PC 1 CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD ENDED APRIL 30, 2025

DATED JUNE 23, 2025

Disclosure Regarding Forward-Looking Statements

This Management Discussion and Analysis contains forward-looking statements that include risks and uncertainties that are disclosed under the section Risk Factors. Other factors that could affect actual results are uncertainties pertaining to government regulations, both domestic as well as foreign, and the changes within the capital markets. Other risks may be disclosed from time to time in PC 1 Corp.'s public disclosures.

PC 1 Corp.
Management's Discussion and Analysis
Table of Contents

Unless otherwise indicated, in this Management's Discussion and Analysis ("**MD&A**") all references to "**dollar**" or the use of the symbol "**$**" are to the Canadian Dollar.

The preparation of the financial statements are in conformity with Canadian Generally Accepted Accounting Principles ("**CGAAP**") that have been revised to incorporate International Financial Reporting Standards ("**IFRS**") and requires management to make assumptions that affect the reported amounts of assets, liabilities and expenses in addition to the disclosure of contingent liabilities at the date of the financial statements and reporting amounts. PC 1 Corp. ("PC1" or the "**Corporation**") bases its estimates on historical experience, current trends and various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ and will most likely differ from those estimates.

Forward Looking Statements

This MD&A may contain forward looking-statements with respect to financial performance strategy and business conditions. The words believe "anticipate", "could", "estimate", "expect", "intend", "may", "plan", "project", "will", "would", "aim" and similar expressions are intended to identify forward-looking statements although not all forward-looking statements contained these identifying words. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks and uncertainties. Many factors could cause our actual results, performance or achievements to be materially different from future results, performance or achievements that may be expressed or implied by such forward-looking statements. Factors that may cause such differences include, but that are not limited to, General economic and market conditions, investment performance, Global and domestic financial markets, the competitive industry environment, legislative and regulatory changes, technology development, catastrophic events and other business risks. The reader is caution against undue reliance on these forward-looking statements. Although the forward looking-statements contained in this MD&A are based upon what management currently believe to be reasonable assumptions, we cannot assure that actual results, performance or achievements will be consistent with such statements. The forward-looking statements are as of the date of this MD&A and will only be updated or revised where required by applicable laws. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Non-IFRS Financial Measures

We measure our business using a number of key performance indicators that are not measurements in accordance with IFRS and should not be considered as an alternative to Net income or any other measure of performance under IFRS. Non-IFRS financial measures do not have standardized meanings prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers. We believe that the key performance indicators are importance for a more meaningful presentation of our results of operations.

Working Capital

The working capital is calculated by subtracting our current liabilities from our current assets, for which we include loans and investments that mature within 12 months. Our method of calculating the current assets and working capital may differ from methods used by other issuers and, accordingly, our current assets and working capital may not be comparable to similarly-titled measures used by other issuers.

ITEM 1 - Overview

The Corporation plans to list its common shares on the TSX Venture Exchange (the "**Exchange**") for trading under the symbol PCAA.P upon the completion of its initial public offering ("**IPO**") as disclosed in a prospectus filed with the securities regulators and dated October 19, 2021 (the "**Prospectus**").

The Corporation is be classified as a Capital Pool Company as described in the policies of the Exchange. As a result, the Corporation's current business is to identify and evaluate business and assets with a view to completing a Qualifying Transaction, as described in the policies of the Exchange. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a non-arm's length Qualifying Transaction must also receive majority of the minority approval in accordance with policies of the Exchange. The Corporation has not conducted commercial operations and will not enter into discussions for the purpose of identifying potential acquisitions or interest until after the IPO. The Corporation is not specifically considering a company, asset or business in any specific business or industry sector, or in any particular geographical area, and the Corporation anticipates reviewing companies, assets and businesses in a broad range of industry sectors and geographical areas.

Until completion of a Qualifying Transaction, the Corporation 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. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described in the Corporation's prospectus, the funds raised pursuant to the IPO and 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.

Although the Company continues to search for a potential acquisition with a view of completing a Qualifying Transaction, there is no assurance that such a transaction will be identified, and even if identified, the Qualifying Transaction will be successfully completed.

ITEM 2 - Selected Annual Information

The following is selected annual information for the previous three fiscal years.

		2024		2023		2022
Net revenues	$	nil	$	nil	$	nil
Net loss		(44,350)		(55,849)		(44,087)
Total assets		430,644		483,205		545,610
Long term liabilities		Nil		Nil		Nil
Loss per share		0.00		0.01		0.01
Cash dividends per share		0.00		0.00		0.00

For further audited financial information, please refer to the Corporation's audited financial statements that have been filed on SEDAR.

ITEM 3 - Results of Operations

For the periods ended July 31, 2024 and 2023, the Corporation had yet started generating any revenues.

For the fiscal period ended July 31, 2024, the Corporation incurred general and administrative fees of $28 versus $68 the year earlier for a positive variance of $40.

For the fiscal period ended July 31, 2024, the Corporation incurred consulting fees of $24,000 versus $26,000 the year earlier for a positive variance of $2,000 or 7.7%. The Corporation does not have a staff and uses outside consultants and professionals to manage its affairs. The Company uses outside professionals for these services and therefore this line item can fluctuate depending on the business activity.

For the fiscal period ended July 31, 2024, the Corporation incurred professional fees of $36,407 versus $42,318 the year earlier for a positive variance of $5,911 or 14.0% relating to its legal, accounting and auditing costs relating to its continuous financial reporting requirements.

For the fiscal period ended July 31, 2024, the Corporation incurred regulatory fees of $7,014 versus $5,941 the year earlier for a negative variance of $1,073. The costs relate to the regulators' fees relating to being public.

For the fiscal period ended July 31, 2024, the Corporation's operating loss was $67,449 versus $74,327 the year earlier for a positive variance of $6,878 or 9.3%.

For the fiscal year ended July 31, 2024, the Corporation earned $23,099 versus $18,478 the year earlier in interest income for a positive variance of $4,621 or 25%. The increase is due to the Corporation not having its excess funds fully invested in 2023.

Net loss for the fiscal year ended July 31, 2024 was $44,350 resulting in a loss per share of $0.00 based on 10,350,000 weighted average common shares outstanding – basic and diluted. Net loss for the period ended July 31, 2023, was $55,849 resulting in a loss per share of $0.01 based on 10,350,000 weighted average common shares outstanding – basic and diluted.

During the fiscal year ended July 31, 2024 and 2023, the Corporation did not have any financing activity.

As at July 31, 2024, the Corporation had a working capital in the amount of $414,342 (July 2023 - $458,692).

ITEM 4 - <u>Summary of Quarterly Results</u>

The following table sets forth, for each quarter ended on the date indicated since incorporation, information relating to the Corporation's revenue, net loss and loss per common share as prepared under Canadian GAAP.

	Revenues	Net Income (Loss)	Income/share: basic and diluted
April 30, 2025	$ —	$ (13,437)	$ (0.001)
January 31, 2025	—	(19,454)	(0.002)
October 31, 2024	—	(10,873)	(0.001)
July 31, 2024	—	(7,793)	(0.001)
April 30, 2024	—	(10,313)	(0.001)
January 31, 2024	—	(10,764)	(0.001)
October 31, 2023	—	(15,480)	(0.001)
July 31, 2023	—	(13,995)	(0.001)

<u>For the three months ended April 30, 2025, versus April 30, 2024</u>

For the three months ending April 30, 2025, the Corporation had not recorded any revenues.

For the three months ended April 30, 2025, the Corporation incurred consulting fees of $6,000 versus $6,000 the year earlier. The Corporation does not have a staff and uses outside consultants and professionals to manage its affairs.

For the three months ended April 30, 2025, the Corporation incurred professional expenses of $8,792 versus $8,627 a year earlier for a negative variance of $165 or 1.9% relating to its legal, accounting and auditing costs relating to its continuous financial reporting requirements. The Company uses outside professionals for these services, and therefore, this line item can fluctuate depending on the business activity.

For the three months ended April 30, 2025, the Corporation incurred regulatory fees of $1,761 versus $1,539 the year earlier for a negative variance of $222 or 14.4%. The Company anticipates that this line item should average just under $2,000 per quarter.

For the three months ended April 30, 2025, the Corporation had operating expenses of $16,553 versus $16.166 a year earlier period for a negative variance of $387 or 2.4%. The causes of this variance are discussed above.

For the three months ended April 30, 2025, the Corporation earned $3,116 in interest income versus $5,853 the year earlier for a negative variance of $2,737 or 46.8%. The decrease in interest income is due to the decreasing cash and cash equivalent balance combined with lower interest rates.

For the three months ended April 30, 2025, the Corporation recognized a net loss of $13,437 versus a net loss of $10,313 a year earlier for a negative variance of $3,124 or 30.3%, resulting in a loss per share of $0.001 based on 10,350,000 weighted average common shares outstanding – basic and diluted versus earnings per share of $0.001 based on 10,350,000 weighted average common shares outstanding – basic and diluted the year earlier.

<u>For the nine months ended April 30, 2025 versus April 30, 2024</u>

For the nine months ending April 30, 2025, the Corporation had not recorded any revenues.

For the nine months ending April 30, 2025, the Corporation incurred administrative and general expenses of $28 versus $28 in the year-earlier period.

For the nine months ending April 30, 2025, the Corporation incurred consulting fees of $18,000 versus $18,000 the year earlier. The Corporation does not have a staff and uses outside consultants and professionals to manage its affairs.

For the nine months ending April 30, 2025, the Corporation incurred professional expenses of $30,945 versus $30,407 a year earlier for a negative variance of $538 or 1.8%. The Company uses outside professionals for its legal and to meet its continuous financial disclosure requirements.

For the nine months ending April 30, 2025, the Corporation incurred regulatory fees of $4,954 versus $5,375 the year earlier for a positive variance of $420 or 7.8%.

For the nine months ending April 30, 2025, the Corporation had an operating loss of $53,927 versus $53,809 a year earlier for a negative variance of $118 or 0.2%.

For the nine months ending April 30, 2025, the Corporation earned $11,430 in interest income versus $17,252 the year earlier, for a negative variance of $5,822 or 33.7%.

For the nine months ending April 30, 2025, the Corporation recognized a net loss of $43,764 versus a loss of $36,557 a year earlier for a negative variance of $7,207 or 19.7%, resulting in loss per share of $0.004 based on 10,350,000 weighted average common shares outstanding – basic and diluted versus a loss per share of $0.004 based on 10,350,000 weighted average common shares outstanding – basic and diluted the year earlier.

For the nine months ending April 30, 2024, the Corporation's cash flows used in operations was $40,398 versus of 47,137, for a positive variance of $6,739.

For the nine months ending April 30, 2024, the Corporation did not have any cash flow from financing activities, nor during the year-earlier period.

For the nine months ending April 30, 2024, the Corporation did not have any cash flow from investing activities nor during the year-earlier period.

For the nine months ending April 30, 2024, the net cash flows resulted in a change in cash decreasing by $40,398 versus decreasing by $47,137 for the comparative year-earlier period for a positive variance of $6,739.

ITEM 5 - <u>Liquidity</u>

As at April 30, 2025, the Corporation had a cash and cash equivalent balance of $375,540 (July 31, 2024 - $415,938) and a working capital of $370,578 (July 31, 2025 - $414,342).

In addition to its cash on hand, the Corporation has the following options and warrants issued and outstanding:

Quantity	Type	Exercise Price	Expiry Dates
510,000	Incentive Options	$ 0.05	March 5, 2026
500,000	Incentive Options	0.10	December 2, 2026
500,000	Broker Warrants	0.10	December 2, 2026

ITEM 6 - <u>Capital Resources</u>

Upon the identification of a potential acquisition with a view to completing a Qualifying Transaction, the Corporation may, in order to finance the Corporation's future development and expansion seek, to raise additional funds until such time as cash flow from its potential acquisition is sufficient to fund internal growth. The timing and ability of the Corporation to fulfill this objective will depend on the liquidity of the financial markets as well as the willingness of investors to finance such a business. Such future financing may be completed by the issuance of the Corporation's securities.

ITEM 7 - <u>Off-Balance Sheet Arrangements</u>

As of the date of this MD&A, the Corporation does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Corporation including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

ITEM 8 - <u>Transactions With Related Parties</u>

Related party transactions include transactions with parties related by common directors and transactions with other private entities owned or controlled by officers and directors. All transactions are provided in the normal course of business and are measured at exchange amounts agreed upon by the related parties.

For the period from	February1		August 1	
to April 30,	2025	2024	2025	2024
Expenses				
Consulting Fees	$ 6,000	$ 6,000	$ 18,000	$ 18,000
Stock-based compensation (Note 5)			—	—
Included with accounts payable and accrued liabilities (Note 3)			—	—

Payments to key management

For the period from	February 1		August 1	
to April 30,	2025	2024	2025	2024

Consulting Fees	$ 6,000	$ 6,000	$ 18,000	$ 18,000

As at July 31, 2024 and April 30, 2025, no Director or Officer was indebted to the Corporation.

ITEM 9 - Proposed Transactions

As of the date of this document, there is no proposed transaction that management of the Corporation believes would require the intervention or approval of the Board of Directors of the Corporation as well as the shareholders of the Corporation.

ITEM 10 - Risk Factors

The Corporation has not yet commenced operations. The following is a brief description of some of the risks that investors should be aware of. This discussion should not be considered complete and therefore, the Corporation, its directors and officers would like to recommend that shareholders, lenders, investors and readers of this MD&A, and other documents that the Corporation may disseminate, to review their investments directly with their financial advisors.

(a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of a Qualifying Transaction;

(b) investment in the Common Shares of the Corporation is highly speculative given the proposed nature of the Corporation's business and present stage of development;

(c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;

(d) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;

(e) until completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of a potential Qualifying Transaction;

(f) the Corporation has only limited funds with which to identify and evaluate a potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;

(g) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;

(h) completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;

(i) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;

(j) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a sponsor has been retained (if required) and certain preliminary reviews have been conducted. The Common Shares of the Corporation may be reinstated to trading before the Exchange has reviewed the transaction and before the sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;

(k) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;;

(l) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

(m) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

(n) the Qualifying Transaction may be financed in whole or in part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;

(o) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to the greater of $250,000 and 20% of its working capital to a target business without shareholder approval and there can be no assurance that the Corporation will be able to recover that loan;

(p) the Corporation cannot be certain and provides no guarantee that, if the Qualifying Transaction is completed, the business acquired pursuant to the Qualifying Transaction will be profitable or ultimately benefit the Corporation and its shareholders. Neither the Exchange nor any securities regulatory authority passes on the merits of the proposed Qualifying Transaction. The Qualifying Transaction may also result in additional dilution to the Corporation's shareholders, increased debt or a change in control of the Corporation. Any failure to successfully integrate a business acquired pursuant to the Qualifying Transaction or a failure of such business to benefit the Corporation, could have a material adverse effect on the Resulting Issuer's business and results of operations; and

(q) the Corporation faces risks related to health epidemics, pandemics and other outbreaks of communicable diseases, which could significantly disrupt its ability to complete a Qualifying Transaction on a timely basis, or at all, and adversely effect its financial conditions. The Corporation's business could be adversely impacted by the effects of the COVID-19 pandemic or other epidemics and/or pandemics. In December 2019, COVID-19 emerged in China and the virus has now spread with infections being reported globally. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 to be a pandemic. The extent to which COVID-19 impacts the Corporation's ability to complete a Qualifying Transaction on a timely basis, or at all, and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the pandemic and the actions taken to contain or treat the COVID-19 pandemic (including recommendations from public health officials). In addition, the COVID-19 pandemic represents a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the Corporation and its ability to complete a Qualifying Transaction in a timely manner, or at all.

ITEM 11 - Critical Accounting Estimates

The Corporation's financial statements are impacted by the accounting policies used, as well as the estimates and assumptions made by management during their preparation. The Corporation's accounting policies are described within the financial statements which are incorporated by reference and can be found on the regulator's website at www.sedar.com.

ITEM 12 - Changes in Accounting Policies

The Corporation would like to direct readers to its audited financial statements for the year ending July 31, 2024, and unaudited condensed interim financial statements for the period ending April 30, 2025, which is incorporated by reference and can be found on the regulator's website at www.sedar.com.

ITEM 13 - Financial Instruments and Other Instruments

The Corporation would like to direct readers to its audited financial statements for the year ending July 31, 2024, and unaudited condensed interim financial statements for the period ending April 30, 2025, which is incorporated by reference and can be found on the regulator's website at www.sedar.com.

ITEM 14 - Capital Structure

The Corporation is authorized to issue an unlimited number of common shares, where each common share provides the holder with one vote. As of the date of this MD&A there were 10,100,000 common shares issued and outstanding and as well as the following common share options and warrants.

Type	Quantity	Exercise Price	Expiry Date
Stock Options	510,000	$ 0.05	March 5, 2026
Stock Options	500,000	0.10	December 2, 2026
Warrants	500,000	0.10	December 2, 2026

ITEM 15 - Other MD&A Requirements

As defined in National Instrument 52-109, disclosure controls and procedures require that controls and other procedures be designed to provide reasonable assurance that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure.

The Corporation has evaluated the effectiveness of its disclosure controls and procedures, as defined, and has concluded that they were effective as of the end of the period covered by this MD&A as well as of the date of this MD&A.

The Corporation has evaluated its internal controls and financial reporting procedures and have found them to be effective with the objective of reporting the Corporation's financial transactions.

The Corporation is not required to file an annual information form under current securities legislation and thus has not filed one.