SP Strategic Acquisition Corp.
Management Discussion and Analysis
For the Period Ended March 31, 2025

May 30, 2025

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 period ended March 31, 2025, should be read in conjunction with the Corporation's Financial Statements for the period ended March 31, 2025. 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.

Forward-Looking Statements - continued

Selected forward-looking statements, assumptions, and risk factors are as follows:

Forward-looking statements	Assumptions	Risk factors
The Corporation proposes to work towards completing a Qualifying Transaction.	The Corporation expects to identify an asset or business to acquire and close a Qualifying Transaction, on terms favourable to the Corporation.	The Corporation's inability to find a target, the inability to satisfy all of the conditions precedent (due diligence, shareholder and regulatory approval, financing) to complete a Qualifying Transaction, resulting in the Corporation remaining as a public shell.
The Corporation's ability to meet its working capital needs at the current level for the next twelve-month period ending December 31, 2025.	The operating activities of the Corporation for the twelve-month period ending December 31, 2025, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Corporation.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; regulatory compliance and changes in regulatory compliance and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions;

The Corporation

The Corporation was incorporated under the *Business Corporations Act* (Ontario) 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") and trades under symbol SPSA.P.

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 held in trust. 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 Corporation - continued

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.

On March 31, 2023, the Corporation had an initial public offering that offered to sell and issue 5,000,000 common shares of the Corporation (the "Offering") at a price of $0.10 per Common Share (the "Offering Price") for total gross proceeds to the Corporation of $500,000. The IPO closed on March 31, 2023. In connection with the Offering, the Corporation paid at closing a cash commission (the "Agent's Commission") equal to 10% of the gross proceeds of the offering and a corporate finance fee equal to $15,000. The Corporation shall also grant the agent a number of warrants equivalent to 10% of the aggregate number of common shares sold pursuant to the Offering (each, an "Agent's Warrant"), exercisable at a price of $0.10 per share for a period of 24 months from the date of listing of the Corporation's common shares on the Exchange. On March 31, 2025, 500,000 warrants expired unexercised.

Immediately following the completion of the Offering, the Corporation granted directors and officers 1,010,000 options, exercisable at a price of $0.10 per common share for a period of 10 years following the date of grant.

The head office and the registered head office of the Corporation is located at Suite 3200, Bay Adelaide Centre – North Tower 40 Temperance St., Toronto, ON M5H 0B4.

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)

Summary of Quarterly Results – continued

	Three Months Ending March 31, 2023	**Three Months Ending June 30, 2023**	**Three Months Ending September 30, 2023**	**Three Months Ending December 31, 2023**	**Three Months Ending March 31, 2024**
Total Assets	$593,980	$487,578	$450,493	$449,148	$448,781
Total Revenues	Nil	Nil	Nil	Nil	Nil
Total Expenses	$136,814	$37,228	$9,621	$(4,594)	3,367
Net Income (Loss)	$(136,814)	$(37,228)	$(9,621)	$4,594	(3,367)
Basic and diluted net loss per share	(.03)	(.00)	(.00)	(.00)	(.00)

	Three Months Ending June 30, 2024	**Three Months Ending September 30, 2024**	**Three Months Ending December 31, 2024**	**Three Months Ending March 31, 2025**
Total Assets	$420,313	$417,995	$412,754	$406,314
Total Revenues	Nil	Nil	Nil	Nil
Total Expenses	$15,145	$3,202	$10,680	$10,440
Net Income (Loss)	$(15,145)	$(3,202)	$(10,680)	$(10,440)
Basic and diluted net loss per share	(.00)	(.00)	(.00)	(.00)

Results of Operations

For the year to date period ending March 31, 2025

The Corporation recorded a net loss of $10,440. The net loss during the period is due mainly to costs in relation to 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 incorporation (November 5, 2021) to March 31, 2025.

Material Costs	Period from incorporation (November 5, 2021) to March 31, 2025
Professional fees	$224,135
Filing Fees & Office expense	$48,697
Share-based compensation	$91,060

Liquidity and Capital Resources

As at December 31, 2024, the Corporation had cash of $406,314. The Corporation had current liabilities of $16,000 and working capital of $390,314.

Outstanding Share Data

As at March 31, 2025, and as at the date of this MD&A 10,100,000 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

On March 31, 2023, following a public offering, the Corporation granted options to directors and officers.

There was no remuneration paid to key management personnel and no other related party transactions during the period ended March 31, 2025.

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 held in trust 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 material accounting policies are summarized in Note 2 to the Financial Statements for period ended March 31, 2025.

Additional Information

For further detail, see the Corporation's Financial Statements for Period Ended March 31, 2025. Additional information about the Corporation can also be found on SEDAR.