

**GOODBRIDGE CAPITAL CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THIRD QUARTER ENDED DECEMBER 31, 2023**

Background

This management's discussion and analysis ("MD&A") of the operations, results, and financial position of Goodbridge Capital Corp. ("the Company") for the period ended December 31, 2023. This MD&A should be read in conjunction with the Company's condensed interim financial statements for the period ended December 31, 2023 and accompanying notes included therein, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") in addition to the audited financial statements for the year ended March 31, 2023. This MD&A has been prepared as of February 28, 2024. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Company Overview

Goodbridge Capital Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 7, 2022. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (the "Exchange") Policy 2.4 trading under the symbol GODB.P which commenced on February 24, 2023. The principal business of the Company is the identification and evaluation of a Qualifying Transaction ("QT") and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholders' approval, if required, and acceptance by regulatory authorities. There is no assurance that the Company will identify a QT. The head office, principal address and registered office of the Company are located at Suite 1500 – 1055 West Georgia Street, Vancouver, B.C. V6E 4N7, Canada.

The Company's continuing operations are dependent upon its ability to identify, evaluate and negotiate an acquisition of an interest in assets or businesses which qualifies as a QT. Such an acquisition or investment will be subject to regulatory approval and may or may not require additional financing. There is no assurance that the Company will be able to complete a QT or that it will be able to secure the necessary financing to complete a QT. If the Company does not meet these requirements, the TSX-V may suspend from trading or delist the shares of the Company.

Initial Public Offering and Qualifying Transaction

On February 22, 2023, the Company completed its Initial Public Offering ("IPO") by way of a Prospectus through its agents. Concurrent with the IPO, the Company issued 2,082,000 common shares at \$0.10 per share, for gross proceeds of \$208,200. In connection with the financing, the agents were paid a \$20,820 commission, a \$16,800 work fee, \$24,525 to cover its legal and other expenses related to the offering, and received 208,200 agents' options with a fair value of \$15,802. Each agents' option entitles the agents to purchase one common share at an exercise price of \$0.10 per share until February 22, 2028. Of the agents' options granted, 104,100 may be sold prior to the completion of a Qualifying Transaction and the remaining 104,100 may only be sold after the completion of a Qualifying Transaction.

Overall Performance

The Company was incorporated on February 7, 2022. The Company does not have any operations to the date of this document and, until it completes a QT, will not conduct any business other than the identification and evaluation of businesses and assets for potential acquisition.

As at December 31, 2023, the Company accumulated deficit of \$174,815 (2023 - \$148,685). The Company's potential completion of a QT and recurring operating losses and working capital needs may require that it obtain additional capital to continue its operation. Such outside capital may include the sale of additional common shares. During the period ended December 31, 2023, the Company's cash balance decreased to \$118,670 from \$200,406. The decrease is due to current period invoices accrued and paid later during the current reporting period.

There can be no assurance that capital will be available as necessary to meet the Company's needs or, if the capital is available, that it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company may result in a significant dilution in the equity interests of its current shareholders.

SELECTED QUARTERLY RESULTS

The following table contains selected financial information for the last quarter:

Quarters Ended:	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023
	\$	\$	\$	\$
Total expenses ⁽¹⁾	3,232	9,952	12,947	43,613
Less interest income	-	-	-	-
Net loss and comprehensive loss	(3,232)	(9,952)	(12,947)	(43,613)
Basic & diluted loss per share	(0.00)	(0.00)	(0.00)	(0.01)

Quarters Ended:	December 31, 2022	September 30, 2022	June 30, 2022	From February 7, 2022 (date of incorporation) to March 31, 2022
	\$	\$	\$	\$
Total expenses ⁽¹⁾	30,295	33,989	28,954	11,834
Less interest income	-	-	-	-
Net loss and comprehensive loss	(30,295)	(33,989)	(28,954)	(11,834)
Basic & diluted loss per share	(0.02)	(0.02)	(0.01)	(0.01)

(1) Total expenses include professional fees, office and administration, regulatory and filing fees, and bank charges.

During the three and nine months ended December 31, 2023, the Company had a net loss of \$3,232 and \$26,130 due to professional fees such as accounting, legal, and filing cost. The Company continues to incur regulatory and professional fees necessary to keep the Company active as it seeks a Qualifying Transaction.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional financial information is available in the Company's audited annual financial statements for the year ended March 31, 2023 and the period from incorporation on February 7, 2022 to March 31, 2022. These statements are available on SEDAR at www.sedar.com.

The following addresses the specific disclosure requirements for venture issues without significant revenues:

- (a) Capitalized or expensed exploration and development costs – Not applicable
- (b) Expensed research and development costs – Not applicable
- (c) Deferred development costs – Not applicable
- (d) General administrative expenses – the financial information is presented in the Statement of Loss and Comprehensive Loss in the financial statements.
- (e) Any material costs, whether capitalized, deferred or expensed, not referred to in (a) through (d) – None.

Profits

At this time, the issuer is not anticipating profit or revenue from operations. The issuer will report an annual deficit and quarterly deficit and will rely on its ability to obtain equity financing to fund its search for a QT. For information concerning the business of the issuer, please see “Company Overview”.

Liquidity

On February 7, 2022, the Company issued 1 incorporator share at a price of \$0.01. This share was repurchased by the Company for \$0.01 and was cancelled on February 7, 2022.

On February 7, 2022, the Company issued 2,000,000 common shares at \$0.05 per share to the directors of the Company for gross proceeds of \$100,000.

As at March 31, 2023, the Company had cash of \$200,406. As at March 31, 2023, the Company had a working capital of \$120,705 which is defined as current assets less current liabilities.

The Company completed its IPO on February 22, 2023 through the distribution of 2,082,000 common shares of the Company at a price of \$0.10 per common share for gross proceeds of \$208,200.

Capital Resources

All common shares acquired in the secondary market prior to the completion of a QT by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be subject to escrow.

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the identification and evaluation of a QT and continue as a going concern. The Company considers capital to be all accounts in equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company’s management to sustain future development of the business. Additional funds may be required to finance the Company’s QT. The Company is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which will apply following the completion of the IPO. These expenditure restrictions limit the Company’s on-going expenditures to reasonable expenditures relating to the IPO, 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.

There is no assurance that the Company will be able to identify a suitable business, asset or property as its Qualifying Transaction. Furthermore, even if a QT is identified, there can be no assurance that the Company will be able to complete the transaction.

If the Company identifies a QT, it may be necessary for the Company to seek additional financing. Capital markets may not always be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings, under terms that would be acceptable for the Company.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Transactions between Related Parties

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company’s executive officers and Board of Director members.

There were no related party balances or transactions for the period ended December 31, 2023.

Proposed Transaction

None.

Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

The Company's significant accounting judgments and estimates that are applied in the financial statements are as follows:

Estimates:

- (i) The measurement of deferred income tax assets and liabilities.
- (ii) The valuation of share-based compensation including inputs such as expected life, volatility, and risk-free interest rates.

Judgements:

- (i) The evaluation of the Company's ability to continue as a going concern.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

Financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at FVTPL or fair value through other comprehensive income ("FVOCI"); and
- those to be measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

Cash and amounts receivable are classified as held at amortized cost.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its financial assets:

- **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.
- **Fair value through other comprehensive income:** Debt instruments that are held for collection of contractual cash flows and for selling the debt instruments, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the debt instrument is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is not reclassified from equity to profit or loss. Interest income from these debt instruments is included as finance income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss in the period in which it arises.

Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Financial liabilities

A financial liability is classified at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: where the Company optionally designates financial liabilities at FVTPL the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Company does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

At present, the Company classifies its accounts payable and accrued liabilities at amortized cost. These financial liabilities are classified as current liabilities as the payment is due within 12 months.

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial

liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

As at December 31, 2023, the Company's financial instruments consist of cash and accounts payable and accrued liabilities. The Company believes that the carrying values of cash, and accounts payable and accrued liabilities approximate their fair values because of their nature and relatively short maturity dates or durations.

Fair value hierarchy

When assessing fair value, the Company utilizes the fair value hierarchy as follows:

- Level 1– fair values based on unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – fair values based on inputs that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – fair values based on inputs for the asset or liability that are not based on observable market data.

As at December 31, 2023, the Company does not carry any financial instruments at FVTPL.

The risk exposure arising from these financial instruments is summarized as follows:

(a) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with a major financial institution. The Company believes it has no significant credit risk.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations with respect to financial liabilities as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's ability to continue to meet its liabilities when due, beyond the current cash balance, is dependent on future support of shareholders through public or private equity offerings. As at December 31, 2023, the Company had accounts payable and accrued liabilities of \$24,095 (March 31, 2023 - \$80,199) due within 12 months and had cash of \$118,670 (March 31, 2023 - \$200,406) to meet its current obligations. As a result, the Company has minimal liquidity risk.

(c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or value of its holdings or financial instruments. The Company's activities have only been transacted in Canadian dollars since incorporation; in addition, the Company carries no interest-bearing debt. As such, the Company has minimal market risks facing it at present.

Disclosure of Outstanding Share Data

The Company is authorized to issue an unlimited number of common without par value.

As at the date of this MD&A, the Company had the following securities issued and outstanding:

Balance

Shares issued and outstanding	4,082,000
Stock options	408,200
Agents' options	208,200
Fully Diluted	4,698,400

New accounting standards and interpretations

There were no new standards effective December 31, 2023 that had any impact on the financial statements or are expected to have a material effect in the future.

Risks and Uncertainties

The Company's financial performance is likely to be subject to the following risks:

1. The Company has not commenced commercial operations, has no assets other than cash. The Company has no history of earnings, and will not generate earnings to pay dividends until at least after the completion of the Qualifying Transaction.
2. Until completion of the Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions.
3. The Company only has 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 or complete a suitable Qualifying Transaction.
4. If the Company fails to identify a business or assets that warrant acquisition or participation within the time limits set under the policies of the Exchange, the Exchange may de-list the Company's shares from trading.
5. If a Qualifying Transaction is completed, there can be no assurance that an active and liquid market for the Company's common shares will develop and investors may find it difficult to resell the common shares.

Disclosure Controls and Procedures

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Forward-Looking Statements

This MD&A contains forward-looking statements. All statements, other than statements of historical fact, constitute "forward-looking statements" and include any information that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future including the Company's strategy, plans or future financial or operating performance and other statements that express management's expectations or estimates of future performance.

Forward-looking statements are generally identifiable by the use of the words "may", "will", "should", "continue", "expect", "anticipate", "estimate", "believe", "intend", "plan" or "project" or the negative of these words or other variations on these words or comparable terminology. All such forward-looking information

and statements are based on certain assumptions and analyses made by the Company's management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. These statements, however, are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed, implied by or projected in the forward-looking information or statements. Important factors that could cause actual results to differ from these forward-looking statements include but are discussed in Risks and Uncertainties.

There can be no assurance that any forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader should not place any undue reliance on forward-looking information or statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after the date of this document or to revise them to reflect the occurrence of future unanticipated events.