EMPATHO HOLDINGS INC.
MANAGEMENT DISCUSSION & ANALYSIS
for the six-month period ended April 30, 2023

The following interim management's discussion and analysis ("MD&A") of the consolidated financial position and results from operations of Empatho Holdings Inc. ("Company" or "Empatho"), is for the six-month period ended April 30, 2023. This Interim MD&A has been prepared to provide material updates to the business operations, liquidity, and capital resources of the Company since its fiscal year ended October 31, 2022. This MD&A should be read in conjunction with the Company's interim consolidated financial statements for its fiscal periods ended April 30, 2023 along with accompanying notes to the statements for the period then ended.

This Interim MD&A has been prepared in compliance with section 2.2 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual Management's Discussion and Analysis ("Annual MD&A"), and the audited annual financial statements of the Company for the period ended October 31, 2022, together with the notes thereto.

The Company's financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors ("Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A was prepared by management of Empatho Holdings Inc. (the "Company") and was approved by the Board of Directors on June 19, 2023. Additional information relating to the Company is available on SEDAR at www.sedar.com.

FORWARD-LOOKING INFORMATION

Certain statements contained in this document constitute "forward-looking information". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", used by any of the Company's management, are intended to identify forward-looking information. Such statements reflect the Company's forecasts, estimates and expectations, as they relate to the Company's current views based on their experience and expertise with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward- looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments unless required by law.

OVERALL PERFORMANCE

HIGHLIGHTS FOR THE PERIOD ENDED APRIL 30, 2023

During the period ended April 30, 2023, and the subsequent period to the date of this MDA:

- Enhanced the App based on user input, to improve the user experience.
- Provided demonstrations to potential clients and partners.
- Signed a non-binding LOI with HEAL Global Holdings Corp. ("HEAL") outlining the general terms and conditions of a proposed transaction whereby HEAL (or an affiliated or successor entity) will acquire all or substantially all of the intellectual property assets of Empatho in exchange for securities of HEAL.

BUSINESS OF THE COMPANY

The principal business of the Company will be to enhance personal wellbeing through the use of proprietary artificial intelligence (AI). Through the Company's product, employers can expect to enhance employee wellbeing and engagement, leading to improved bottom lines.

The Company's Application attempts to provide assistance to employees which will help them manage their health and wellbeing. Employers would benefit from a healthier, more engaged workforce, through enhanced productivity and reduced absenteeism. The Application would help to contain rising health care costs. Staff wellbeing risks could be identified through a proprietary AI technology and personalized recommendations, gathered through machine learning, would be generated to prevent burnout, absenteeism, and improve engagement. The Application is expected to complement traditional employee benefit programs. The employer would receive a fully customizable dashboard to provide visibility into employee groups' wellbeing.

Empatho's dashboard would provide employers with an overview of their organization's wellbeing, while protecting the employee's information. Individuals would be allowed to determine what information it shared with Empatho. MedStack, a cloud data security platform trusted by hundreds of leading health companies, would ensure privacy and compliance with Canada and the U.S.A.

The global corporate health and wellness market in 2022 was estimated to be $66 billion and the telehealth market was expected to be $102 billion. Deloitte identified three digital health care trends in 2022:

- Mental health apps go mainstream.
- Patient-generated health data reaches a turning point, through devices to monitor heart rhythms, sleep patterns, blood pressure and breathing rate.
- Personalized care becomes connected through the internet.

The American Psychology Association estimates that 9 out of 10 employees reported increased motivation and job satisfaction after implementing wellbeing initiatives. This improvement by employees was estimated to result in a 30% reduction in employee turnover, reduced burnout and a more engaged labour force. It was estimated that US companies could realize significant health cost savings through such programs.

The Company was incorporated pursuant to the provisions of the Canada Business Corporations Act on November 20, 2020 (date of incorporation). Between November 20, 2020 and October 31, 2021, the Company issued 51,800,000 common for proceeds, net of costs, of $1,132,188.

Further, on June 29, 2021, the Company issued a total of 12,552,000 subscription receipts, each at a price of $0.25. Pursuant to the completion of the Company's RTO transaction, each subscription receipt was exchanged for one unit of the Company (each, a "Unit"), comprised of one (1) common share and one (1) common share purchase warrant. Each warrant shall entitle the holder to purchase one (1) common share of the Company at a price of $0.50 per common share up until June 29, 2023. In connection with the subscription receipt financing, cash commissions and legal fees were incurred by the Company totaling $388,740. Additionally, 1,004,160 finder warrants were issued to finders, each exercisable into a Unit of the Company at a price of $0.25 up until June 29, 2023, fair valued at $117,162 using the Black-Scholes Option Pricing model with the following assumptions: share price of $0.25, expected dividend yield of 0%, risk-free interest rate of 0.92%, volatility of 100% and an expected life of 1.54 years.

The proceeds received from the subscription receipt financing, net of issuance costs were allocated between share capital and contributed surplus based on the relative fair value of the common shares and warrant comprised in the Unit. Accordingly, the fair value of the warrants comprised within the Units was determined to be $510,424 using the Black-Scholes Option Pricing model with the following assumptions: share price of $0.20, expected dividend yield of 0%, risk-free interest rate of 0.92%, volatility of 100% and an expected life of 1.54 years.

In connection with the closing of the RTO transaction, the Company issued 8,200,003 common shares, at a deemed share price of $0.20, as follows:

- 4,000,003 shares on consolidation of the existing shares, at a price of $806,131,
- 200,000 shares on conversion of stock options prior to the RTO Transaction, at a value of $40,307,
- 4,000,000 finder shares, at a price of $806,130.

The Company also issued 81,287 warrants which were acquired in the RTO transaction.

Going Concern

The Company is in its first year of operations. While the Company intends to build a product to enhance personal wellbeing through the use of proprietary artificial intelligence (AI), there is no guarantee that the Company will succeed in this objective, or if the product will be commercially successful.

The Company has incurred losses since inception and as at April 30, 2023 has a working capital deficiency of $2,402,345 (October 31, 2022 - deficiency of $2,090,947) and an accumulated deficit of $8,143,678 (October 31, 2022 - $7,827,141). There is no assurance that additional funding will be available on a timely basis or on terms acceptable to the Company. If the Company is unable to obtain sufficient funding, the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles as a going concern will be in doubt. These uncertainties may cast significant doubt upon the Company's ability to continue as a going concern. The Company's financial statements do not include any adjustments relating to the recoverability and classification of assets and liabilities which might be necessary should the Company be unable to continue in existence. Such adjustments could be material.

Changes to Board of Directors and Management
On February 15, 2023, the Company reported that Dr. Hugh Colin MacKay, Dr. Carl Castro, and Andre Peschong had resigned as directors of the Company.

SELECTED ANNUAL FINANCIAL HIGHLIGHTS

The financial results of the Company for the years ended October 31, 2022 and 2021 are summarized as follows:

(in Canadian $ except for per share amounts)	October 31, 2022	October 31, 2021
Total Revenue	$ -	$ -
Operating Expenses	5,331,229	2,495,912
Net Income (Loss)	(5,331,229)	(2,495,912)
Earnings (Loss) per Share-Basic	$ (0.08)	$ (0.06)
Earnings (Loss) per Share-Diluted	$ (0.08)	$ (0.06)
Weighted average shares outstanding	70,198,205	43,699,420
Total Assets	$ 206,798	$ 3,386,361
Total Short Term Liabilities	$ 2,297,745	$ 4,569,346
Shares outstanding	72,752,003	51,800,000

SELECTED QUARTERLY FINANCIAL HIGHLIGHTS

The financial results of the Company for the quarters since incorporation are summarized as follows:

Three Months Ended	Net Gain (Loss)	Basic and Diluted Gain (Loss) Per Share	Weighted Average Shares Outstanding
2023 April 30	$ (207,286)	$ (0.00)	72,752,003
2023 January 31	(109,251)	(0.00)	72,752,003
2022 October 31	38,560	0.00	72,752,003
2022 July 31	(946,119)	(0.01)	72,591,133
2022 April 30	(1,090,462)	(0.02)	72,552,003
2022 January 31 *	(3,333,208)	(0.05)	62,852,697
2021 October 31	(1,020,966)	(0.02)	51,800,000
2021 July 31	(1,266,957)	(0.03)	50,126,087

DISCUSSION OF OPERATIONS

Three months ended April 30, 2023

During the three-month period ended April 30, 2023, the Company had a net loss of $207,286. All expense areas were reduced in the 2023 period as compared with the April 2022 period as the Company conserves its cash. During the three-month period ended April 30, 2022, the

Company had a net loss of $1,090,462. The most significant cost item in the 2022 period was the Research and Development cost of $567,850.

Consulting fees of $74,400 three-month period ended April 30, 2023 were expensed during the period, related to the activities of the CEO, and CFO. General and administrative costs of $36,648 in the three-month period ended April 30, 2023 mostly reflected marketing efforts and software subscriptions. Professional fees during the three-month period ended April 30, 2023 mostly reflect legal costs for various corporate matters and an accrual for the 2023 audit.

Product research and development spending reported an expense of $56,472 during the three-month period ended April 30, 2023.

Six months ended April 30, 2023

During the six-month period ended April 30, 2023, the Company had a net loss of $316,537 (April 30, 2022 – loss of $4,423,670).

All cost areas were reduced in 2023 as compared to 2022. However, significant expense items in 2022 included the one-time Listing expense of $2,110,814, and Research and developments expense of $1,257,258.

As part of our commitment to continuously improve our products and services, we have made some minor bug fixes and enhancements on our app. For instance, we have improved the well-being score animation based on feedback from end-users. These updates are in line with our goal of delivering the best user experience and maintaining high-quality standards.

Furthermore, during 2023, we provided several demos to potential corporate clients and partners. These demos were aimed at showcasing the unique features and benefits of our products and services. We believe that these efforts will lead to increased adoption of our offerings, which in turn will drive revenue growth.

We remain optimistic about the future prospects of our Company and look forward to continued success in the upcoming quarters.

Currently the only assets of the Company are cash and a prepaid balance.

DISCLOSURE OF OUTSTANDING SHARE DATA

During the fiscal 2022 year, the Company issued 8,200,003 common shares related to the RTO. During fiscal 2021, the Company originally issued 100,000 common shares at a price per common share of $0.001, and 41,200,000 common shares were issued at a price of $0.005. Later, the Company increased the subscription price and raised a further $404,088, net of costs of $12,696, related to these shares. The Company also issued 10,500,000 common shares at a price of $0.05 per common share. Costs of $3,000 were incurred related to the $0.05 placement round. During the period ended October 31, 2021, the Company issued 5,000,000 founder warrants.

During the quarter ended July 31, 2022, the Company issued 200,000 shares.

As of the date of this MDA, April 30, 2023, and October 31, 2022, the Company has the following securities outstanding on a fully diluted basis:

	June 19, 2023	April 30, 2023	October 31, 2022
Common shares	72,752,003	72,752,003	72,752,003
Warrants			
Founder warrants	-	5,000,000	5,000,000
Subscription receipt warrants	12,552,000	12,552,000	12,552,000
Compensation Units(1)	1,004,160	1,004,160	1,004,160
Shane warrants	81,287	81,287	81,287
Stock options	1,130,000	1,530,000	1,530,000
Fully diluted	**87,919,450**	**92,919,450**	**92,919,450**

(1) Compensation Units were exercisable at into one common share and one common share purchase warrant, with each warrant convertible into one additional share at a price of $0.50 until June 29, 2023. The Founder warrants expired unexercised subsequent to April 30, 2023.

LIQUIDITY AND CAPITAL RESOURCES

As at April 30, 2023, the Company had cash of $48,763 (October 31, 2022 - $7,731), restricted cash of $Nil (October 31, 2021 - $3,017,740) and a net working capital deficiency of $2,402,345 (October 31, 2022 - capital deficit of $2,090,947). The Company had amounts payable of $2,553,922 (October 31, 2022 - $2,297,745).

The Company expects it will require additional capital resources to continue its operations and execute its plan. Although the Company has commenced discussions to raise additional capital there is no guarantee that the Company will be successful in it raise or that the funds can be acquired on terms favourable to the existing shareholders.

OFF-BALANCE SHEET ARRANGEMENTS

As at April 30, 2023, October 31, 2022, and up to the date of this MD&A, the Company had no off-balance sheet arrangements.

TRANSACTIONS BETWEEN RELATED PARTIES

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

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) and corporate officers of the Company, as follows:

- Col. (Ret) Rakesh Jetly, Andre Peschong, Dr. Carl Castro, until February 15, 2023.
- Col. (Ret) Rakesh Jetly, Yan Namer, Hamid Boland, Josh Granek, and John Ross.

Remuneration attributed to key management in the six-month periods ended April 30, 2023 and 2022 can be summarized as follows:

	For the six-month period ended	
	April 30, 2023	**April 30, 2023**
Consulting fees	$ 224,880	$ 301,049
Director fees	-	95,000
Stock-based compensation	5,139	-
	$ 230,019	$ 396.049

At April 30, 2023, $523,580 (October 31, 2022, $273,691) was payable to key management and directors. At April 30, 2023, $72,000 (October 31, 2022, $96,000) was payable to Directors. These transactions were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties. The amounts payable to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

During the period ended October 31, 2022, a consulting company participated in a private placement completed by the Company, resulting in a total of 2,320,000 Units (October 31, 2021 – 12,900,000 common shares) issued in exchange for consideration totaling $580,000 (October 31, 2021 - $386,502). The consulting company who participated in private placement also earned investor relations fees during the period ended October 31, 2022 totaling $240,000 (October 31, 2021 - $384,000). At October 31, 2022, $327,700 (October 31, 2021 - $384,200) was payable to the consulting company. During the period ended October 31, 2021, the consulting company also advanced $81,925 to the Company as a deposit on future products or services to be provided by the Company. The advance is included in accounts payables and accrued liabilities in the consolidated statements of financial position as at October 31, 2022 and 2021. During the year ended October 31, 2022, the consulting company also received 1,000,000 common shares in connection with the Finder Shares issued on closing of the RTO, valued at $201,533.

During the year ended October 31, 2022, the Corporation entered into two short-term loan arrangements with related parties for aggregate principal amounts totaling $80,000 and $50,000. Both loan arrangements were subject to interest at a rate of 1.25% per annum. The full principal and accrued interest was repaid on the two loan arrangements on November 24, 2022 and December 31, 2022. In connection with these loan arrangements, interest expense totaling $471 was paid.

CRITICAL ACCOUNTING ESTIMATES & CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company's critical accounting estimates are explained in Note 3 of the financial statements.

Notes to the consolidated financial statements of the Company for the period ended April 30, 2023 are available on SEDAR at www.sedar.com.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, restricted cash, accounts payable and accrued liabilities, and loans payable and subscription receipt liability. The fair value of these financial instruments approximates their carrying values, unless otherwise noted. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from financial instruments.

RISKS AND UNCERTAINTIES

The risk factors are discussed in the section entitled "Risk Factors" in the Company's Form 2A Listing Statement dated December 21, 2021.