Argo Opportunity Corp.

MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2023

The following management's discussion and analysis ("**MD&A**) should be read in conjunction with the Company's financial statements for the year ended December 31, 2023, prepared in accordance with International Financial Reporting Standards ("**IFRS**").

All dollar figures included therein and in the following discussion analysis are quoted in Canadian dollars unless otherwise noted.

DATE

This MD&A is dated March 18, 2024 and is in respect of the year ended December 31, 2023. The discussion in this MD&A focuses on this period. Estimates and forward-looking information are based on assumptions of future events and actual results may vary from these estimates.

DISCLAIMER FOR FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements relating to future events. In some cases, forward looking statements can be identified by such words as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" or similar expressions. These statements represent management's best projections, but under reliance should not be placed upon them as they are derived from numerous assumptions. These assumptions are subject to known and unknown risks and uncertainties, including the business risks discussed in the MD&A which may cause actual performance and financial results to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted.

DESCRIPTION OF BUSINESS AND OVERALL PERFORMANCE

Argo Opportunity Corp. (the "**Company**") was incorporated under the *Business Corporations Act* of Ontario on May 26, 2021. The Company is a Capital Pool Company ("**CPC**") as defined in the TSX Venture Exchange (the "**Exchange**") Policy 2.4.

The principal business of the Company is the identification and evaluation of assets or business with a view to potentially acquire them or an interest therein by an option or any concomitant transaction. The purpose of such acquisition is to satisfy the related conditions of a qualifying transaction under the policies of the Exchange.

The principal office of the Company is located at P.O. Box 3566 Stn Terminal, Vancouver British Columbia, V6B 3Y6. The registered office of the Company is located at 1460-70 University Avenue, Toronto, Ontario M5J 2MR.

The Company completed its initial public offering ("IPO") on May 18, 2023, raising gross proceeds of $322,170 pursuant to the Company's final prospectus dated March 21, 2023. The IPO consisted of 3,221,700 common shares of the Company at a price of $0.10 per common share. The Company's shares were listed for trading on the TSX Venture Exchange ("TSX-V") under the trading symbol AROC.P and halted immediately. The halt on trading was lifted and the Company resumed trading on the TSX-V on May 23, 2023.

Integral Wealth Securities Limited (the "Agent") acted as agent in the IPO, in connection with which it received a cash commission of $32,217, administration fee of $10,000 and an aggregate of 322,170 agent's warrants, with each agent's warrant entitling the holder to acquire one common share of the Company at an exercise price of $0.10 per common share for a period of 5 years.

RISKS AND UNCERTAINTIES

The Company does not have a history of earnings, nor has it paid any dividends. The Company has only limited funds and there is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the exchange may suspend or de-list the Company's shares from trading.

SELECTED ANNUAL INFORMATION

The following table sets forth summary financial information for the year ended December 31, 2023 and 2022 and period from Incorporation on May 26, 2021 to December 31, 2021. This information has been summarized from the Company's audited financial statements for the same periods. This summary of financial information should only be read in conjunction with the Company's financial statements, including the notes thereto.

	For the year ended December 31, 2023 ($)	**For the year ended December 31, 2022 ($)**	**For the period from Incorporation on May 26, 2021 to December 31, 2021 ($)**
Total revenue	-	-	-
Net loss and comprehensive loss	(94,641)	(61,826)	(57,086)
Basic and diluted loss per share	(0.02)	(0.03)	(0.03)
Total assets	199,846	75,279	54,728
Total non-current financial liabilities	-	-	-

DISCUSSION OF OPERATIONS

For the three months ended December 31, 2023 and 2022

	For the three months ended December 31, 2023 ($)	**For the three months ended December 31, 2022 ($)**	**Change ($)**
Operating expenses			
General and administrative	1,385	15	1,370
Listing and filing fees	2,251	-	2,251
Professional fees	20,133	32,218	(12,085)
Total operating expenses	(23,769)	(32,233)	(8,464)
Interest expense	-	(158)	158
Net loss and comprehensive loss	(23,769)	(32,075)	8,306

For the three months ended December 31, 2023, net loss and comprehensive loss decreased by $8,306 from the three months ended December 31, 2022. This is primarily due to a $12,085 decrease in professional fees as the Company incurred lower legal fees following the completion of its IPO in early 2023. This is partially offset by a $2,251 increase in listing and filing fees and a $1,370 increase in general and administrative expenses following its IPO in early 2023.

For the year ended December 31, 2023 and 2022

	For the year ended December 31, 2023 ($)	**For the year ended December 31, 2022 ($)**	**Change ($)**
Operating expenses			
General and administrative	2,712	15	2,697
Listing and filing fees	53,509	-	53,509
Professional fees	38,420	61,811	(23,391)
Net loss and comprehensive loss	(94,641)	(61,826)	(32,815)

For the year ended December 31, 2023, net loss and comprehensive loss increased by $32,815 from the year ended December 31, 2022. This is primarily due to a $53,509 increase in listing and filing fees which related to the completion of its IPO in May 2023, a $2,697 increase in general and administrative expenses related to increased activity during 2023 following the completion of the IPO. This is partially offset by a $23,391 decrease in professional fees due to decreased legal and accounting fees.

SUMMARY OF QUARTERLY RESULTS

For the three months ended,	**December 31, 2023**	**September 30, 2023**	**June 30, 2023**	**March 31, 2023**
Total revenue	$ -	$ -	$ -	$ -
Net loss and comprehensive loss [(1)]	$ (23,769)	$ (11,147)	$ (8,236)	$ (51,489)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.02)

For the three months ended,	**December 31, 2022**	**September 30, 2022**	**June 30, 2022**	**March 31, 2022**
Total revenue	$ -	$ -	$ -	$ -
Net loss and comprehensive loss	$ (32,075)	$ (16,386)	$ (826)	$ (12,539)
Basic and diluted loss per share	$ (0.01)	$ (0.01)	$ (0.00)	$ (0.01)

(1) Certain amounts from the three months ended March 31, 2023 have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported results of operations or cash flow.

The Company's net loss and comprehensive loss increased by $12,622 during the three months ended December 31, 2023 compared to the previous quarter. This increase is mainly attributable to the increase of professional fees by $11,723 due to an increase in audit fees along with an increase in general and administrative expenses of $484 related to meals and entertainment and dues and subscriptions and an increase in listing and filing fees of $415 due to the Company's listing and filing requirements following the completion of its IPO in May 2023.

The Company’s net loss and comprehensive loss increased by $2,911 during the three months ended September 30, 2023 compared to the previous quarter. This increase is due to a $37,739 decrease in professional fees and a $12,758 decrease in general and administrative fees due to a reallocation of expenditures to listing and filing fees and share issuance costs during the prior quarter related to an IPO that closed in May 2023. This is partially offset by a $47,586 increase in listing and filing fees due to a reallocation of professional fees and general and administrative fees during the prior quarter related to an IPO that closed in May 2023.

The Company’s net loss and comprehensive loss decreased by $43,253 during the three months ended June 30, 2023 as compared to the previous quarter. This decrease is due to a $68,535 decrease in professional fees and a $24,140 decrease in general and administrative expenses due to a reallocation to listing and filing fees and share issuance costs related to an IPO that closed in May 2023. This is partially offset by an increase in listing and filing fees of $49,422 due to a reallocation of professional fees and general and administrative fees related to an IPO that closed in May 2023.

The Company’s net loss and comprehensive loss increased by $19,414 during the three months ended March 31, 2023 as compared to the previous quarter. The increase is primarily due to a $12,268 increase in general and administrative fees related to the IPO along with a $6,988 increase in professional fees related to legal, audit and accounting fees.

The Company’s net loss and comprehensive loss increased by $15,689 during the three months ended December 31, 2022 as compared to the previous quarter. The increase is primarily due to a $15,990 increase in professional fees related to legal, audit and accounting fees.

The Company’s net loss and comprehensive loss increased by $15,560 during the three months ended September 30, 2022 as compared to the previous quarter. The increase is primarily due to a $15,402 increase in professional fees related to legal, audit and accounting fees.

The Company’s net loss and comprehensive loss decreased by $11,713 during the three months ended June 30, 2022 as compared to the previous quarter. The decrease is due to a $11,713 decrease in professional fees related to legal, audit and accounting fees.

The Company’s net loss and comprehensive loss decreased by $19,063 during the three months ended March 31, 2022 as compared to the previous quarter. The decrease is due to a $19,063 decrease in professional fees related to legal, audit and accounting fees.

Escrowed Shares

Upon completion of the Company’s initial public offering, the 2,000,000 issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange. 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (as defined in the policies of the Exchange) (the “Initial Release”) and an additional 25% will be released on each of the dates which are 6 months, 12 months, and 18 months following the Initial Release.

OUTSTANDING SHARE DATA

Common Shares

As at December 31, 2023 and the date of this MD&A, the Company had 6,221,700 common shares issued and outstanding.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2023, the Company had working capital of $179,637 (December 31, 2022 - $22,303), comprised of $199,846 (December 31, 2022 - $75,279) cash and $20,209 (December 31, 2022 - $52,976) in accounts payable and accrued liabilities.

OFF-BALANCE SHEET ARRANGEMENTS

None.

PROPOSED TRANSACTIONS

None.

TRANSACTIONS WITH RELATED PARTIES

The Company has identified its directors and certain officers as its key management personnel. Current directors and officers of the Company are as follows:

Michele (Mike) Marrandino, CEO, CFO, President, Secretary-Treasurer, Director
David Franklin, Director
Mark Fekete, Director
John Gibson, Director

All related party transactions are carried out in the normal course of operations.

There were no compensation costs for key management personnel during the years ended December 31, 2023 and 2022.

As at December 31, 2023, there was $Nil owing to a former director of the Company (December 31, 2022 - $20,000).

On November 14, 2022, the Company completed a private placement financing of 200,000 common shares at $0.05 per share to David Franklin for total proceeds of $10,000.

On November 14, 2022, the Company completed a private placement financing of 600,000 common shares at $0.05 per share to John Gibson for total proceeds of $30,000.

On November 14, 2022, the Company completed a private placement financing of 200,000 common shares at $0.05 per share to Mark Fekete for total proceeds of $10,000.

On December 22, 2022, Michele Feoloa, a director of the Company, resigned and the Company cancelled 400,000 common shares previously issued to Michele Feola. On the same day, a Company controlled by John Gibson subscribed for 400,000 common shares at a price of $0.05 per share for proceeds of $20,000.

FINANCIAL INSTRUMENTS

The Company's senior management oversees the management of risks and advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's senior management provides assurance that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured, and managed in accordance with the Company's policies and group risk appetite. All derivative activities, if any, for risk management purposes are carried out by a team that has the appropriate skills, experience, and supervision. It is the Company's policy that no trading in derivatives for speculative purposes shall be undertaken.

The Board of Directors reviews and agrees on policies for managing each of the risks summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Corporation's financial assets consist of cash. The Company's maximum exposure to credit risk, as at period-end, is the carrying value of its financial assets. The Company mitigates credit risk by holding financial instruments within financial institutions of high creditworthiness. As at December 31, 2023, the Company is not exposed to significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they come due. The Company currently settles its financial obligations with cash. 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. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at December 31, 2023, the Company had a cash balance of $199,846 (December 31, 2022 - $75,279), and accounts payable and accrued liabilities of $20,209 (December 31, 2022 - $52,976) and does not have significant exposure to liquidity risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any significant interest rate risk.

Foreign currency risk

The Company is not currently exposed to foreign currency risk as all of its assets, liabilities and operations are denominated in Canadian dollars.

CRITICAL ACCOUNTING ESTIMATES

This MD&A is based on the financial statements which have been prepared in accordance with IFRS. The preparation of the financial statements requires that certain estimates and judgments are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances.

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. The financial statements do not include any accounts that require significant estimates as the basis for determining the stated amounts.

CAPITAL RISK MANAGEMENT

The Corporation is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which apply on completion of the IPO. These expenditure restrictions limit the aggregate amount that the Corporation is permitted to spend on reasonable general and administrative costs of the Corporation not exceeding in aggregate of $3,000 per month, and reasonable expenses incurred related to a QT.

The Company's capital currently consists of common shares. The Company defines capital as total shareholders' equity, which was $179,637 at December 31, 2023 (December 31, 2022 - $22,303). Its principal source of cash is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going-concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets.

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. To maintain or adjust its capital structure, the Company may issue new debt or equity. The Company is highly dependent on capital markets as its source of operating capital.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or business for future investment, with the exception that not more than the lessor of 30% of the gross proceeds from the issuance of shares issued in the IPO may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a Qualifying Transaction.