MERAKI ACQUISITION ONE, INC.
(A CAPITAL POOL COMPANY)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

FOR THE YEAR ENDED OCTOBER 31, 2025

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") provides a review of Meraki Acquisition One Corp.'s ("MAO" or "the Company") financial performance for the year ended October 31, 2025. It should be read in conjunction with the Company's financial statements and accompanying notes for the years ended October 31, 2025 and 2024. 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 and interpretations of the IFRS Interpretations Committee. The MD&A has been prepared effective January XX, 2026 and has been approved by the Board of Directors of the Company.

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.

CORPORATE PROFILE AND OVERVIEW

The Company was incorporated on August 12, 2021 pursuant to the provisions of the *Business Corporations Act* (British Columbia) and is classified as a capital pool company ("**Capital Pool Company**") as defined in Policy 2.4 ("**Policy 2.4**") of the TSX Venture Exchange Inc. (the "**TSX-V**"). The Company became a reporting issuer on January 31, 2022 following the issuance of a final receipt for its (final) prospectus dated January 28, 2022 from the provincial securities commissions of British Columbia and Alberta.

On February 14, 2022, the Company completed an initial public offering pursuant to which it issued an aggregate of 2,000,000 common shares at a price of $0.10 per common share (the "**IPO**") for aggregate gross proceeds of $200,000. On February 14, 2022, the common shares of the Company were listed on the TSX- V under the trading symbol "MRKI.P".

The Company's principal purpose is the identification and evaluation of assets or a business with a view to the negotiation of an acquisition or the participation in a business in order to satisfy the conditions of a Qualifying Transaction, as defined under the policies of the TSX-V (the "**QT**"). As the Company has no active operations to date, its long-term future is dependent upon the completion of a QT and, if required, its ability to secure the necessary financing in connection with such QT.

The Company's registered head office address is at 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5.

Private Placement

On January 20, 2022, the Company closed a non-brokered private placement of 400,000 common shares (the "**Private Placement**") at a price of $0.05 per common share for gross cash proceeds of $20,000. No commission or finder's fees were paid in connection with the Private Placement.

Initial Public Offering

On January 28, 2022, the Company filed a final prospectus (the "**Prospectus**") and was issued a receipt from the provincial securities commissions of British Columbia and Alberta on January 31, 2022. The Prospectus qualified the distribution of 2,000,000 common shares at a price of $0.10 per common share for gross proceeds of $200,000 (the "**IPO**").

On February 14, 2022, the Company completed the IPO pursuant to which it issued an aggregate of 2,000,000 common shares at a price of $0.10 per common share for aggregate gross proceeds of $200,000. Following the completion of the IPO, there were 4,400,000 common shares issued and outstanding, 200,000 options granted to the Agent and 200,000 incentive stock options granted (in addition to the 240,000 stock options granted prior to completing the IPO) to the Company's directors and officers, whereby 200,000 stock options are exercisable into 200,000 common shares at a price of $0.10 per share until February 14, 2032 and 240,000 incentive stock options are exercisable into 240,000 common shares at a price of $0.05 per share until January 20, 2032. Any granted incentive stock options will be subject to the terms and conditions of the Company's stock option plan approved by the board of directors of the Company (the "**Board**") on January 28, 2022.

Pursuant to an agency agreement dated January 28, 2022 entered into between the Company and Echelon Wealth Partners Inc. (the "**Agent**"), upon completion of the IPO, the Agent received a cash commission in the amount of $20,000 equal to 10% of the gross proceeds of the IPO. In addition, the Agent received: (i) a corporate finance cash fee equal to $15,000, plus applicable taxes; and (ii) non-transferable options to purchase an aggregate of 200,000 common shares, representing 10% of the aggregate number of common shares sold pursuant to the IPO, each such option exercisable into one common share at a price of $0.10 per common share for a period of 5 years until February 14, 2027.

Additional details about the IPO are included in the Prospectus and the news release in connection with the closing of the IPO filed under the Company's profile on SEDAR, available at www.sedar.com.

Proposed Qualifying Transaction

Meraki (the "Acquiror") signed a Letter of Intent dated July 31, 2025 to acquire all of the outstanding and issued securities (the "Torque Securities") of Torque Strategy, Inc. ("Torque"), collectively the "Parties" and individually a "Party".

Meraki entered into a binding agreement dated July 31, 2025 with Torque, an arm's length company developing Treasury as a Strategy (TaaS), a platform that helps business unlock greater value their corporate treasury through decentralized finance (DeFi), to effect a business combination of the two companies (the "Proposed Transaction"). The Proposed Transaction would be a reverse takeover of Meraki by Torque and its shareholders.

Meraki intended the Proposed Transaction to constitute its Qualifying Transaction (the "Qualifying Transaction") under the policies of the TSX Venture Exchange (the "Exchange").

Prior to the Closing Date (as defined below) Torque would complete a non-brokered private placement offering of Torque Shares to raise gross proceeds of a minimum of C$3,000,000 and a maximum of C$5,750,000, or such other amount and on such terms as the Parties may otherwise agree, acting reasonably (the "Concurrent Financing") which Torque Shares shall be exchanged by the holders thereof for economically equivalent Acquiror Shares (the "Resulting Issuer Shares). Purchasers in the Concurrent Offering will, in the aggregate, subscribe for and receive 30,000,000 Torque Shares. Depending on the gross proceeds raised pursuant to the Concurrent Financing, it was expected that the offering price of each Torque Share will be between C$0.10 and C$0.19.

A newly formed and wholly-owned subsidiary of Acquiror ("SubCo") and Torque would be parties to a three-cornered amalgamation (the "Amalgamation") pursuant to which securities of Torque would receive securities of Acquiror, and Torque and SubCo will amalgamate with the resulting entity constituting a continuation of each of Torque and SubCo under applicable law.

Please see the news release dated August 1, 2025 for further details (https://www.sedarplus.ca/).

The proposed transaction was subject to various conditions, including completion of required financing and regulatory approvals on or before December 31, 2025. As the parties were unable to satisfy these conditions by the agreed timeline, the binding obligations under the Letter Agreement have now ended, and neither Meraki or Torque has any further obligations in respect of the Proposed Transaction.

No deposit or cash advance was made by the Company to Torque in connection with the Proposed Transaction.

Meraki continues to evaluate and pursue other acquisition opportunities with a view to completing a qualifying transaction in accordance with the policies of the TSX Venture Exchange and will provide further updates as appropriate.

RESULTS OF OPERATIONS

As of the date of this MD&A, the Company is a Capital Pool Company. Accordingly, the Company has not recorded any revenues, and depends upon share issuances and its cash on hand to fund its administrative expenses.

For the immediate future, the Company intends to continue working towards completing a QT. Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Other than the closing of the IPO and the announcement of the LOI and Definitive Agreement, as further detailed in the *"Corporate Profile and Overview"* section above, there were no significant activities to report during the year ended October 31, 2025.

Selected Financial Information

The following is a summary of the Company's financial results for the period stated:

	Year ended October 31, 2025	Year ended October 31, 2024
Total expenses [1]	$43,178	$39,947
Net loss		
- Total	$43,178	$39,947
- Per share	$.02	$.02
Total assets	$30,875	$81,150
Cash used in operations	$50,275	$40,528
Long-term financial liabilities	$nil	$nil
Basic and diluted loss per share	($.02)	($.02)
Weighted average number of common shares outstanding [2]	2,000,000	2,000,000

Notes:

(1) Total expenses include professional fees.

(2) Excludes escrowed shares.

Net and Comprehensive Loss

The Company recorded a net loss of $43,178 for the year ended October 31, 2025, which is an increase of $3,231 over the year ended October 31, 2024.

The net loss of $43,178 during the year ended October 31, 2025 was principally due to professional costs of $24,289 (2024 - $27,038), which included accounting fees, legal fees, and filing fees, as well as operating expenses of $18,889 (2024 - $12,909). The increase in operating expenses was due to costs for the AGM as well as news releases related to the proposed QT.

Summary of Most Recently Completed Quarters

The following table sets out financial information for each of the four most recently completed quarters.

	Q4-2025	Q3-2025	Q2-2025	Q1-2025
Audit and accounting	$8,977	$1,164	$1,356	$1,420
Operating	3,303	818	6,622	8,146
Legal	410	3,035	370	7,557
Net income (loss) for the period	($12,690)	($5,017)	($8,348)	($17,123)
Basic and diluted loss per share	($0.01)	($0.00)	($0.00)	($0.01)

	Q4-2024	Q3-2024	Q2-2024	Q1-2024
Audit and accounting	$9,413	$1,356	$3,496	$3,307
General and administration	2,835	1,394	8,205	475
Legal	7,232	1,291	943	-
Net income (loss) for the period	($19,480)	($4,041)	($12,644)	($3,782)
Basic and diluted loss per share	($0.01)	($0.00)	($0.01)	($0.00)

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash of $30,875 at October 31, 2025 compared to $81,150 at October 31, 2024, a decrease of $50,275.

As at October 31, 2025 the Company has accounts payable and accrued liabilities of $9,505 (October 31, 2024 - $16,602) due within 12 months.

As at October 31, 2025, the Company had a working capital of $21,370, which is defined as current assets less current liabilities. This is expected to be adequate to maintain the Company's current levels of activity for the foreseeable future, pending completion of the QT.

The Company manages its capital structure and makes adjustments to it, based on available funds to the Company.

The Company is a Capital Pool Company which is listed on the TSX-V in accordance with the current policies under Policy 2.4 as at January 1, 2021 (the "**Policy**"). Pursuant to such Policy, the proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investments, including reasonable general and administrative expenses that do not exceed an aggregate of $3,000 per month. The Company shall observe the parameters in connection with the use of proceeds and prohibited payments pursuant to the Policy.

SHARE CAPITAL

The Company's authorized share capital is an unlimited number of common shares without nominal or par value.

The following table sets forth the Company's issued and outstanding common shares and amount of gross proceeds raised:

Balance as at	Number of Common Shares	Amount ($)
October 31, 2021	2,000,000	$100,000
January 31, 2022	2,400,000	$120,000
April 30, 2022	4,400,000	$320,000
October 31, 2022, 2023, 2024 and 2025	4,400,000	$320,000

(i) **Common Shares**

As of the date of this Interim MD&A, the Company has issued an aggregate of 4,400,000 common shares. The Company issued 2,000,000 common shares in connection with the Company's seed financing at a price of $0.05 per common share for gross cash proceeds of $100,000.

On January 20, 2022, the Company closed a Private Placement of 400,000 common shares at a price of $0.05 per common share for gross cash proceeds of $20,000. See "*Corporate Profile and Overview – Private Placement*" for more details.

On February 14, 2022, the Company completed the IPO to which it issued an aggregate of 2,000,000 common shares at a price of $0.10 per common share for aggregate gross proceeds of $200,000. See "*Corporate Profile and Overview – Initial Public Offering*" for more details.

(ii) **Escrowed Common Shares**

2,400,000 of the Company's common shares issued during the seed financing and the subsequent non-brokered Private Placement are subject to escrow restrictions pursuant to Policy 2.4. The Company entered into a new escrow agreement dated January 28, 2022 with Odyssey Trust Company and its shareholders in connection with the IPO.

(iii) **Stock Options**

As of the date of this Interim MD&A, 440,000 incentive stock options were granted to the Company's directors and officers (of which, 240,000 incentive stock options are exercisable into 240,000 common shares at a price of $0.05 per share until January 20, 2032 and 200,000 incentive stock options are exercisable into 200,000 common shares at a price of $0.10 per share until February 14, 2032). Any granted incentive stock options will be subject to the terms and conditions of the Company's stock option plan approved by the Board on January 28, 2022.

(iv) Agents' Options

In connection with acting as agent in the IPO, the Company has granted 200,000 non-transferable options to the Agent to purchase up to 200,000 common shares at a price of $0.10 per common share, for a period of 5 years from the listing date. As of the date of this Interim MD&A, the Agent's options remain outstanding and have not been exercised.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as of October 31, 2025.

TRANSACTIONS WITH RELATED PARTIES

As of the date of this Interim MD&A, the Company has not entered into any related party transactions.

INVESTOR RELATIONS

Until completion of a QT, neither the Company nor any party on behalf of the Company will engage the services of any person to provide investor relation activities or market making services.

CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates are those estimates that have a high degree of uncertainty and for which changes in those estimates could materially impact the Company's results. There have been no critical accounting estimates made in the preparation of the financial statements for the period ended October 31, 2025.

Financial Instruments

The Company's financial instruments, consisting of cash, accounts payable, and accrued liabilities, approximate fair values 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.

Disclosure Controls and Procedures

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. As the Company is a venture issuer, management does not make any representations in this regard, and the Company has inherent limitations in this regard that may result in additional risks relating to its filings and reporting.

RISK FACTORS

An investment in the securities of the Company is highly speculative and involves numerous significant risks. The Company does not have a history of operations and there is no assurance that it will produce revenue, operate profitably, or provide a return on investment in the future. Therefore, such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that currently affect, and those which in the future are reasonably expected to affect the Company and its financial position.

The Company is focused on completing a QT in accordance with the policies of the TSX-V. There are restrictions on the Company's activities prior to the completion of a QT and general and specific parameters regarding the characteristics and timing of a QT. Until completion of a QT, the Company is not permitted to carry on any business other than the identification and evaluation of potential QTs.

For other risk factors applicable to the Company, please refer to the section entitled *"Risk Factors"* in the Company's Prospectus currently available on SEDAR at www.sedar.com.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact, certain information contained in this MD&A constitutes forward-looking statements. Forward-looking statements are usually identified by the use of certain terminology, including "will", "may", "expects", "estimates", "continues", "believes", "intends", or variations thereof, or by discussions of strategy or intentions, or the negatives of such words and phrases. Forward-looking statements in this Interim MD&A include, but are not limited to, the closing of a QT and the anticipated benefits of a QT, including the potential business of the Company after completion of the QT and the ability of the Company to complete a QT. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results or achievements to be materially different from any future results or achievements express or implied by such forward-looking statements.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company's ability to predict or control, including factors affecting the closing of a QT and the timing and receipt of all applicable regulatory, corporate, shareholder, and third party approvals, the satisfaction of other conditions to the closing of a QT and the ability of the Company to complete a QT. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

If risks or uncertainties materialize, or if underlying assumptions prove incorrect, the actual results may vary materially from those expected, estimated, or projected. The Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Given these uncertainties, the reader of the information included herein is cautioned not to place undue reliance on such forward-looking statements.