REEM CAPITAL CORP.

(A Capital Pool Company)

Management's Discussion and Analysis

For the three and six months ended February 28, 2025 and February 29, 2024

Introduction

This Management's Discussion and Analysis ("MD&A") provides a review of Reem Capital Corp.'s ("Reem" or "the Company") financial performance for the three and six months ended February 28, 2025. It should be read in conjunction with the Company's unaudited interim condensed financial statements and accompanying notes for the three and six months ended February 28, 2025 and February 29, 2024, and the audited financial statements for the year ended August 31, 2024, and the notes thereto. The financial information contained in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The MD&A has been prepared effective April 29, 2025.

This MD&A may contain "forward-looking statements" which reflect expectations regarding 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. 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. Readers are cautioned not to place undue reliance on these forward-looking statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Going concern

The Company does not generate revenue from operations. The Company incurred a net loss of $61,237 and $71,622 during the three and six months ended February 28, 2025, respectively ($6,115 and $24,096 during the three and six months ended February 29, 2024, respectively), and had an accumulated deficit of $364,650 as at February 28, 2025. However, the Company believes that its working capital balance of $185,674 as at February 28, 2025 will provide the Company with sufficient cash resources to meet its obligations for at least twelve months from the end of the reporting period. The Company's interim condensed financial statements have been prepared on a going concern basis, which presumes realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. As the Company has no revenues, its ability to continue as a going concern is dependent on obtaining additional financing and completing a Qualifying Transaction. The Company's financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business. Such adjustments could be material.

Nature of the Business and Incorporation

The Company is a Capital Pool Company ("CPC"), as such term is defined in Policy 2.4 of the TSX Venture Exchange ("TSX-V" or the "Exchange") (the "Policy").

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, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The Company's registered head office address is 300 Roslyn Bldg., 400-5th Av. Sw, Calgary, Alberta, T2P 0L6, Canada.

Corporate development

Issuance of seed shares

On May 30, 2021, the Company issued 4,400,000 seed common shares at $0.05 per share for gross proceeds of $220,000. The Company incurred share issuance costs of $1,498 in the form of legal and professional fees related to the financing.

The issued and outstanding seed shares of 4,400,000 will be held in escrow pursuant to the requirements of the Exchange to be released as to 25% thereof on completion of the Company's Qualifying Transaction, as defined in the policies of the Exchange, and as to 25% thereof on each of the 6th, 12th and 18th months following the initial release.

All stock options and common shares issued prior to the date of the final exchange bulletin pursuant to the exercise of the stock options are subject to escrow.

Initial public offering

On February 11, 2022, the Company completed its initial public offering, raising gross proceeds of $350,000 (the "Offering") pursuant to a prospectus dated November 15, 2021. Under the terms of the Offering, an aggregate of 3,500,000 common shares in the capital of the Company were subscribed for at a price of $0.10 per share.

Research Capital Corporation (the "Agent") acted as the agent for the Offering. The Agent received a cash commission equal to 10% of the gross proceeds of the Offering and warrants to purchase 350,000 common shares at a price of $0.10 per share for a period of 24 months from the date of listing of the common shares on the Exchange. These warrants expired on February 11, 2024.

Upon closing of the Offering, the Company granted 790,000 incentive stock options to its directors and officers which are exercisable within five years from the date of the grant at an exercise price of $0.10 per common share.

Trading symbol and commencement of trading

The Company is a Capital Pool Company under the policies of the Exchange. The Company's common shares commenced trading on the Exchange on February 11, 2022 under the trading symbol "REEM".

Proposed transaction

On April 1, 2022, the Company entered into a non-binding letter of intent with Kalron Holdings Ltd. ("Kalron"), (the "LOI") pursuant to which the Company and Kalron intend to complete an arm's length business combination (the "Transaction"), and whereby the Company as it exists upon completion of the Transaction (the "Resulting Issuer") will continue the business of Kalron.

Kalron is a privately-held holding corporation that was established under the laws of Israel in 2017 and is the sole shareholder of Seegnal eHealth Ltd ("Seegnal"), which provides patient-tailored software as a service (SAAS) system for one-glance managing & mitigating drug related problems while providing decision support to healthcare professionals at the point of care.

The Transaction is subject to, among other conditions, the receipt of all required approvals and consents, including board and shareholder approval of the Company and Kalron, as applicable, and the approval of any regulatory bodies, applicable securities commissions and the stock exchange. There can be no assurances the proposed transaction will be completed as proposed or at all.

The initial term of the LOI ended on May 19, 2022. On December 29, 2022, the Company signed an extension of the LOI through March 15, 2023 and the parties continue to negotiate under the terms of the extended LOI.

On September 22, 2023 the Company entered into a definitive securities exchange agreement, which was subsequently amended on January 27, 2025, (the "Definitive Agreement") with Kalron, Seegnal eHealth Ltd. ("Seegnal"), a subsidiary of Kalron, certain securityholders of Kalron and certain securityholders of Seegnal (the "Proposed Transaction").

It is intended that the Proposed Transaction will constitute a reverse take-over of the Company by Kalron as the former shareholders and debentureholders of Kalron will own approximately 88.63% of the outstanding common shares in the capital of the Company (the "Reem Shares"). The Company following the completion of the Proposed Transaction is herein referred to as the "Resulting Issuer."

The Proposed Transaction will constitute the Qualifying Transaction of the Corporation and anticipates the Reem Shares will trade on the Exchange under the stock symbol "SEGN". The Reem Shares will remain halted pending receipt and review of acceptable documentation regarding the Qualifying Transaction pursuant to the CPC Policy.

Pursuant to the Definitive Agreement:

- immediately prior to closing of the Proposed Transaction, all outstanding convertible debentures and simple agreement for future equity ("SAFEs") of Kalron will be converted, in accordance with their terms, into ordinary shares of Kalron (the "Kalron Shares");
- the minority shareholder of Seegnal (other than Kalron) (the "Seegnal Shareholder") will exchange, transfer, and assign all shares of Seegnal held by the Seegnal Shareholder to Seegnal for cancellation in consideration of Reem Shares;
- the Company will acquire all of the issued and outstanding Kalron Shares by way of a securities exchange;
- the Company will exchange all options of Seegnal for options of the Company;
- certain holders of convertible debentures of Kalron will receive warrants of the Company entitling the holder to purchase one Reem Share at an exercise price of $1.20 per Reem Share (post-Consolidation (as defined below)) at any time on or before the 24-month anniversary from the date of issuance; and
- a subscription receipt financing is to be completed for up to $4,000,000.

On or immediately prior to the closing of the Proposed Transaction, the Company will consolidate its outstanding share capital (the "Consolidation") on the basis of one new Reem Share for each 3.16 existing Reem Shares. As at the date of these interim condensed financial statements, both parties are still working towards completing the Proposed Transaction.

Results of Operations

As the Company is not revenue generating, it continues to incur operating losses. A breakdown of items included in General and Administrative for the stated periods are as follows:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	FEBRUARY 28, 2025	FEBRUARY 29, 2024	FEBRUARY 28, 2025	FEBRUARY 29, 2024
	$	$	$	$
Professional fees	54,967	9,838	64,672	26,813
Listing and filing fees	5,984	-	8,790	2,806
General and administrative	1,880	279	1,950	2,797
	62,831	10,117	75,412	32,416

Professional fees totalling $54,967 and $64,672 was incurred for the three and six months ended February 28, 2025, respectively, compared to $9,838 and $26,813 for the three and six months ended February 29, 2024, respectively. These additional fees incurred in the current period related to the Proposed Transaction.

Selected financial information:

The following is a summary of the Company's financial results for the six months ended February 28, 2025 and February 29, 2024:

	SIX MONTHS ENDED	
	FEBRUARY 28, 2025	FEBRUARY 29, 2024
Net loss and comprehensive loss	(71,622)	(24,096)
Net loss per share	(0.01)	(0.00)

The Company had a net loss of $71,622 for the six months ended February 28, 2025, compared to $24,096 for the six months ended February 29, 2024. The increase was due primarily to increased professional fees incurred in the current period related to the proposed Qualifying Transaction.

The following is a summary of the Company's cash flows for the six months ended February 28, 2025 and February 29, 2024:

	SIX MONTHS ENDED	
	FEBRUARY 28, 2025	FEBRUARY 29, 2024
Cash flows used in operating activities	(32,500)	(57,857)
Cash flow from financing activities	-	10,005

During the six months ended February 28, 2025, cash flow used in operating activities was $32,500 compared to $57,857 for the six months ended February 29, 2024. The decrease was primary a result of an increase in accounts payable of $39,122 offset by an increase in net loss of the period.

During the six months ended February 29, 2024, in advance of financing closing related to the proposed transaction with Kalron, the Company received $10,005 for 16,675 subscription receipts issued at $0.60 each. Subsequently, it was determined that the RTO financing would be conducted in Kalron, hence the Company received instruction and transferred the restricted cash that had been held in escrow pursuant to the terms of the RTO financing to original subscribers or to Kalron as directed. No financing activities were carried out in the Company for the six months ended February 28, 2025.

Summary of Financial Results of the Most Recently Completed Quarters

	February 28, 2025	November 30, 2024	August 31, 2024	May 31, 2024
Net loss and comprehensive loss	(61,237)	(10,385)	(12,643)	(12,060)
Net loss per share	(0.01)	(0.00)	(0.00)	(0.00)
Working capital	185,674	246,911	257,296	269,939
Total assets	250,918	265,309	283,418	399,344

	February 29, 2024	November 30, 2023	August 31, 2023	May 31, 2023
Net loss and comprehensive loss	(6,115)	(17,981)	(37,193)	(4,678)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Working capital	281,999	288,114	306,095	485,488
Total assets	446,838	465,817	494,690	500,761

The Company incurred a net loss of $61,237 for the three months ended February 28, 2025, compared to $6,115 for the three months ended February 29, 2024. The increase was due primarily to increased professional fees incurred in the current period related to the proposed Qualifying Transaction.

The Company incurred a net loss of $61,237 for the three months ended February 28, 2025, compared to $10,385 for the three months ended November 30, 2024. The increase was due primarily to increased professional fees incurred in the current period related to the proposed Qualifying Transaction.

Liquidity and Capital Resources

As of February 28, 2025, the Company had $250,918 in cash and working capital was $185,674. The Company incurred an accumulated deficit of $364,650. To date, the Company's expenditures are largely made up of costs related to administrative overhead and professional fees.

Management anticipates that ongoing costs relating to the identification, evaluation, due diligence, negotiation and completion of a Qualifying Transaction will be incurred in future periods. The timing and magnitude of these costs is not predictable. These costs may be significant and could possibly result in higher general and administrative expenses. To date, the Company has procured working capital through equity financing.

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Critical Accounting Estimates

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision, and further periods if the review affects both current and future periods. Significant assumptions that management have made that would result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made.

Ability to continue as a going-concern

Management assesses the Company's ability to continue as a going-concern at each reporting date, using all quantitative and qualitative information available. This assessment, by its nature, relies on estimates of future cash flows and other future events, and subsequent changes could materially impact the validity of such an assessment.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

As at February 28, 2025, $5,848 owed to an officer of the Company for payments made on its behalf is included in accounts payable and accrued liabilities (August 31, 2024: $nil).

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

Financial Instruments and Risk Management

Fair Values

At February 28, 2025, the Company's financial instruments consist of cash and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

The Company is exposed in varying degrees to a number of risks arising from financial instruments. Management’s involvement in the operations allows for the identification of risks and variances from expectations. The Company does not participate in the use of financial instruments to mitigate these risks. The Board approves the risk management processes. The Board’s main objectives for managing risks are to ensure liquidity, the fulfillment of obligations, the continuation of the Company’s search for a Qualifying Transaction, and limit exposure to credit and market risks.

The types of risk exposure and the way in which such exposures are managed are as follows:

Credit Risk

Credit risk is the risk of loss if a third party to a financial instrument fails to meet its commercial obligations. The Company believes its exposure to credit risk is not significant.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. The Company believes its exposure to interest rate risk is not significant.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Management of Capital

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes shareholders' equity, comprised of issued common shares, contributed surplus, 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.

There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

Outstanding Share Data

The following securities were outstanding as at April 29, 2025:

	Number
Common shares	7,900,000
Stock options	790,000

Risk Factors

The Company is actively trying to complete its Qualifying Transaction and currently has no source of recurring income. The Company has not commenced commercial operations, and has no significant assets other than cash, has no history of earnings and shall not generate earnings or pay dividends until at least after the completion of a Qualifying Transaction. Until that time, the Company is not permitted to carry on any other business other than the identification and evaluation of potential Qualifying Transactions.

There can be no assurances that the Company will continue to be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

To a certain degree, the Company's success depends upon key members. It is expected that these individuals will be a significant factor in the Company's growth and success. The loss of the service of members of management and certain key employees could have a material adverse effect on the Company.

Other Information

Additional information relating to the Company is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Approval

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.