SP Strategic Acquisition Corp.
Management Discussion and Analysis
For the Year Ended December 31, 2022

February 1, 2023

The following management discussion and analysis ("MD&A") of the results of the operations and financial position of SP Strategic Acquisition Corp. (the "Corporation" or "SP Strategic Acquisition") for the year ended December 31, 2022 should be read in conjunction with the Corporation's audited financial statements for the year ended December 31, 2022 and the period from the date of incorporation (November 5, 2021) to December 31, 2021. All figures contained in this MD&A are presented in Canadian dollars unless otherwise stated.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Corporation'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 and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation 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 Corporation's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

The Corporation

The Corporation was incorporated under the *Ontario Business Corporations Act* on November 5, 2021 and is classified as a Capital Pool Company, as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange").

The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Corporation has not commenced operations and has no assets other than cash. The Corporation'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 purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation, as defined under the policies of the Exchange.

During the year ended December 31, 2022, the Corporation issued 5,100,000 common shares at $0.05 per share for gross proceeds of $255,000. Share issuance costs of $5,000 were associated with these issuances.

The head office and the registered head office of the Corporation is located at 40 King Street, Toronto, ON M5H 3C2.

Summary of Quarterly Results

	Date of Incorporation (November 5, 2021) to December 31, 2021	Three Months Ending March 31, 2022	Three Months Ending June 30, 2022	Three Months Ending September 30, 2022	Three Months Ending December 31, 2022
Total Assets	1	$254,033	$253,870	$211,434	$197,380
Total Revenues	Nil	Nil	Nil	Nil	Nil
Total Expenses	$13,972	$48,538	$11,599	$35,299	$32,485
Net Loss	$(13,972)	$(48,538)	$(11,599)	$(35,299)	$(32,485)
Basic and diluted net loss per share	(.00)	(.01)	(.00)	(.00)	(.01)

Results of Operations

For the three months ending December 31, 2022

The Corporation recorded a net loss of $32,485. The net loss during the period, is due mainly to costs in relation to its listing on the Exchange, and professional fees.

For the year ending December 31, 2022.

The Corporation recorded a net loss of $127,921. The net loss is due mainly to costs in relation to its listing on the exchange, and professional fees.

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 (November 5, 2021) to December 31, 2022.

Material Costs	Period from date of incorporation (November 5, 2021) to year ending December 31, 2022
Professional fees	$130,346
Filing fees	$6,361
Office Expense	$901
Bank Fees	$4,285
Stock-based compensation	$0

Liquidity and Capital Resources

As at December 31, 2022, the Corporation had cash of $197,380. The Corporation had current liabilities of $89,273 and working capital of $108,107.

Outstanding Share Data

As at December 31, 2022, and as at the date of this MD&A, 5,100,000 common shares are issued and outstanding.

Off-Balance Sheet Arrangements

The Corporation has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions

There was no remuneration paid to key management personnel and no other related party transactions during the year ended December 31, 2022 and the period from the date of incorporation (November 5, 2021) to December 31, 2021.

Capital Management

The Corporation'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 Corporation includes equity, comprised of share capital and accumulated deficit in the definition of capital.

The Corporation'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 Corporation 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 Corporation. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the Exchange.

Risk Disclosures and Fair Values

The Corporation's financial instruments, consisting of cash and accounts payable and accrued liabilities approximate fair value due to the relatively short-term maturity of the instruments. It is management’s opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Critical Accounting Estimates

The Corporation’s significant accounting policies are summarized in Note 2 to the audited financial statements for the year ended December 31, 2022 and the period from the date of incorporation (November 5, 2021) to December 31, 2021.

Additional Information

For further detail, see the Corporation’s audited financial statements for year ended December 31, 2022 and the period from the date of incorporation (November 5, 2021) to December 31, 2021. Additional information about the Corporation can also be found on SEDAR.