PENTAGON I CAPITAL CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS FOR THE THREE AND SIX MONTH PERIOD ENDED JUNE 30, 2025 (the "Reporting Period")

Date of Report: July 30, 2025

This Management Discussion and Analysis ("MD&A") of Pentagon I Capital Corp. ("Pentagon" or the "Company") has been prepared by management as of **July 30, 2025** and should be read in conjunction with the annual financial statements and related notes thereto of the Company as at and for three and six month period ended June 30, 2025, which was prepared in accordance with International Accounting Standards using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and International Financial Reporting Interpretations Committee ("IFRIC").

Forward-Looking Statements

This MD&A contains forward-looking information which reflects management's expectations regarding the Company's growth, results of operation, performance and business prospects and opportunities. All statements, other than statements of historical fact, may be forward-looking statements. The use of words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", believe", outlook", "forecast" and similar expressions are intended to identify forward-looking statements. Forward-looking statements in this MD&A include, but not limited to, the Company's expectation of future activities and results, of its working capital needs and its ability to identify, evaluate and pursue suitable business opportunity. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results of events to differ materially from those anticipated in these 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. Readers should not put undue reliance on forward-looking information. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Overall Performance:

The Company was incorporated under the *Business Corporations Act* (Ontario) on November 3, 2021 and is a Capital Pool Company (the "CPC") as defined in the Policy 2.4 by the TSX Venture Exchange Inc. (the "Exchange").

The Company's business is to identify and evaluate businesses and assets with a view to completing a "Qualifying Transaction" as defined in the policies of the Exchange. Any proposed Qualifying Transaction must be accepted by the Exchange and, in the case of a non-arm's length Qualifying Transaction, is also subject to "majority of the minority approval" in accordance with Exchange Policy 2.4 – Capital Pool Companies.

The Company has not commenced operations and has no assets other than cash. The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. There is no assurance that the Company will identify a Qualifying Transaction within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or delist the Company's shares from trading. Such an acquisition will be subject to the approval of the regulatory authorities concerned and in the case of a non-arms' length transaction, of the majority of the minority shareholders.

Selected Quarterly Financial Information:

A summary of selected financial information for the most recent eight quarters is as follows:

	For the Three Months Ended June 30, 2025	For the Three Months Ended March 31, 2025	For the Three Months Ended December 31, 2024	For the Three Months Ended September 30, 2024
Expenses (recovery)	$ 14,991	$ 12,486	$ 458	$ 203
Total comprehensive loss	$ (14,080)	$ (11,225)	$ (9,997)	$ 1,791
Comprehensive loss per share - basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of shares outstanding – basic and diluted	3,000,000	3,000,000	3,000,000	3,000,000
Total assets	$ 175,308	$ 189,387	$ 200,611	$ 199,349
Total liabilities	$ 25,697	$ 25,697	$ 14,438	$ 14,438
Total shareholders' equity	$ 149,610	$ 163,689	$ 186,174	$ 184,912

	For the Three Months Ended June 30, 2024	For the Three Months Ended March 31, 2024	For the Three Months Ended December 31, 2023	For the Three Months Ended September 30, 2023
Expenses (recovery)	$ 18,448	$ 6,618	$ (3,934)	$ (6,896)
Total comprehensive loss	$ (16,308)	$ (4,466)	$ (3,934)	$ (6,896)
Comprehensive loss per share - basic and diluted	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of shares outstanding – basic and diluted	3,000,000	3,000,000	3,000,000	3,000,000
Total assets	$ 197,558	$ 213,889	$ 219,061	$ 230,630
Total liabilities	$ 14,438	$ 14,460	$ 15,167	$ 22,993
Total shareholders' equity	$ 183,121	$ 199,429	$ 203,895	$ 207,637

Results of Operations:

Three and Six Months Ended June 30, 2025

As at June 30, 2025 the Company has no commercial operations. Expenses were related primarily to professional fees ($7,859), corporate services and administration ($5,437) and professional fees ($7,859).

Liquidity and Capital Resources:

As at June 30, 2025 the Company has working capital of $149,610. Management believes that the Company has sufficient cash to meet its current obligations for the next 12 months. However, The Company may continue to have capital requirements in excess of its currently available resources. The other sources of funds potentially available to the Company are through the exercise of outstanding stock options (580,000 exercisable options at a price of $0.10). In the event that the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing, subject to the TSX-V policies and approval. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

There are no commitments for capital expenditures as at June 30, 2025.

Liabilities:

The Company's present liabilities are limited to trade payables incurred in the normal course of day to day business.

Off-Balance Sheet Arrangements:

The Company does not have any off-balance sheet arrangements.

Related Party Transactions and Balances:

As at June 30, 2025, the Company held cash of $11,667 (2024 - $8,266) in trust with a law firm whose partner is a director of the Company.

Other than the foregoing, there were no other transactions with related parties and no remuneration was paid to key management personnel during the three month periods ended June 30, 2025 and 2024.

Outstanding Share Data:

Summary of Outstanding Share Data as of June 30, 2025:

Authorized: Unlimited number of common shares without par value.

Issued and outstanding:	5,800,000
Stock options outstanding:	580,000 (the "**CPC Stock Options**")
Broker warrants outstanding:	300,000

All of the 2,500,000 common shares issued on December 17, 2021 at a price of $0.05 per common share and, the 300,000 common shares issued on February 23, 2022 at a price of $0.05 per common share, and the CPC Stock Options issued are subject to an escrow agreement dated May 13, 2022 (the "Escrow Agreement"). Under the Escrow Agreement, 25% of the escrowed common shares will be released from escrow on the completion of the Corporation's Qualifying Transaction (as those terms are defined in the policies of the Exchange), and as to 25% on each of the dates which are 6, 12, 18, months following the Initial Release.

Financial Instruments and Other Instruments:

The Company maintains its cash in deposit accounts with financial institutions which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk.

Internal Controls Over Financial Reporting:

Management's Report on Disclosure Controls and Procedures:

Disclosure controls and procedures have been designed to provide reasonable assurance that all material information related to the Company is identified and communicated on a timely basis. Management of the Company is responsible for the design and operations of disclosure controls and internal control over financial reporting.

There have been no changes in the Company's disclosure controls and procedures during the period ended June 30, 2025.

Internal Control over Financial Reporting:

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and preparation of the financial statements for external purposes in accordance with generally accepted accounting principles. However, the Company's management, including its Chief Executive Officer and Chief Financial Officer, believe that due to inherent limitations, internal control over financial reporting may not prevent or detect all misstatements and fraud or on a timely basis. Also, projections of any evaluation of the effectiveness of internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

There have been no changes in the Company's internal control over financial reporting during the period ended June 30, 2025 that have materially affected or are reasonably likely to materially affect, the Company's internal control over financial reporting.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this MD&A and the financial statements is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

Management of Capital:

The Company includes the following items in its managed capital as at period end:

	June 30, 2025
Share Capital	$ 316,458
Deficit	$ 241,648

The Company's management is responsible for the management of capital and monitors the Company's capital on a daily basis. The Company expects that its current capital resources will be sufficient to discharge its liabilities as at June 30, 2025.

Risks and Uncertainties:

The Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to complete the transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Company and this may result in further dilution to investors, which dilution may be significant and which may also result in a change of control of the Company.

At the present time, the company does not have any market, currency, interest or credit risk.

Segmented Information:

The Company has a single reportable geographic segment, Canada, and all of the Company's management and assets are located in Canada.

The internal reporting provided to management of the Company is prepared on a consistent basis with the measurement and recognition principles of IFRS.

Changes in Accounting Policies:

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards. Our significant accounting policies are set out in Note 3 of the interim financial statements of the Company, as at and for the three months ended June 30, 2025.

Critical Accounting Estimates:

Not applicable to venture issuers.

Other Information:

Additional information relating to the Company is also available on SEDAR+ at www.sedarplus.ca.

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