of the common shares of DGL on the TSX Venture Exchange (the "Exchange") on April 11, 2025, adjusted to reflect the Consolidation. Where there are outstanding stock options, warrants, and other convertible or exchangeable securities of REP or Perspectives at the time of closing of the Transaction, such securities will be exchanged for stock options, warrants, and other convertible or exchangeable securities of the Resulting Issuer on an equivalent economic basis.

It is a condition precedent to entering into a definitive agreement that commitments for the minimum amount of the Financing be received by June 30, 2025.

It is intended that the Transaction, when completed, will constitute DGL's Qualifying Transaction ("QT") in accordance with Policy 2.4 – Capital Pool Companies of the Exchange.

CRITICAL ACCOUNTING ESTIMATES

The financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, the financial statements have been prepared using the accrual basis of accounting except for cash flow information.

NEW ACCOUNTING STANDARDS

There were no new or amended IFRS pronouncements effective November 1, 2024 that impacted the Company's unaudited condensed interim financial statements for the six months ended April 30, 2025.

FINANCIAL INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in note 6 of our unaudited condensed interim financial statements for the six months ended April 30, 2025. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the consolidated financial statements for the year ended October 31, 2024.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with IFRS and Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

RISKS AND UNCERTAINTIES

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. The Company has not been significantly impacted by the spread of COVID-19. However, the ongoing COVID-19 pandemic, inflationary pressures, rising interest rates, the global financial climate and the conflicts in Ukraine and the Middle East are affecting current economic conditions and increasing economic uncertainty, which may impact the Company's operating performance, financial position, the Company's ability to raise funds at this time and to complete a QT as required by the Exchange's policies.

Investment in the common shares must be regarded as highly speculative due to the nature of the Company's business and its present stage of development.