

POCML 7 INC.

(a Capital Pool Corporation)

Management's Discussion and Analysis

For the Period Ended: **December 31, 2022**

Date of Report: **February 28, 2023**

This management's discussion and analysis of the financial condition and results of operation ("MD&A") of POCML 7 Inc. ("POCML" or the "Company") should be read in conjunction with POCML's unaudited condensed interim financial statements and notes thereto for the three month period ended December 31, 2022.

All financial data in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All dollar amounts in this MD&A are reported in Canadian dollars.

Caution Regarding Forward-Looking Information:

Certain information contained in this MD&A constitutes forward-looking information, which is information regarding possible events, conditions or results of operations of the Company that is based upon assumptions about future economic conditions and courses of action and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated investment activities and results and financing activities, the impact of changes in accounting policies and other factors on our operating results, and the performance of global capital markets and interest rates.

Forward-looking information involves 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 information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. The forward-looking information contained in this MD&A is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

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

Forward-looking statements	Assumptions	Risk factors
The Company proposes to work towards completing a Qualifying Transaction.	The Company expects to identify an asset or business to acquire and close a Qualifying Transaction, on terms favourable to the Company.	The Company'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 Company remaining as a public shell.
The Company's ability to meet its working capital needs at the current level for the next twelve-month period ending December 31, 2023.	The operating activities of the Company for the twelve-month period ending December 31, 2023, 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 Company.	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; ongoing uncertainties relating to the COVID-19 virus.

Nature of the Business and Incorporation:

POCML was incorporated under the *Business Corporations Act* (Ontario) on December 31, 2021 and is classified as a Capital Pool Company, as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Company's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

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. 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 Company is domiciled in the province of Ontario, Canada and the head office and the registered head office of the Company is located at 130 King Street West, Suite 2210, Toronto, Ontario M5X 1E4.

The Company currently has one employee, Pat DiCapo, who is the Chief Executive Officer and Chief Financial Officer.

Operational Highlights

The Company has no revenues, so its ability to ensure continuing operations is dependent on it completing a Qualifying Transaction. At December 31, 2022, the Company had a net working capital of \$588,487 (September 30, 2022 – \$404,450). The Company had cash of \$592,670 (September 30, 2022 - \$424,950). Working capital and cash and cash equivalents increased during the three months ended December 31, 2022 due to cash raised on the issuance of common shares.

The Company has sufficient capital to meet its ongoing operating expenses and continue to meet its obligations on its current projects for the twelve-month period ending December 31, 2023. Management may increase or decrease budgeted expenditures depending on exploration results and ongoing volatility in the economic environment. See “Liquidity and Capital Resources” below.

Results of Operations – Three months ended December 31, 2022

The Company recorded a net loss and comprehensive loss of \$109,339 during the three months ended December 31, 2022. There was no comparative period as there has been no operating activity for the period.

The net loss for the three months ended December 31, 2022 is represented by the following expenses incurred in the period:

Interest income	\$ (2,522)
Operating, general and administrative	\$ 25,947
Stock based compensation	\$ 83,233
Professional Fees	\$ 2,681
	\$ 109,339

The Company, during the three month period ended December 31, 2022, incurred expenses related to ongoing administration, as well as listing and filing fees all relating to the Company's listing on the Exchange and included in Office and general (see information elsewhere in this MD&A).

Liquidity and capital resources

As at September 30, 2022, the Company had cash of \$403,650, and as of December 31, 2022, the Company had cash of \$592,010

As of September 30, 2022 the Company had total liabilities of \$20,500, and as at December 31, 2022 had total liabilities of \$4,183.

Shareholder equity increased to \$588,487 as at December 31, 2022 (September 30, 2022 - \$424,950).

Quarterly Financial Results

Quarter Ended	Revenue	Income / (Loss)	Income/ (Loss) per share
September 30, 2022	-	(20,550)	(0.06)
December 31, 2022	-	(109,339)	(0.01)

Segmented Information

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

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Investor Relations

During the three month period ended December 31, 2022, the Company's management handled the Company's investor relations activities.

Outstanding Share Capital as at December 31, 2022

(a) Authorized

Unlimited number of common shares
Unlimited number of special shares

(b) Issued

11,000,000 common shares	\$625,693
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On November 16, 2022, the Company completed an Initial Public Offering (the "**Offering**") of 2,500,000 common shares at \$0.10 per common share for gross proceeds of \$250,000 pursuant to a prospectus dated November 07, 2022. The Company paid share issuance costs of \$39,857 and prior to listing, granted the agent 175,000 compensation options to purchase common shares at a price of \$0.10 per common share for a period ending twenty-four months from the date the Company's common shares are listed on the Exchange. The cash raised from the Offering will be primarily used to pursue a Qualifying Transaction.

At the closing of the Offering and prior to listing, the Company granted stock options to directors and officers of the Company to acquire up to an aggregate of 1,100,000 common shares. The options may be exercised at any time prior to November 16, 2027, at a price of \$0.10 cents per common share.

(c) Escrowed shares:

On September 19, 2022 the Company issued 8,500,000 common shares at \$0.05 per share for total proceeds of \$425,000.

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange. 25% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 25% will be released on each of the dates which are 6 months, 12 months and 18 months following the Initial Release.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

Transactions with Related Parties

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions.

Key management personnel and directors received \$83,233 (September 30, 2022 - \$nil) of stock based compensation during the three months ended December 31, 2022.

There were no other related party transactions for the three months ended December 31, 2022.

Financial Instruments

The carrying values of cash, amounts receivable, and accounts payable and accrued liabilities approximate fair value due to the relatively short term maturities of these instruments.

Management of Capital

The Company'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 Company includes equity, comprised of issued common shares, in the definition of capital.

The Company'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 Company 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 Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

Contingency

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Company's shares from trading.

Risk Disclosures and Fair Value

The Company's financial instruments, consisting of cash, amounts receivable and accounts payable and accrued liabilities approximates fair value due to the relatively short term maturities of the instrument. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Outlook

Management believes the Company is well positioned to seek and complete a qualifying transaction. The Company believes that it has sufficient cash and capital resources.