

**LEFT FIELD CAPITAL CORP.
MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED DECEMBER 31, 2023 AND FOR THE PERIOD FROM
INCORPORATION ON JANUARY 14, 2022 TO DECEMBER 31, 2022**

Background

This management discussion and analysis (“MD&A”) for Left Field Capital Corp. (the “Company”) is prepared as at March 6, 2024 and should be read in conjunction with the Company’s audited financial statements for the year ended December 31, 2023 and for the period from incorporation on January 14, 2022 to December 31, 2022, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company’s activities can be found on SEDAR at www.sedar.com.

Company Overview

The Company was incorporated on January 14, 2022 under the Business Corporations Act (British Columbia). The Company completed an initial public offering of common shares (the “IPO”) on July 21, 2022, after which it became a Capital Pool Company (“CPC”) as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4 (“Policy 2.4”).

As a CPC, the Company’s objective is to acquire either operating assets or a business, subject to regulatory approval, that meet the criteria of a Qualifying Transaction as defined by the TSX-V (“Qualifying Transaction”). Until such time that a Qualifying Transaction is completed, the Company will have no significant revenue and will incur expenses primarily for Qualifying Transaction investigation, TSX-V listing and filing requirements, professional services and office facilities and administration, subject to certain restrictions under Policy 2.4 discussed further under “Capital Management” herein.

The Company’s registered office address is Suite 1200, 200 Burrard St., Vancouver, BC.

Capital Activity

On January 14, 2022, the Company issued 100 common shares at a price of \$0.075 per share and an additional 2,099,900 common shares were issued on February 2, 2022 at a price of \$0.075 per share. The total proceeds of both issues (collectively the “Seed Shares”) was \$157,500. The seed shares are held in escrow and will be released ratably over period up to 18 months following the completion of a Qualifying Transaction.

On July 21, 2022, the Company completed the IPO and issued 1,450,000 common shares at a price of \$0.15 per share for gross proceeds of \$217,500. The Company incurred share issuance costs totaling \$114,926 for legal, TSXV, agent’s, accounting and other services for the IPO. Share issuance costs included \$105,400 paid in cash and the issuance of warrants with a fair

value of \$9,526, determined using the Black-Scholes option pricing model. There are no vesting conditions attached to the warrants.

On July 21, 2022, the Company granted options to purchase 225,000 common shares. The options, which were granted to directors of the Company, are fully-vested and are exercisable for one common share at a price of \$0.15 and expire July 21, 2027. The \$28,671 fair value of the stock options, determined using the Black-Scholes option pricing model, was recorded as a share-based compensation expense in the period from incorporation on January 14, 2022 to December 31, 2022. No vesting conditions were attached to these options.

As of the date of this MD&A, the Company's equity comprises:

- An unlimited number of common shares authorized for issuance, of which 3,550,000 are issued and outstanding including 2,100,000 that are held in escrow and will be released ratably over a period up to 18 months following the completion of a Qualifying Transaction;
- An unlimited number of preferred shares authorized for issuance, of which none are issued and outstanding;
- 225,000 stock options, each exercisable for one common share at a price of \$0.15 until July 21, 2027; and
- 100,000 warrants, each exercisable for one common share at a price of \$0.15 until July 21, 2024.

Forward-Looking Statements

Certain statements contained in this MD&A constitute forward-looking statements. Such forward-looking statements involve risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These risks include, but are not limited to, the Company completing a Qualifying Transaction on a timely basis and its ability to raise sufficient capital for long-term operations should a Qualifying Transaction not be completed on a timely basis. Readers are cautioned not to place undue reliance on these forward-looking statements.

Selected Financial Information

	December 31, 2023	December 31, 2022
	\$	\$
Total assets	197,657	243,927
Total long-term liabilities	-	-
Total shareholders' equity	183,891	231,587

	Year ended December 31, 2023	Period from Incorporation on January 14, 2022 to December 31, 2022
	\$	\$
Net loss for the period	(47,696)	(66,684)
Basic and diluted loss per share	(0.01)	(0.03)

Results of Operations

Year ended December 31, 2023

The Company reported a net loss of \$47,696 for the year ended December 31, 2023, compared with a net loss of \$66,684 for the period from incorporation on January 14, 2022 to December 31, 2022. The higher loss in the comparative period was primarily the result of a \$28,671 non-cash share-based compensation expense recognized for the grant of 225,000 stock options on July 21, 2022. These stock options were fully-vested on their grant date and no equivalent expense was recognized in the year ended December 31, 2023.

Partly offsetting the reduction of share-based compensation in the year ended December 31, 2023, the Company recognized an expense of \$13,765 (2022 - \$4,307) for transfer agent, listing, filing and shareholder communication fees, which were higher in the year ended December 31, 2023 because the Company didn't incur those expenses prior to its IPO in July 2022. Other significant expenses during the year ended December 31, 2023 were comparable with those for the period from January 14, 2022 to December 31, 2022 and included \$18,900 (2022 - \$17,325) for corporate and administrative services provided by a related party, \$14,943 (2022 - \$16,299) in accounting and legal fees.

As a CPC, the Company's routine expenses will be limited to general administrative costs such as corporate and administrative fees, TSX-V listing and filing fees, audit fees and accounting. When the Company has identified a potential Qualifying Transaction, additional legal or other transaction-related costs may be incurred, regardless of whether the transaction is ultimately completed.

Quarterly Information

Results for recent fiscal quarters are as follows:

Three Months Ended	General and Administrative Expenses, Excluding Share-based Compensation	Stock-based Compensation	Net Loss	Basic & Diluted Loss per Share²
	\$	\$	\$	\$
December 31, 2023	17,339	-	(17,339)	(0.00)
September 30, 2023	5,348	-	(5,348)	(0.00)
June 30, 2023	9,698	-	(9,698)	(0.00)
March 30, 2023	15,311	-	(15,311)	(0.00)
December 31, 2022	14,318	-	(14,318)	(0.00)
September 30, 2022	7,844	28,671	(36,515)	(0.01)
June 30, 2022	5,402	-	(5,402)	(0.00)
March 30, 2022 ¹	10,449	-	(10,449)	(0.01)

¹ Period reported is from incorporation on January 14, 2022 to March 31, 2022.

² The rounding of basic and diluted loss per share for individual quarters may result in a difference between the sum of quarterly per share losses within a fiscal year and the loss per share for the whole year.

Quarter Ended December 31, 2023

The Company reported a net loss of \$17,339 for the three months ended December 31, 2023, compared to a net loss of \$14,318 for the comparative three months ended December 31, 2022. The increase in net loss for the three months ended December 31, 2023 is primarily the result of an increase in audit fees accrued in the period.

Significant expenses during the three months ended December 31, 2023 included a \$4,725 (2022 - \$4,725) expense for corporate and administrative services provided by a related party, \$12,000 (2022 - \$9,000) in professional fees for legal and accounting services, and \$592 (2022 - \$570) for transfer agent, listing, filing and shareholder communication fees.

Financial Position and Liquidity

As at December 31, 2023, the Company had cash of \$197,657. As a CPC, the Company's routine expenses are limited to general administrative costs such as TSX-V listing and filing fees, audit fees, legal fees and expenses for corporate and administrative services. Additional legal or other costs may be incurred to pursue a potential Qualifying Transaction, regardless of whether the transaction is ultimately completed. The Company's current cash balance is sufficient to pay its existing accounts payable and accrued liabilities, to maintain its existing level of operations for the next 12 months, and to pursue a limited number of potential Qualifying Transactions.

Related Party Transactions

The Company is party to a corporate services agreement with Earlston Management Corp. (“Earlston”), an entity related to the Company by virtue of providing key management services and having certain directors and officers in common. Earlston provides various administrative, management and corporate services to the Company for a fee of \$1,500 per month plus tax and out-of-pocket costs. Additional fees may be paid to Earlston for non-standard services provided in connection with a Qualifying Transaction. The Company’s expense for administrative and corporate services for the year ended December 31, 2023 includes \$18,900 (period from incorporation on January 14, 2022 to December 31, 2022 - \$17,325) charged by Earlston of which \$1,575 is included in accounts payable and accrued liabilities as December 31, 2023 (December 31, 2022 – \$3,150).

Capital Management

The Company defines capital as its shareholders’ equity, which was \$183,891 as at December 31, 2023. The Company’s objectives when managing capital are to maintain a low level of on-going operating costs and to continue as a going concern until a Qualifying Transaction can be completed. The Company’s current capital was received from the issuance of common shares and will only be sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a Qualifying Transaction.

The Company is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4. These expenditure restrictions limit the Company’s on-going expenditures to reasonable expenses relating to a proposed Qualifying Transaction, assurance and audit fees, escrow agent and transfer agent fees, regulatory filing fees and a maximum of \$3,000 per month for other general and administrative costs.

Financial Instruments and Risk Management

As at December 31, 2023, the Company’s financial instruments comprise cash and accounts payable and accrued liabilities. The fair values of accounts payable and accrued liabilities approximate their carrying values due to their short-term maturity. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs that are not based on observable market data (unobservable inputs).

As at December 31, 2023, the fair value of cash held by the Company was based on level 1 inputs of the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss arising from a customer or third party to a financial instrument failing to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The Company limits exposure to credit risk by maintaining its cash with a large financial institution.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at December 31, 2023, the Company had a cash balance of \$197,657 which is sufficient to settle current liabilities of \$13,766 and anticipated short-term cash requirements, but that additional funding may be required to meet long-term requirements should a Qualifying Transaction not be completed on a timely basis. The Company's financial liabilities include trade payables that have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and equity prices. As the Company does not currently hold and does not expect to hold interest-bearing financial instruments other than cash, assets or liabilities denominated in a foreign currency, and marketable securities or other financial instruments subject to fluctuations in equity prices, it currently does not have and is not expected to have exposure to these market risks.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Critical Accounting Estimates and Judgments

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the measurements of assets, liabilities, revenues, expenses and certain disclosures reported in these financial statements. Significant estimates made by management include the following:

i. Valuation of share-based compensation and warrants

Management uses the Black-Scholes option pricing model to determine the fair value of employee stock options and compensatory warrants. This model requires assumptions of the expected future price volatility of the Company's common shares, expected life of options and warrants, future risk-free interest rates and the dividend yield of the Company's common shares.

ii. Income taxes

Provisions for income and other taxes are based on management's interpretation of taxation laws, which may differ from the interpretation by taxation authorities. Such differences may result in eventual tax payments differing from amounts accrued. Reported amounts for deferred tax assets and liabilities are based on management's expectation for the timing and amounts of future taxable income or loss, as well as future taxation rates. Changes to these underlying estimates may result in changes to the carrying value, if any, of deferred income tax assets and liabilities.

The Company's significant accounting policies and estimates are included in Note 3 of its audited financial statements for the year ended December 31, 2023 and for the period from incorporation on January 14, 2022 to December 31, 2023.

Risks and Uncertainties

The Company's objective is to identify and complete a Qualifying Transaction and, as of the date of this MD&A, the Company is not pursuing any specific transaction. Until the Company completes a Qualifying Transaction, it will not have a source of recurring income, commercial operations, significant assets other than cash and shall not generate earnings or pay dividends.

Should the Company not complete a Qualifying Transaction on a timely basis, it may require additional capital financing and there is no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable.

The Company's success depends to a certain degree upon key members of its management to identify a potential Qualifying Transaction. The loss of the service of members of the management team or certain key employees could have a material adverse effect on the Company.

Corporate Governance

The Company's Board of Directors and its committees substantially follow the recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The current Board comprises three individuals, one of whom holds all officer roles for the Company. All members of the Board comprise the Audit Committee.