

Good2Go4 Corp.

(A Capital Pool Corporation)

Management's Discussion and Analysis

**For the three-and six-month period ended
December 31, 2023**

(Expressed in Canadian Dollars)

OVERVIEW

Good2Go4 Corp. was incorporated under the *Canada Business Corporations Act* on June 23, 2021 and registered in the Province of Ontario on June 24, 2021 ("G2G4" or the "Company"). The Company is classified as a Capital Pool Corporation, as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Company has not commenced operations and has no assets other than cash held in trust. The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's length transaction, of the majority of the minority shareholders.

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 the policies of the Exchange Policy 2.4.

The Company's head office and registered office is located at 1 King Street West, Suite 1505, Toronto, Ontario, M5H 1A1. The Company's common shares trade on the TSX Venture Exchange under the symbol GFOR.P. The Company's public filings can be accessed and viewed via the System for Electronic Data Analysis and Retrieval (www.sedar.com)

The following Management's Discussion and Analysis of G2G4 should be read in conjunction with the Company's unaudited interim financial statements for the three-and six-months ended December 31, 2023, and notes thereto. This Management's Discussion and Analysis is dated February 9, 2024 and has been approved by the Board of Directors of the Company. The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee ("IFRIC").

FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking information and forward-looking statements as such terms are defined under Canadian securities laws (collectively, "forward-looking statements"). Forward-looking statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties, many of which are beyond the Company's control, and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. Forward-looking statements contained in this MD&A speak only as of the date of this MD&A, or such other date as may be specified herein, and are expressly qualified, in their entirety, by this cautionary statement. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

OVERALL PERFORMANCE

During the three-months ended December 31, 2023, the Company incurred a net loss and comprehensive loss of \$20,670 and a net loss per share, basic and diluted of \$0.00 compared to a net loss and comprehensive loss of \$13,826 and a net loss per share basic and diluted of \$0.00 for the comparable three-month period ended December 31, 2022.

During the six-months ended December 31, 2023, the Company incurred a net loss and comprehensive loss of \$33,587 and a net loss per share, basic and diluted of \$0.01 compared to a net loss and comprehensive loss of \$18,465 and a net loss per share basic and diluted of \$0.00 for the comparable six-month period ended December 31, 2022.

RISK AND UNCERTAINTIES

The following describes certain risks, events and uncertainties that could affect the Company and that each reader should carefully consider.

External financing may be required to fund the Company's activities primarily through the issuance of common shares. There can be no assurance that the Company will be able to obtain adequate financing. The securities of the Company should be considered a highly speculative investment.

The Company has not generated any revenues and does not expect to generate significant revenues in the near future. In the event that the Company generates significant revenues in the future, the Company intends to retain its earnings in order to finance further growth. Furthermore, the Company has not paid any dividends in the past and does not expect to pay any dividends in the foreseeable future.

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern, in order to provide returns for the shareholders and benefits for other stakeholders. The Company includes equity, comprised of share capital and deficit, in the definition of capital.

The Company's primary objective, with respect to its capital management, is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

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 the policies of the Exchange Policy 2.4.

Risk Disclosures and Fair Values

The Company's financial instruments, carried at amortized cost, consist of cash held in trust and accounts payable and accrued liabilities, which approximate fair value due to the relatively short-term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. Please refer to the Company's final prospectus dated September 28, 2021, for additional risks, events and uncertainties that could affect the Company.

SELECTED INFORMATION

The following table reflects the summary of results for the six-month period ended December 31, 2023 and 2022:

Period Ended	December 31, 2023 (\$)	December 31, 2022 (\$)
Total assets	181,242	236,589
Total revenue	-	-
Total expenses	33,587	18,465
Net loss and comprehensive loss	33,587	18,465
Net loss per share, basic and diluted	(0.01)	(0.00)

RESULTS OF OPERATIONS

For the three-month period ended December 31, 2023, the Company incurred a net loss and comprehensive loss of \$20,670 and a net loss per share, basic and diluted of \$0.00. The Company recorded professional fees of \$15,808 relating to legal, audit and bookkeeping services, and filing fees of \$4,862 relating to fees associated with filing its annual shareholders meeting.

For the six-month period ended December 31, 2023, the Company incurred a net loss and comprehensive loss of \$33,587 and a net loss per share, basic and diluted of \$0.01. The Company recorded professional fees of \$25,882 relating to legal, audit and bookkeeping services, and filing fees of \$7,705 relating to fees associated with filing its annual shareholders meeting.

SUMMARY OF QUARTERLY RESULTS

The following table reflect the summary of quarterly results for the periods set out.

For the quarter ending	Dec 31, 2023	Sept 30, 2023	June 30, 2023	March 31, 2023	Dec 31, 2022	Sept 30, 2022	June 30, 2022	March 31, 2022	Dec 31, 2021
Total assets	181,242	220,489	224,575	227,599	236,589	262,835	266,907	271,640	285,191
Total revenue	-	-	-	-	-	-	-	-	-
Total expenses	20,670	12,917	11,618	11,811	13,826	4,639	19,027	10,938	81,310
Net loss and comprehensive loss	20,670	12,917	11,618	11,811	13,826	4,639	19,027	10,938	81,310
Basic and diluted loss per share	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.01	0.05

For the three-month period ended December 31, 2023, the Company incurred a net loss and comprehensive loss of \$20,670 and a net loss per share, basic and diluted of \$0.00. The Company recorded professional fees of \$15,808 relating to legal, audit and bookkeeping services, and filing fees of \$4,862 relating to fees associated with filing its annual shareholders meeting.

For the three-month period ended September 30, 2023, the Company incurred a net loss and comprehensive loss of \$12,917 and a net loss per share, basic and diluted of \$0.00. During the three-month period ended September 30, 2023, the Company recorded professional fees of \$10,075, and filing fees of \$2,842. The increase in the net loss as compared to the three-month period ended September 30, 2022, is driven by higher legal costs and filing fees.

For the three months ended June 30, 2023, the Company incurred a net loss and comprehensive loss of \$11,618 and a net loss per share, basic and diluted of \$0.00 compared to a net loss and comprehensive loss of \$19,027 and a net loss per share basic and diluted of \$0.00 for the comparable three-month period ended June 30, 2022. For the three months ended June 30, 2023, the Company incurred professional fees in the amount of \$11,449 related to audit fees and financial statement preparation and \$169 relating to filing fees.

For the three months ended March 31, 2023, the Company incurred a net loss and comprehensive loss of \$11,811 and a net loss per share, basic and diluted of \$0.00. During the three months ended March 31, 2023, the Company recorded professional fees of \$5,533, filing fees of \$6,275 and bank charges of \$3.

For the three months ended December 31, 2022, the Company incurred a net loss and comprehensive loss of \$13,826 and a net loss per share, basic and diluted of \$0.00. During the three months ended December

31, 2022, the Company recorded accounting and corporate secretarial fees of \$4,068, professional fees of \$7,010, filing fees of \$2743 and general and office costs of \$5.

During the quarter ended September 30, 2022, the Company recorded a net loss and comprehensive loss of \$4,639 and a net loss per share of \$0.00 and recorded accounting and corporate secretarial fees of \$4,068, professional fees of \$567 and banking fees of \$4.00.

During the quarter ended June 30, 2022, the Company recorded a net loss and comprehensive loss of \$19,027 and a net loss per share of \$0.00 and recorded professional fees of \$18,687, filing fees of \$336 and bank charges of \$4.

Additional Disclosure for Venture Issuers without Significant Revenue

Since the Corporation has no revenue from operations, the following is a breakdown of the material costs incurred from the date of incorporation (June 23, 2021) to December 31, 2023:

Material Costs	Period from the date of incorporation (June 23, 2021) to December 31, 2023
Professional fees	\$124,357
Filing fees	\$51,286
Stock-based compensation	\$53,673
Bank charges	\$77

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not had any off-balance sheet arrangements from the date of its incorporation (June 23, 2021) to the date of this MD&A.

CAPITAL EXPENDITURES

The Company has not had any capital expenditures from the date of its incorporation (June 23, 2021) to the date of this MD&A.

FINANCING ACTIVITIES

The Company had no financing activities during the six-month period ended December 31, 2023 or during the year ended June 30, 2023.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2023, the Company had current assets in the amount of \$181,242 which was comprised of cash of \$181,242 (June 30, 2023 - \$224,575). In addition, at December 31, 2023, the Company had current liabilities of \$5,184 (June 30, 2023: \$14,930) and working capital of \$176,058 (June 30, 2023: \$209,645) which the Company deems sufficient to meet its ongoing obligations in the coming year.

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting policies and critical accounting estimates are summarized in Note 3 to the unaudited interim financial statements for the three-and six-months ended December 31, 2023.

Use of Estimates and Judgments

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the Financial Statements are:

Fair Value of Stock Based Compensation and Warrants

In determining the fair value of share-based payments the calculated amounts are not based on historical cost but is derived based on assumptions (such as the expected volatility of the price of the underlying security, expected hold period before exercise, dividend yield and the risk-free rate of return) input into a valuation model. The model requires that management make forecasts as to future events, including estimates of the average future hold period of issued stock options and compensation warrants before exercise, expiry or cancellation; future volatility of the Corporation's share price in the expected hold period; dividend yield; and the appropriate risk-free rate of interest. The resulting value calculated is not necessarily the value that the holder of the option or warrant could receive in an arm's length transaction, given that there is no market for the options or compensation warrants and they are not transferable. Similar calculations are made in estimating the fair value of the warrant component of an equity unit. The assumptions used in these calculations are inherently uncertain. Changes in these assumptions could materially affect the related fair value estimates.

Income Tax

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

4. SHARE CAPITAL

Authorized:
Unlimited common shares

a) Common Shares:

The following table sets out the changes in common shares during the period.

Issued	#	\$
Balance, December 31, 2023, June 30, 2023 and June 30, 2022 (i) (ii) (iii)	6,000,000	\$ 340,485

(i) Share Subscriptions.

During the period from the date of incorporation (June 23, 2021) to June 30, 2021, the Company issued 3,550,000 common shares at \$0.05 per share for total proceeds of \$177,500.

During the year ended June 30, 2022, the Company issued 300,000 common shares at \$0.05 per share for total proceeds of \$15,000.

(ii) Escrowed Shares.

The 3,850,000 common shares issued at \$0.05 per share, will be held in escrow pursuant to the requirements of the Exchange. All common shares granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

All common shares of the Company acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Company held by principals of the resulting issuer will also be subject to escrow.

(iii) Initial Public Offering.

On October 27, 2021, the Company completed its initial public offering (the "Offering") of 2,150,000 common shares at a purchase price of \$0.10 per common share for gross proceeds of \$215,000. During the year ended June 30, 2022, the Company incurred costs of \$55,722 directly related to the Offering.

Haywood Securities Inc., (the "Agent") acted as the agent for the Offering. In connection with the Offering, the Company granted to the Agent, common share purchase warrants to acquire 215,000 common shares (the "Warrants"). Each Warrant is exercisable to acquire one common share at a price of \$0.10 until October 26, 2023. The estimated fair value attributed to the Warrants was \$11,293. In connection with the Offering, the Agent was paid a cash commission equal to 10% of the aggregate gross proceeds from the sale of the common shares. The Company also paid a corporate finance fee of \$12,500 to the Agent and reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering.

Weighted Average Shares Outstanding

The following table summarizes the weighted average shares outstanding for the periods set out:

	Six-months Ended December 31,	
	2023	2022
Weighted Average Shares Outstanding, basic and diluted	6,000,000	6,000,000

	Three-months Ended December 31,	
	2023	2022
Weighted Average Shares Outstanding, basic and diluted	6,000,000	6,000,000

b) Common Share Purchase Warrants

The following table sets out the changes in warrants for the periods set out:

Warrants	Number of Warrants	Weighted Average Price \$
Outstanding, June 30, 2023	215,000	0.10
Warrants expired	(215,000)	(0.10)
Balance, December 31, 2023	-	-

In connection with the Offering, the Company granted to the Agent, warrants to acquire 215,000 common shares (the "Warrants"). Each Warrant is exercisable to acquire one common share at a price of \$0.10 until October 26, 2023. The fair value of the Warrants were estimated on the date of the issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 1.07 %, expected volatility 100% and expected life of 2 years. The fair value attributed to the 215,000 Warrants was \$11,293. On October 26, 2023, the warrants expired unexercised and the estimated fair value of \$11,293 was reclassified to contributed surplus.

c) Common Share Purchase Options

The Company has a stock option plan to provide incentives for directors, officers, employees and consultants of the Company. Options may be granted for a maximum term of ten years from the date of the grant. They are non-transferable and are exercisable as determined by the Directors when the option is granted. Options expire within 12 months after completion of a qualifying transaction or within 90 days of termination of employment or holding office as director or officer of the Company and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option. Any shares issued upon exercise of the options prior to the Company entering into a Qualifying Transaction will be subject to escrow restrictions.

Upon closing of the Offering, the Company granted 600,000 common share purchase options to directors and an officer. Each common share purchase option entitles the holder to acquire one common share of the Company at an exercise price of \$0.10 until October 26, 2031 (the "Options"). The fair value of the Options were estimated on the date of the issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 1.60%, expected volatility 100%, forfeiture rate 0% and expected life of 10 years. The Company recorded the estimated fair value of the Options of \$53,673 as non-cash stock-based compensation expense.

The following table is a summary of the status of the Company's stock options and changes during the periods set out:

	Number of Options	Weighted Average Exercise Price \$
Balance, December 31, 2023 and June 30, 2023 and June 30, 2022	600,000	0.10

The following table is a summary of the Company's stock options outstanding and exercisable as at December 31, 2023 and June 30, 2023, respectively:

Options Outstanding				Options Exercisable	
Exercise Price	Number of Options	Weighted Average Remaining Life (Years)	Expiry Date	Number of Options	Weighted Average Exercise Price \$
\$0.10	600,000	7.83	October 26, 2031	600,000	0.10

Options Outstanding				Options Exercisable	
Exercise Price	Number of Options	Weighted Average Remaining Life (Years)	Expiry Date	Number of Options	Weighted Average Exercise Price \$
\$0.10	600,000	8.33	October 26, 2031	600,000	0.10

RELATED PARTY TRANSACTIONS

For the six-month period ended December 31, 2023, the Company recorded \$Nil (December 31, 2022 - \$7,200) in accounting and corporate secretarial fees, to a director of the Company. As at December 31, 2023, \$Nil is included in accounts payable and accrued liabilities (December 31, 2022 – Nil). As of February 28, 2023, the Company has outsourced this work going forward.