



Management's Discussion and Analysis

Year Ended April 30, 2025

(Stated in Canadian Dollars)

Dated August 26, 2025

Shelliron Capital Ltd.

Management's Discussion and Analysis

For the Year Ended April 30, 2025

(Expressed in Canadian Dollars, except where noted)



Table of Contents

Profile and Strategy	2
Overall Performance and Outlook	2
Discussion of Operations and Proposed Transaction.....	3
Summary of Quarterly Results	3
Liquidity and Capital Resources.....	4
Off-Balance Sheet Arrangements	4
Related Party Transactions	5
Critical Accounting Estimates	5
Changes in Accounting Policies and Standards.....	5
Financial Instruments and Risk Management.....	5
Other Information	6
Risk and Uncertainties	6
Additional Information	8

This Management's Discussion and Analysis ("MD&A") focuses on significant factors that have affected Shellron Capital Ltd.'s ("Shellron", the "Company" or "Issuer") performance and such factors that may affect its future performance. This MD&A should be read in conjunction with the Company's audited financial statements and related notes for the year ended April 30, 2025, which have been prepared in accordance with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), all of which are available under the Company's SEDAR+ profile at www.sedarplus.ca. For the purposes of this MD&A, "This Quarter" or "Current Quarter" means the three-month period ended April 30, 2025, the "Prior Year Quarter" means the three-month period ended April 30, 2024. "This Period" or "Current Period" means the year ended April 30, 2025, and the "Prior Year" means the year ended April 30, 2024. The information contained in this MD&A is current to August 26, 2025.

Forward Looking Information

This MD&A contains "forward-looking information and statements" that are subject to risk factors set out under the caption *Caution regarding forward looking statements* later in this document. The reader is cautioned not to place undue reliance on forward-looking statements.

Profile and Strategy

The Company was incorporated under the laws of the province of British Columbia, Canada on January 21, 2021. The Company's head office and principal address is located at 3082 Spencer Place, West Vancouver, British Columbia, Canada, V7V 3C7.

On November 22, 2021, the Company completed an initial public offering ("IPO") to be classified as a Capital Pool Company ("CPC") pursuant to the policies of the TSX Venture Exchange ("TSXV") Policy 2.4 and is listed on the TSXV under the trading symbol "SHLL". The Company is in the startup stage and its principal business is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction as defined by the rules of the TSXV (the "Principal Business"). Such a transaction will be subject to regulatory approval.

The Company's financial condition is affected by general market conditions.

Overall Performance and Outlook

The following highlights the Company's overall performance for the year ended April 30, 2025:

	Year Ended		Change
	April 30, 2025 (\$)	April 30, 2024 (\$)	
Net loss	(59,741)	(112,868)	53,127
Cash used in operating activities	(41,810)	(106,354)	64,544
Cash at end of year	6,675	48,485	(41,810)
Loss per share – basic and diluted	(0.01)	(0.01)	(0.00)

Corporate Updates

On October 30, 2024, the Company held its Annual General meeting of the Company's shareholders. More information on voting results is available under the Company's profile on www.sedarplus.ca.

Qualifying Transaction

On June 4, 2025, the Company entered into a share exchange agreement with SPX Management Limited ("SPX") for the purpose of effecting a Qualifying Transaction (the "Transaction").

Upon closing of the Transaction, the Company will issue an aggregate of 10 common shares in the capital of the Company ("Shellron Shares") for each common share in the capital of SPX ("SPX Shares") held, each at a deemed value of \$0.20 per Shellron Share (the "Exchange Ratio"), including any SPX Shares issued pursuant to the Concurrent Financing (as defined below).

The existing shareholders of SPX are expected to own a majority of the outstanding Shellron Shares after completion of the Transaction and the Company will be renamed to such name as mutually agreed to both parties.

Subject to satisfaction or waiver of all conditions precedent to the Transaction, the Company and SPX are to close the Transaction no later than November 30, 2025.

Prior to or concurrently with the closing of the Transaction, the parties intend to complete commercially reasonable efforts brokered private placement (the "Concurrent Financing") between \$6,550,000 and \$10,000,000 in aggregate gross proceeds.

The completion of the Transaction is subject to the satisfaction of various conditions, including but not limited to: (i) approval from the TSXV and the listing of all applicable securities in connection with the Transaction; (ii) the receipt of all requisite corporate and shareholder consents and approvals; and (iii) the completion of the Concurrent Financing

Summary of Quarterly Results

	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	2025	2025	2025	2025	2024	2024	2024	2024
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Net loss for the period	(18,926)	(15,120)	(17,760)	(7,935)	(26,529)	(33,594)	(36,146)	(16,599)
Basic and diluted net loss per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

Q4 2025 Compared with Q3, 2025, Q2 2025 and Q1 2024

During the three months ended April 30, 2025, the Company recorded a net loss of \$18,926, generally consistent with Q3, 2025, Q2 2025 and Q1 2024 which incurred losses of \$15,120, \$17,760 and \$16,599 respectively.

Q4 2025 Compared with Q1 2025

During the current quarter, the Company incurred a net loss of \$18,926, compared to \$7,935 in Q1 2025. The increase in net loss is mainly due to the filing fees paid during this quarter.

Q4 2025 Compared with Q4 2024, Q3 2024 and Q2 2024

During the three months ended April 30, 2025, the Company recorded a net loss of \$18,926, compared to \$26,529, \$33,594 and \$36,146 for Q4 2024, Q3 2024 and Q2 2024 respectively. The decrease in net loss this quarter is primarily attributable to lower operating expenses, including a reduction in professional fees, general and administration and travel expenses.

Selected Annual Information

	Year ended		
	April 30, 2025 (\$)	April 30, 2024 (\$)	April 30, 2023 (\$)
Net loss for the year	(59,741)	(112,868)	(330,695)
Basic and diluted loss per share	(0.01)	(0.01)	(0.04)
	April 30, 2025 (\$)	April 30, 2024 (\$)	April 30, 2023 (\$)
Total assets	7,662	62,631	174,700

During the year ended April 30, 2025, the Company incurred a net loss of \$59,741, compared to \$112,868 during fiscal 2024 and \$330,695 during fiscal 2023. The reduced net loss this year is mainly because the Company implemented cost-saving measures, leading to lower general and administrative expenses, professional fees, and travel expenses. The significantly higher net loss in fiscal 2023 is attributable to a loan impairment of \$250,000.

Liquidity and Capital Resources

The Company does not currently derive any significant revenues from operations. The Company's activities have been funded primarily through equity financing and the Company expects that it will continue to be able to utilize this source of financing until it develops cash flow from operations. The Company has been successful in its fund-raising efforts in the past, but there can be no assurance that the Company will continue to be successful in the future. If such funds are not available or other sources of finance cannot be obtained, then the Company will be required to curtail its activities to a level for which funding is available and can be obtained. The Company's ability to access funding is also contingent on the ongoing demand for CPC's and general capital market conditions.

	Year Ended	
	April 30, 2025 (\$)	April 30, 2024 (\$)
Cash used in operating activities	(41,810)	(106,354)
Cash, end of period	6,675	48,485

As at April 30, 2025, the Company had a working capital deficiency of \$4,395, compared to working capital of \$55,346 as at April 30, 2024. The Company will need to conduct additional financings to meet working capital requirement, and obligations as they become due.

During the current year, the Company used \$41,810 in operating activities, compared to \$106,354 of cash used during the prior year. Cash used in operating activities primarily related to professional fees, filing fees, and general and administration expenses.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

During the year ended April 30, 2025, the Company incurred general and administration fees of \$nil (2024 - \$28,000) to a company controlled by a director of the Company.

During the year ended April 30, 2025, the Company incurred general and administration fees of \$12,500 (2024 - \$5,900) to the Chief Executive Officer of the Company.

During the year ended April 30, 2025, the Company incurred share-based payment compensation of \$nil (2024 - \$4,088) to the Chief Executive Officer of the Company.

Commitments

The Company had no financial commitments as at April 30, 2025, and the date of this MD&A.

Changes in Accounting Policies and Standards

Certain accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Financial Instruments and Risk Management

Financial Risks

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments as at April 30, 2025, are summarized below.

(a) Credit Risk

The credit risk exposure on cash is limited to its carrying amount at the date of the statement of financial position. Cash is held as cash deposits with a creditworthy bank.

(b) Liquidity Risk

Liquidity risk arises from the Company's general and capital financing needs. The Company manages liquidity risk by attempting to maintain sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. All of the Company's financial liabilities have maturities of one year or less. The carrying values of the Company's accounts payables and accrued liabilities on the statement of financial position equal their contractual cash flows.

(c) Market Risks

(i) Foreign Currency Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's functional and reporting currency is the Canadian dollar. As at April 30, 2025 and 2024, the Company is not exposed to significant foreign currency risk.

(ii) Interest Rate Risk

The Company does not have any interest bearing debt and is therefore not exposed to interest rate risk.

Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- 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).

The fair values of the Company's financial instruments, which include cash, and accounts payable and accrued liabilities, approximate their carrying values due to the immediate or short-term maturity of these financial instruments.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue a Qualifying Transaction and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the startup stage, its principal source of funds is from the issuance of common shares.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, to obtain shareholder approval, if applicable, for a proposed Qualifying Transaction by the Company as defined under the Exchange Policy 2.4, to cover reasonable expenses relating to the IPO and a maximum of \$3,000 per month to cover prescribed administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company. The Company currently is not subject to other externally imposed capital requirements.

Other Information

Disclosure by Venture Issuer Without Significant Revenue

An analysis of the material components of the Company's general and administrative expenses is disclosed in the audited financial statements for year ended April 30, 2025 to which this MD&A relates.

Outstanding Share Data

The Company has authorized capital of an unlimited number of common shares without par value. The table below represents the Company's capital structure as at the dates presented:

	As at date of this MD&A	April 30, 2025
Common shares issued and outstanding	8,539,000	8,539,000
Share purchase options	625,000	625,000

Risk and Uncertainties

Risk Factors

Prior to making an investment decision, investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but do not represent all of the risks associated with an investment in securities of the Company. Some of the following statements are forward-looking and actual results may differ materially from the results anticipated in these forward-looking statements. Please refer to the section titled "Caution Regarding Forward-Looking Statements" in this report. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects could be materially and adversely affected.

Dilution

In order to finance future operations and development efforts, the Company may raise funds through the issue of shares or securities convertible into shares. The constating documents of the Company allow it to issue, among other things, an unlimited number of shares for such consideration and on such terms and conditions as may be established by the directors of the Company, in many cases, without the approval of shareholders. The Company cannot predict the size of future issues of shares or securities convertible into shares or the effect, if any, that future issues and sales of shares will have on the price of the shares. Any transaction involving the issue of previously authorized but unissued shares or securities convertible into shares would result in dilution, possibly substantial, to present and prospective shareholders of the Company.

Reliance on Key Employees

The success of the Company will be largely dependent upon the performance of its management and key employees. The Company does not have any key man insurance policies and therefore there is a risk that the death or departure of any member of management or any key employee could have a material adverse effect on the Company. In assessing the risk of an investment in the Company's shares, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the management of the Company. An investment in the Company's shares is suitable only for those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment.

The Market Price of Shares May be Subject to Wide Price Fluctuations

If, and when applicable, the market price of the Company's shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company, general economic conditions, legislative changes, and other events and factors outside of the Company's control.

In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the shares.

Conflict of Interest of Management

Certain of the Company's directors and officers are also directors and officers of other companies. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers relating to the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies.

Insurance

The Company does not intend to obtain insurance while it is classified as a CPC. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of the insurer or such event, could have a material adverse effect on the Company's financial position, results of operations or prospects.

Global Financial Conditions

Global financial conditions over the last few years have been characterized by increased volatility and several financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. These factors may affect the ability of the Company to obtain equity or debt financing in the future on terms favourable to it. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such increased levels of volatility and market turmoil continue, the operations of the Company may suffer adverse impact and the price of our shares may be adversely affected.

Credit Risk

Credit risk is the risk of an unexpected loss if a party to its financial instruments fails to meet its contractual obligations. The Company's financial assets exposed to credit risk will be primarily composed of cash and amounts receivable. While the Company will attempt to mitigate its exposure to credit risk, there can be no assurance that unexpected losses will not occur. Such unexpected losses could adversely affect the Company.

Management's Responsibility for Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected.

Controls and Procedures

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Caution Regarding Forward Looking Statements

Certain statements made in this and other Shellron public disclosure documents, including statements relating to matters that are not historical facts and statements of the Company's beliefs, intentions and expectations about developments, results and events which will or may occur in the future, constitute "forward looking information" within the meaning of applicable Canadian securities legislation ("forward-looking statements"). Forward-looking statements relate to future events or future performance, reflect current expectations or beliefs regarding future events and are typically identified by words such as "anticipate", "could", "should", "expect", "seek", "may", "intend", "likely", "budget", "plan", "estimate", "continue", "forecast", "believe", "predict", "potential", "target", "would", "might", "will", and similar words, expressions or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook.

Forward-looking statements are made based upon certain assumptions and other important factors that, if untrue, could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such statements. Such assumptions and analyses are made by the Company's management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are reasonable and appropriate in the circumstances. There can be no assurance that such statements will prove to be accurate. Forward-looking statements are based on numerous assumptions regarding present and future business strategies, local and global economic conditions, and the environment in which the Company will operate in the future, including compliance by the Company with regulatory requirements, the sufficiency of Company's working capital; the Company's ability to secure additional funding; and the Company's ability to retain key personnel. You are hence cautioned not to place undue reliance on forward-looking statements.

Readers are cautioned not to place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes will not occur. Events or circumstances could cause the Company's actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements.

Additional Information

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

Shellron Capital Ltd.

Management's Discussion and Analysis

For the Year Ended April 30, 2025

(Expressed in Canadian Dollars, except where noted)



Corporation Information

Head Office:	Unit 125A, 1030 Denman Street, Box 405 Vancouver, BC V6G 2M6
Directors:	Robert Giustra, Chairman Daniela Freitas Jorge Martinez
Officers:	Daniela Freitas Corporate Secretary, Interim Chief Executive Officer, and Interim Chief Financial Officer
Auditor:	Saturna Group Chartered Professional Accountants LLP Suite 1605, 1116 Alberni Street Vancouver, BC V6E 3Z3
Legal Counsel:	S. Paul Simpson Law Corporation 2800 – 777 Hornby Street Vancouver, BC V6Z 1S4
Transfer Agent:	Computershare Investor Services Inc. 2 nd Floor – 510 Burrard Street Vancouver, BC V6C 3B9