This management discussion and analysis ("MD&A") of H2 Ventures 1 Inc. (the "Company", "H2" or "we") is for the nine months ended September 30, 2025, and is performed by management using information available as of November 25, 2025. We have prepared this MD&A with reference to National Instrument 51-102 *Continuous Disclosure Obligations* of the Canadian Securities Administrators. This MD&A should be read in conjunction with the condensed interim financial statements as at September 30, 2025 and for the nine months then ended, and the related notes thereto. The Company's condensed interim financial statements are prepared in with International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. The condensed interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited financial statements as at December 31, 2024 and for the fiscal year then ended, which have been prepared in accordance with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), and interpretations issued by the IFRS Interpretations Committee. This MD&A complements and supplements, but does not form part of, the Company's condensed interim financial statements.

All amounts are expressed in Canadian dollars, unless otherwise indicated.

Forward-looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements and 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 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. These statements speak only as of the date of this MD&A 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.

The Company

H2 Ventures 1 Inc. is classified as a capital pool company ("CPC") for the purposes of the policies of the TSX Venture Exchange ("TSX-V" or "Exchange"). As a result, the Company's current business is to identify and evaluate businesses and assets with a view to completing a "Qualifying Transaction". Any proposed Qualifying Transaction is subject to approval by the Exchange and in the case of a non-arm's length Qualifying Transaction is also subject to "majority of the minority approval" in accordance with Policy 2.4 *Capital Pool Companies* of the Exchange. The Company filed a prospectus for an initial public offering ("IPO") of the Company's common shares on December 9, 2021. On February 9, 2022, the Company completed its IPO and issued 50,000,000 shares for gross proceeds of $5,000,000. Upon completion of the IPO, the Company had 61,200,000 common shares issued and outstanding. The common shares commenced trading on the TSX-V under the symbol "HO.P" on February 16, 2022. Pursuant to the policies of the TSX-V, the proceeds raised from the issuance of common shares and any subsequent financing will be utilized for the identification and evaluation of assets or businesses with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds to finance an acquisition and reasonable general and administrative expenses.

The Company announced that it has entered into a definitive share purchase agreement dated September 8, 2025 with Magnus Green Solar Panels Manufacturing LLC ("Magnus") and the sole shareholder of Magnus (the "Parties"), which is subject to the approval of, inter alios, the TSX-V and is intended to constitute the Qualifying Transaction (as such term is defined in the policies of the Exchange) of the Company in accordance with Exchange Policy 2.4 (the "Transaction").

To give effect to the Transaction, the Company will effect a consolidation of its issued and outstanding common shares ("Company Shares") on the basis of one post-consolidated Company Share for each ten pre-consolidation Company Shares (the "Consolidation"), which will result in there being 6,120,000 post-Consolidation Company Shares issued and outstanding; it will change its name to "Mirasol Green Energy Inc." or such other name as Magnus or H2 may determine and which is acceptable to the Exchange and any other applicable regulatory authorities; H2 will issue an aggregate 48,871,956 resulting issuer shares to the vendor in exchange for all of the issued and outstanding Magnus Shares. In connection with the Transaction, Magnus may raise up to US$10,000,000 on terms to be mutually agreed upon by the Parties, if required.

Results of Operations

At September 30, 2025, the Company had no continuing source of operating revenues and related expenditures.

Results for three months ended September 30, 2025

For the three months ended September 30, 2025, the Company recorded a net loss of $32,055, compared to net loss of $103,995 for the same period in 2024. The decrease in net loss of $71,940 is primarily attributable to the following factors:

- Interest income decreased by $21,010, from $63,041 to $42,031, for the three months ended September 30, 2025. This decline is primarily due to a lower interest rate earned on the Company's guaranteed investment certificate ("GIC") account compared to the same period last year.
- Legal and professional fees decreased by $118,625 for the three months ended September 30, 2025, compared to the same period in 2024. There were $123,963 paid for legal expenses on a project in California and $91,933 paid for legal due diligence in the US in 2024, whereas no such expenses occurred in the current period.
- Consulting fees increased by $28,250, from $5,650 to $33,900 for the three months ended September 30, 2025. During the current period, the Company paid $19,200 to Johan Arnet for additional consulting services. In addition, $10,500 was paid to Moneta for administrative services related to the preparation of presentations and marketing materials.

Results for nine months ended September 30, 2025

For the nine months ended September 30, 2025, the Company recorded a net loss of $378,287 (2024 - $73,579). The increase in net loss of $304,708 is primarily attributable to the following factors:

- The increase in net loss of $304,708 is primarily due to a decrease in interest income, which decreased from $191,520 in the comparative period to $126,915 for the nine months ended September 30, 2025. This decrease in interest income is attributable to a lower interest rate earned on the Company's GIC account.
- In addition, this loss was increased by an increase in general and administration expenses amounting to $55,878 and an increase in consulting fees of $49,170, which were incurred for a project in Dubai.
- Share-based payments increased to $286,613 during the nine months ended September 30, 2025, compared to $6,378 the same period in 2024. This increase is due to the granting of 3,750,000 stock options to the Company's directors and officers. Each option has an exercise price of $0.07 per share, is fully vested upon grant and will expire on June 6, 2028.

Summary of Quarterly Financial Results

The following is a summary of selected financial information compiled from the eight most recent quarterly unaudited condensed interim financial statements:

Period ended	Total assets $	Revenue $	Net income (loss) for the period $	Earnings (loss) per share $
September 30, 2025	4,950,338	-	(32,055)	(0.00)
June 30, 2025	5,001,768	-	(74,128)	(0.00)
March 31, 2025	5,046,386	-	(272,104)	(0.01)
December 31, 2024	5,040,975	-	(10,006)	(0.00)
September 30, 2024	5,028,702	-	(103,995)	(0.00)
June 30, 2024	5,189,369	-	6,187	0.00
March 31, 2024	5,135,690	-	24,229	0.00
December 31, 2023	5,121,644	-	12,373	0.00

During the three months ended September 30, 2025, the net loss decreased by$42,073 compared to the three months ended June 30, 2025 due to lower travelling expenses during the period and offset with an increase in consulting fees.

During the three months ended June 30, 2025, the net loss decreased by $197,976 compared to the three months ended March 31, 2025 due to no stock options granted during the period and offset by an increase in travelling expenses.

During the three months ended March 31, 2025, the net loss increased by $262,098 compared to the three months ended December 31, 2024 due to the granting of stock options during the period.

During the three months ended December 31, 2024, the net loss decreased by $93,989 compared to the three months ended September 30, 2024 due to less legal fees incurred for the period.

During the three months ended September 30, 2024, the net loss decreased by $110,182 due to an increase in legal fees for due diligence services.

During the three months ended June 30, 2024, the net income decreased by $18,042 due to an increase in legal fees for due diligence services.

During the three months ended March 31, 2024, the net income increased by $11,856 due to a decrease in accounting, legal and professional fees.

During the three months ended December 31, 2023, the net income decreased by $47,862 due to an increase in legal and professional fees, accounting and accrued audit fees.

Liquidity and Capital Resources

The Company has financed its operations to date through the issuance of common shares. As at September 30, 2025, the Company had cash and cash equivalents on hand of $4,947,338 to meet its obligations of $30,854.

The Company estimates that certain amounts will be used for identifying and evaluating assets, and approximately $55,000 will be used for general and administration expenses until the completion of a Qualifying Transaction.

Outstanding Share Data

As of the date of this MD&A, 61,200,000 (September 30, 2025 - 61,200,000) common shares were issued and outstanding. The outstanding securities and options have been summarized in the following table.

	As at the date of this MD&A	**As at September 30, 2025**
Common shares issued and outstanding	61,200,000	61,200,000
Stock options	4,900,000	4,900,000

Under the escrow agreement, 25% of the shares held in escrow will be released on the issuance of the Final Exchange Bulletin (the Exchange's acceptance of the Qualifying Transaction) and an additional 25% will be released on each of the dates that are 6, 12 and 18 months following the initial release. As at September 30, 2025, the Company had 11,800,000 (2024 - 11,800,000) common shares held in escrow.

On March 6, 2025, the Company granted 3,750,000 stock options to its directors and officers. Each option has an exercise price of $0.07 per share. The options are fully vested upon the grant date and are set to expire on June 6, 2028.

On July 18, 2024, the Company granted 150,000 share options to one of its officers. The options have a $0.05 exercise price and will expire on June 4, 2026.

On June 4, 2021, the Company granted its directors stock options, which entitle the holders to purchase an aggregate of up to 1,000,000 common shares at a price of $0.05 per common share for a period of 5 years from the date of grant, in accordance with the policies of the TSX-V. These stock options and the shares acquired pursuant to the exercise of such CPC stock options are to be held in escrow, subject to the CPC escrow agreement.

Related Party Transactions

The Company entered into an advisory services agreement with Moneta Advisory Partners (Vancouver) Corp. ("Moneta") on May 1, 2021, a corporation controlled by a director of the Company. Moneta provides administrative services to the Company. During the nine months ended September 30, 2025, $nil (2024 - $4,200) in fees were paid to Moneta.

During the nine months ended September 30, 2025, the Company paid $10,500 (2024 - $nil) to WPC Inc., a corporation controlled by another director of the Company, which provided administrative services to the Company. In addition, the Company paid $10,500 (2024 - $nil) to Moneta for preparation of presentation and marketing material for the nine months ended September 30, 2025.

The amount due to a related party of $200 (December 31, 2024 - $150) is owed to the chief executive officer of the Company related to reimbursement of expenses in the normal course of business. The amount is unsecured, non-interest-bearing and payable on demand.

On March 6, 2025, the Company granted an aggregate 3,750,000 stock options to certain directors and officers at an exercise price of $0.07, expiring 39 months from the date of grant and vesting 100% on date of grant.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at the date of this MD&A.

Proposed Transactions

There are at present no transactions outstanding that have been proposed but not approved by either the Company or regulatory authorities.

Liquidity and Capital Management

As at September 30, 2025, the Company had net working capital of $4,919,484 (December 31, 2024 - $5,011,158) comprised of cash and cash equivalents, advance payment due to related party, and accounts payable and accrued liabilities. This included current liabilities of $30,854 (December 31, 2024 - $29,817) and cash and cash equivalents of $4,947,338 (December 31, 2024 - $5,040,975) and advance payment of $3,000 (December 31, 2024 - $nil). As a result, the Company is not exposed to liquidity risk, and has sufficient funds to meet its ongoing obligations and to meet its objective of completing a Qualifying Transaction. The Company does not have a business.

Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility by making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital.

Pursuant to the policies of the TSX-V, the proceeds from the issuance of share capital raised by the Company, both prior to the Company's IPO and from the IPO itself, may only be used to identify and evaluate assets or businesses for future investments, with the exception that reasonable general and administrative expenses of the Company may be used to cover prescribed costs of issuing the common shares or general and administrative expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company, as defined under the policies of the Exchange.

Financial Instruments

The carrying values of the Company's financial instruments, consisting of cash and cash equivalents, accounts payable and accrued liabilities, and due to related party, approximate fair values due to the relatively short-term maturities of these instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Risks and Uncertainties

The Company's sole objective is to identify a satisfactory Qualifying Transaction. The closing of any proposed Qualifying Transaction is subject to a number of terms and conditions, including completion of due diligence procedures by parties to the transaction and receipt of all required regulatory approvals; there is no assurance that a transaction will be completed. If the Company does not complete a Qualifying Transaction within the time permitted by the Exchange, its common shares could be delisted.

The proposed business of the Company and the completion of a Qualifying Transaction involves a high degree of risk and there is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment within the requisite time period. Additional funds may be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms that are satisfactory to it. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast doubt about the Company's ability to continue as a going concern. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

The Company's financial condition and results of operations may be negatively affected by economic and other consequences of world events. While the Company expects any direct impacts of world events to the current and future business to be limited, the indirect impacts on the economy, supply chain and industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers, or may be associated with other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the British Columbia *Business Corporations Act* ("BCBCA") in dealing with conflicts of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter, unless otherwise permitted by the BCBCA. In accordance with the laws of the province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interest of the Company.

Critical Accounting Estimates

In applying the Company's accounting policies, management makes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. Actual results may differ from the judgments, estimates and assumptions made by management and will seldom equal the estimated results.

There were no critical accounting estimates made during the nine months ended September 30, 2025.

Changes in Material Accounting Policies

<u>Accounting Standard Issued But Not Yet Effective</u>

IFRS 18 *Presentation and Disclosure in Financial Statements*

In April 2024, the IASB released IFRS 18, which replaces IAS 1 *Presentation of Financial Statements* while carrying forward many of the requirements in IAS 1. IFRS 18 introduces new requirements to: i) present specified categories and defined subtotals in the statement of earnings; ii) provide disclosures on management-defined performance measures in the notes to the financial statements; and iii) improve aggregation and disaggregation. Some of the requirements in IAS 1 are moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* and IFRS 7 *Financial Instruments: Disclosures*. The IASB also made minor amendments to IAS 7 *Statement of Cash Flows* and IAS 33 *Earnings per Share* in connection with the new standard. IFRS 18 requires retrospective application with specific transition provisions. The Company is required to apply IFRS 18 for annual reporting periods beginning on or after January 1, 2027 with early adoption permitted.

The Company is currently assessing the impact of the standard on its financial statements.

Additional Information

For further detail, see the Company's condensed interim financial statements as at September 30, 2025 and for the nine months then ended. Additional information about the Company can also be found on SEDAR+ at www.sedarplus.ca.