NETCOINS HOLDINGS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020

(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

GENERAL

This Management's Discussion and Analysis of Netcoins Holdings Inc. ("Netcoins" or the "Company") ("MD&A") is dated November 29, 2021, provides analysis of the Company's financial results for the three and nine months ended September 30, 2021 compared to the three and nine months ended September 30, 2020. The following information should be read in conjunction with the condensed consolidated interim financial statements for the three and nine months ended September 30, 2021 and 2020 with accompanying notes and the audited consolidated financial statements and related notes for the year ended December 31, 2020 and 2019, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures are expressed in Canadian dollars unless otherwise stated.

COMPANY OVERVIEW

Netcoins Holdings Inc. was incorporated on February 20, 1987 under the Business Corporation Act (Ontario). On August 31, 2018, the Company filed a Certificate of Continuance in the Province of British Columbia and adopted Articles of Continuance as a BC company under the Business Corporations Act of British Columbia (the "BCBCA"). These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

Netcoins Holdings is a public company which is listed on the Canadian Securities Exchange ("CSE") under the symbol "NETC". The Company's head office is 800 West Pender Street, Suite 1430, Vancouver, BC, V6C 2V6, and registered and records office is located 1055 W. Georgia Street, Suite 1500, PO Box 11117, Vancouver, BC, V6E 4N7.

During the year ended December 31, 2019, the Company disposed all of its subsidiaries to an unrelated third party. Please refer to the Disposal of Subsidiaries (note 17 of the annual audited financial statements) for more details. The Company will be seeking investments and business transactions in well-established sectors.

On August 17, 2020, the Company announced that it will be pursuing a change of business from an industrial issuer to an investment company under the rules and policies of the Canadian Securities Exchange ("CSE"). The Company has adopted an investment policy to outline the nature, scope and character of the investments that the company will undertake. It is intended that the Company will change its name to Axcap Ventures or such similar name as may be determined by the directors. The Company will be focused on investing in various industries, including life sciences, mining and exploration, industrial, and technology.

The Company has made several investments in compliance with the investment policy adopted, including: Havn Life Sciences, a public health science company (in the psychedelic field), Freeman Gold Corp., a public natural resource exploration issuer, Newt Corporation, a private financial technology company and Alpha Esports Tech Inc., a public technology company (in the esports field).

The change of business disclosed herein is subject to the approval of the CSE and the requirements of Policy 8 (Fundamental Changes) of the CSE policies.

In connection with the change of business, the Company will be undertaking a private placement of up to $1-million at a price of 11 cents per unit, each unit composed of a share and a whole share purchase warrant at a price of 11.5 cents per share for a period of five years. The proceeds of the private placement are for satisfaction of listing requirements and for investments that the Company will be making in the future.

SELECTED ANNUAL INFORMATION

The following sets out selected financial information from the Company's most recently completed financial period and are derived from, and should be read together with the Company's annual financial statements.

	Year Ended		
	December 31, 2020 $	December 31, 2019 $	December 31, 2018 $
Current Assets	164,729	2,266,560	5,872,335
Current Liabilities	620,769	446,163	800,681
Total Assets	3,091,962	2,267,352	5,978,811
Total Liabilities	620,769	446,163	837,146
Expenses	1,291,901	3,860,307	23,071,183
Net Income (Loss)	650,004	(1,007,957)	(22,147,564)
Earnings (Loss) per Share	0.13	(0.26)	(5.76)

SUMMARY OF QUARTERLY RESULTS

Key financial information for the three and nine months ended September 30, 2021 is summarized as follows, reported in Canadian dollars except for per share amounts:

	Three Months Ended		Nine Months Ended	
	September 30, 2021 ($)	September 30, 2020 ($)	September 30, 2021 ($)	September 30, 2020 ($)
Operating expenses	(83,849)	(288,415)	(534,267)	(788,186)
Other gains (losses)	(308,319)	2,357,444	(267,891)	3,065,063
Net income (loss)	(392,068)	2,069,029	(801,891)	2,276,877

	September 30, 2021 ($)	December 31, 2020 ($)
Current assets	643,009	164,729
Current liabilities	194,519	620,769
Total assets	1,863,821	3,091,962
Total Liabilities	194,519	620,769

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2021

Operating expenses

Expenses for the three months ended September 30, 2021 were $83,749, compared to $288,415 incurred the same period in the prior year. The significant differences in expenditures were as follows:

- Office and administrative fees: $64,327 compared to $189,862 during the same period in 2020; the Company incurred less in management fees as some fees were reduced in 2021 due to less activity in the Company.
- Professional fees: $8,710 compared to $61,462 during the same period in the prior year; the Company paid more in legal and accounting fees in 2020.
- Transfer agent & regulatory fees: $4,712 for the three months ended September 30, 2021 compared to $13,745 during the same period in 2020.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021

Operating expenses
Expenses for the nine months ended September 30, 2021 were $534,267, compared to $788,186 incurred the same period in the prior year. The significant differences in expenditures were as follows:

- Office and administrative fees: $414,327 compared to $468,356 during the same period in 2020; the Company incurred lesser management fees in 2021 as some fees were reduced in 2021 due to less activity in the Company.
- Professional fees: $74,680 compared to $195,128 during the same period in the prior year; the Company paid more in legal and accounting fees in 2020.
- Transfer agent & regulatory fees: $21,286 for the nine months ended September 30, 2021 compared to $26,499 during the same period in 2020.

CAPITAL STRUCTURE

As of the date of this MD&A, the Company has 4,856,589 common shares issued and outstanding. In addition, there are outstanding stock options for a further 54,371 common shares, respectively.

The details of stock options outstanding are as follows:

Grant Date	Expiry Date	Number of Shares Issuable on Exercise	Weighted Average Exercise Price
March 13, 2018	March 13, 2023	54,371	$8.75

CAPITAL RESOURCES

The Company defines capital as consisting of shareholder’s equity and due to a related party. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company’s management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

As at September 30, 2021 and December 31, 2020, the Company is not subject to any externally imposed capital requirements or debt covenants. There was no change to the Company’s approach to capital management during the nine months ended September 30, 2021 and the year ended December 31, 2020.

LIQUIDITY

The Company’s objective in managing liquidity risk is to maintain sufficient liquidity in order to meet operational and investing requirements. The Company has historically financed its operations primarily through the sale of share capital by way of private placements.

At September 30, 2021, the Company had cash of $221,935 (December 31, 2020 - $164,729) and working capital of $448,490 (December 31, 2020 – working capital deficiency $456,040). The change in working capital at September 30, 2021 and December 31, 2020 was significant as the Company participated in the private placements of two unrelated companies during the year ended December 31, 2020 and the Company disposed some of its investments during the nine months ended September 30, 2021.

Cash used in operating activities was $652,424 during the nine months ended September 30, 2021, compared to $674,566 used in operating activities during same period in the prior year. The change in operating cash flows in 2021 is attributed primarily due to the gain on sales of the Company’s investments in 2021.

Cash provided by investing activities was $709,630 during the nine months ended September 30, 2021, compared to the use of $896,938 during the same period in the prior year. The change in investing cash flows is attributed primarily to the sales of some of the Company’s marketable securities which generated cash for the Company.

The continued operation of the Company in the future may depend on the Company's ability to obtain additional financings. In the past years, the Company has relied on shareholder loans and cash generated from operations to meet its cash requirements. Future developments, in excess of funds on hand, will depend on the Company's ability to obtain financing through equity financing, debt financing or other means. There can be no assurances that the Company will be successful in obtaining any such financing; failure to obtain such additional financing could have a material adverse effect on the Company's operations.

RELATED PARTY TRANSACTIONS

The Company's related parties include key management personnel and companies related by way of directors or shareholders in common.

Key Management Personnel Compensation

During the three and nine months ended September 30, 2021 and 2020, the Company paid and/or accrued salaries, commissions, consulting and professional fees to management personnel and directors:

	Three Months Ended		Nine Months Ended	
	September 30, 2021	**September 30, 2020**	**September 30, 2021**	**September 30, 2020**
Management	$ 71,250	$ 77,250	$ 381,750	$ 236,250
Directors	21,710	26,957	41,680	65,360
	$ 92,960	$ 104,207	$ 423,430	$ 301,610

Due to Related Parties

As at September 30, 2021 and December 31, 2020, the Company has the following amounts due to related parties:

	September 30, 2021	**December 31, 2020**
Accounts payable and accrued liabilities	$ -	$ 57,236

OFF BALANCE SHEET ARRANGEMENTS

The Company currently has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels.

The hierarchy is as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 fair value measurements are those derived from inputs that are unobservable inputs for the asset or liability.

The Company's cash and marketable securities are measured at fair value. The Company considers that the carrying amount of its trade and other payables recognized at amortized cost in the financial statements approximates their fair value due to the demand nature of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Financial Risk Factors

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

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash held with banks, cash on deposit with fiat to cryptocurrency exchanges and from outstanding trade receivables. The Company minimizes credit risk associated with its cash balance substantially by dealing with financial institutions deemed to be reliable due to their history of operations. The Company assessed its credit risk to be low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company is exposed to liquidity risk, but has assessed liquidity risk to be low.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

Foreign Currency Risk

Currency risk is the risk that the value of financial assets and liabilities denominated in currencies, other than the functional currency of the Company, will fluctuate due to changes in foreign currency exchange rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company previously was exposed to foreign currency risk through cash in banks and cash on deposit with fiat to cryptocurrency exchanges which are denominated in United States dollars (USD). As at September 30, 2021, the Company was not exposed to currency risk.

BUSINESS RISKS AND UNCERTAINTIES

Additional information on risks and uncertainties relating to the Company's business is provided in GAR's Listing Statement dated February 28, 2018, under the heading "Risk Factors".

CONTRACTUAL OBLIGATIONS

The Company presently has no contractual obligations pursuant to which the Company has any payments owing in the next five years.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes may differ significantly from these estimates.

The following discusses the most significant accounting judgements, estimates and assumptions that the Company has made in the preparation of its financial statements.

Areas of judgment:

- Going concern

  Determining if the Company has the ability to continue as a going concern is dependent on its ability to achieve profitable operations. Certain judgments are made when determining if the Company will be able to continue as a going concern.

- Deferred tax assets

  The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probably that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Management applies judgment in determining the likelihood of future taxable profits.

- Determination of fair values

  Certain of the Company's assets and liabilities are measured at fair value. In estimating fair value, the Company uses market-observable data to the extent it is available. In certain cases where Level 1 inputs are not available the Company will engage third party qualified specialist to perform the valuation.

- Tax assets and liabilities

  Provisions for income taxes are made using the best estimate of the amount expected to be paid or recovered based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of each reporting period. However, it is possible that at some future date an additional liability could result from audits by tax authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made. Deferred tax assets and liabilities contain estimates about the nature and timing of future permanent and temporary differences as well as the future tax rates that will apply to those differences. Changes in tax laws and rate as well as changes to the expected timing of reversals may have a significant impact on the amounts recorded for deferred tax assets and liabilities. Management closely monitors current and potential changes to tax law and bases its estimates on the best available information at each reporting date.

- Share-based payments

  The Company utilizes the Black-Scholes Option Pricing Model ("Black-Scholes") to estimate the fair value of stock options granted to directors, officers and consultants. The use of Black-Scholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the share-based compensation calculation value, however, the most significant estimate is the volatility.

SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies are summarized in Note 4 to the audited financial statements for the years ended December 31, 2020 and 2019.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain statements that may be deemed “forward-looking statements”, including statements regarding developments in the Company’s operations in future periods, adequacy of financial resources and future plans and objectives of the Company. All statements in this document, other than statements of historical fact, which address events or developments that the Company expects to occur, are forward looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential”, “interprets” and similar expressions, or events or conditions that “will”, “would”, “may”, “could” or “should” occur. Forward-looking statements in this document include statements regarding future expenditures on research and development and operating expenses, liquidity and effects of accounting policy changes.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Readers are cautioned not to place undue reliance on this forward-looking information.

Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that Management’s beliefs, estimates, opinions or other factors should change except as required by law.

These statements are based on a number of assumptions including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of the Company and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for the Company’s proposed transactions and on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.

There can be no assurance that such information will prove to be accurate, and readers are cautioned not to place undue reliance on this forward-looking information.