Coco Pool Corp.

Management's Discussion & Analysis

The following management discussion and analysis ("MD&A") should be read in conjunction with the financial statements for the year ended August 31, 2023, which were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

All dollar figures included therein and in the following discussion and analysis are quoted in Canadian dollars unless otherwise noted.

Date

This MD&A is dated December 29, 2023, and is in respect to the year ended August 31, 2023. The discussion in this management's discussion and analysis focuses on this period. Estimates and forward-looking information are based on assumptions of future events and actual results may vary from these estimates. This MD&A is prepared in conformity with National Instrument 51- 102F1 and has been approved by the Board of Directors.

Disclaimer for forward looking statements

This MD&A contains forward-looking statements relating to future events. In some cases, forward-looking statements can be identified by such words as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" or similar expressions. These statements represent management's best projections, but undue reliance should not be placed upon such statements as they are derived from numerous assumptions. These assumptions are subject to known and unknown risks and uncertainties which may cause actual performance and financial results to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted.

Status of the corporation

Coco Pool Corp. (the "Corporation") was incorporated on September 15, 2021 as Coco Capital Corp. under the Business Corporations Act (Ontario). On May 16, 2022, the Corporation was approved to continue as a corporation in the Province of British Columbia and changed its name to Coco Pool Corp. from Coco Capital Corp. The Corporation's head office, principal address and records office is located at Suite 480, 1500 West Georgia Street, Vancouver, British Columbia, Canada, V6G 2Z6.

The Corporation was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange ("Exchange") as a Capital Pool Corporation ("CPC") as defined in Policy 2.4 of the Exchange. As a CPC, the Corporation's principal business is to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with Policy 2.4 of the Exchange ("Qualifying Transaction"). A CPC has 24 months from when the shares are listed on the Exchange to complete a Qualifying Transaction. Such a transaction will be subject to shareholder and regulatory approval. Until completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction.

The Corporation is in the early stages of organizing an IPO and has signed a letter of intent, dated for April 1, 2022, with an investment firm, who is to serve as the Agent of the offering. See the "proposed transaction" section within this MD&A for additional information.

Risks and uncertainties

The proposed business of the Corporation, and the completion of a Qualifying Transaction, involves a high degree of risk. There is no assurance that the Corporation will identify an appropriate business asset or property for acquisition or investment, and even if so identified and warranted, the Corporation may not be able to finance such an acquisition or investment within the requisite time period. Additional funds may be required to enable the Corporation to pursue such an initiative, and the Corporation may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the Corporation will be profitable. These factors indicate the existence of a material uncertainty that may cast doubt about the Corporations' ability to continue as a going concern. Should the Corporation be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

Selected financial information

The following table is a summary of selected financial information:

	For the year ended August 31, 2023	For the period from incorporation on September 15, 2021 to August 31, 2022
Total assets	$ 143,169	$ 145,923
Total liabilities	$ 38,310	$ -
Net loss and comprehensive loss for the period	$ 60,061	$ 9,077
Basic and diluted loss per share for the period	$ (0.02)	$ (0.00)
Weighted average number outstanding	3,113,973	2,139,429

Results of Operations

As at August 31, 2023, the Corporation holds total assets of $143,169 (2022 - $145,923). These assets consist of cash of $79,498 (2022 – $91,800), prepaid expenses of $6,078 (2022 - $42,642) paid to and held with vendors for future work to be performed related to the Corporation's proposed IPO and other legal services, and deferred listing expense of $57,593 (2022 – $11,481). These deferred listing expenses were capitalized as incurred and relate to the Corporation's proposed IPO transaction. Upon the completion of the IPO transaction, these costs will be expensed.

During the year ended August 31, 2023, the Corporation incurred a net loss and comprehensive loss of $60,061 (period from incorporation on September 15, 2021 to August 31, 2022 - $9,077) which consists of share-based payments of $13,997 (period from incorporation on September 15, 2021 to August 31, 2022 - $Nil) relating to 310,000 stock options granted on September 30, 2022, professional fees of $38,875 (period from incorporation on September 15, 2021 to August 31, 2022 - $8,377) relating to accounting fees, and legal fees relating to general corporate matters, filing fees of $5,900 (period from incorporation on September 15, 2021 to August 31, 2022 - $Nil) relating to TSX Venture Exchange fees, and general and administrative expenses of $1,055 (period from incorporation on September 15, 2021 to August 31, 2022 - $700) which primarily relates to bank charges.

Summary of Quarterly Results

	Three months ended							From incorporation on September 15, 2021 to November 30, 2021
	August 31, 2023	**May 31, 2023**	**February 28, 2023**	**November 30, 2022**	**August 31, 2022**	**May 31, 2022**	**February 28, 2022**	
Net loss for the period	$(14,963)	$(21,153)	$(3,868)	$(20,077)	$(5,801)	$(3,080)	$(168)	$(28)
Basic and diluted loss per share	$(0.00)	$(0.01)	$(0.00)	$ (0.00)	$ (0.00)	$(0.00)	$(0.00)	$(0.00)

Net loss decreased during the quarter ended August 31, 2023 compared to quarter ended May 31, 2023. This is primarily due to $5,250 in filing fees incurred during the quarter ended May 31, 2023, compared to $650 during the quarter ended August 31, 2023.

Net loss increased during the quarter ended May 31, 2023 compared to quarter ended February 28, 2023 due to professional fees of $15,648, and filing fees of $5,250 incurred during the quarter ended May 31, 2023 compared to $3,619 and $Nil during the quarter ended February 28, 2023.

Net loss decreased during the quarter ended February 28, 2023 compared to quarter ended November 30, 2022 due to share-based payments of $13,997 and accounting fee of $5,839 incurred during the quarter ended November 30, 2022 compared to $Nil and $3,619 during the quarter ended February 28, 2023.

Net loss increased during the quarter ended November 30, 2022 compared to quarter ended August 31, 2022 due to $5,839 accounting fees and $13,997 share-based payments incurred during the quarter ended November 30, 2022.

Net loss increased during the quarter ended August 31, 2022 compared to quarter ended May 31, 2022 due to an increase in legal fees incurred during the quarter ended August 31, 2022.

Net loss increased during the quarter ended May 31, 2022 compared to quarter ended February 28, 2022 due to $2,786 legal fees incurred during the quarter ended May 31, 2022.

Net loss increased during the quarter ended February 28, 2022 compared to the period from incorporation on September 15, 2021 to November 30, 2021 due to increased general and administrative expenses.

Net loss incurred during the period from incorporation on September 15, 2021 to November 30, 2021 consists of $28 general and administrative expenses.

Disclosure of outstanding share data

The Corporation has authorized an unlimited number of common shares with no par value.

As of the date of this MD&A, the Corporation had 3,200,000 common shares issued and outstanding along with 310,000 stock options outstanding.

Liquidity and capital resources

As at August 31, 2023, the Company had working capital of $104,859 (2022 - $145,923), comprised of $79,498 (2022 - $91,800) cash, $6,078 (2022 - $42,642) in prepaid expenses, $57,593 (2022 - $11,481) in deferred listing expense and $38,310 (2022 - $Nil) in accounts payable and accrued liabilities. Working capital is currently sufficient to meet the Company’s ongoing obligations for the next year.

Regulatory Disclosures

Off-Balance Sheet Arrangements

At the date of this report, the Corporation did not have any off-balance sheet arrangements.

Proposed Transactions

On April 1, 2022, the Corporation signed a letter of intent with an investment firm, who is to serve as the Agent of the Corporation's IPO. It is proposed that 3,000,000 common shares of the Corporation are to be offered at an offer price of $0.10 per share. For the Agent's services, upon the closing date of the IPO, the Corporation will pay the Agent a cash commission equal to 10% of the gross proceeds the offering generates and a cash corporate finance fee of $12,500. The Corporation will also issue a number of Agent's Warrants equal to 10% of the number of shares sold in the IPO, to be exercisable for 24 months following the closing date of the IPO at the offer price. In addition to the commission, corporate finance fee and warrants, the Company will pay the expenses of the Agent which will include reasonable fees of up to $12,500 plus disbursements, searches, and taxes of the Agent's legal counsel. Such expenses incurred by the agent will be payable by the Corporation whether the offering is completed or not. As at August 31, 2023, and the date of the MD&A, the closing date of the IPO has not been determined.

Related party transactions

The Corporation considers its related parties to be its key management. Key management consists of the officers and directors who are responsible for planning, directing, and controlling the activities of the Corporation. As at the date of this MD&A, the Corporation's directors and officers are as follows:

Koby Smutylo, CEO, President and Director
Sebastien Charles, Corporate Secretary and Director
Guylaine Charles, Director
Mark Kowalski, CFO and Director
Heather Sim, Director
Daniel Nahon, Director
Sabino Di Paola, Director

As at August 31, 2023, there were no balances owing to or from related parties.

During the year ended August 31, 2023, the Corporation granted 310,000 stock options to the directors and recorded $13,997 in share-based payments. Remuneration attributed to key management personnel is summarized in the table below:

	For the three months ended August 31, 2023	For the three months ended August 31, 2022	For the year ended August 31, 2023	For the period from incorporation on September 15, 2021 to August 31, 2022
Share-based payments:				
Daniel Nahon	$ -	$ -	$ 4,078	$ -
Guylaine Charles	-	-	2,039	-
Mark Kowalski	-	-	2,491	-
Heather Sim	-	-	407	-
Koby Smutylo	-	-	2,491	-
Sebastien Charles	-	-	2,491	-
	$ -	**$ -**	**$ 13,997**	**$ -**

Capital management

The Corporation's objectives when managing capital are to safeguard its ability to continue as a going concern and to identify, evaluate and complete a Qualifying Transaction and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk by monitoring its net debt position. In the management of capital, the Corporation considers capital to be the components of shareholders' equity.

The Corporation manages Its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Corporation may issue debt or equity. The Corporation is highly dependent on capital markets as its source of operating capital.

As a CPC, the Corporation is subject to externally imposed restrictions over its capital. As a CPC, the Corporation must complete a Qualifying Transaction within 24 months of listing on the TSX Venture Exchange. Until completion of the Qualifying Transaction, the Corporation cannot carry on any business other than the identification and evaluation of businesses or assets with a view to complete a potential Qualifying Transaction.

As a CPC, the proceeds raised by the Corporation from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that no more than the lesser of 30% of the gross proceeds from the sale of securities issued by the Corporation and $210,000 may be used to cover prescribed costs of issuing common shares or administrative and general expenditures of the Corporation. These restrictions apply until the completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

The Corporation is not subject to any externally imposed capital requirements. There has been no change in the Corporation's approach to capital management during the year ended August 31, 2023.

Financial Risk Management

The Corporation is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Corporation's cash is exposed to credit risk. The Corporation reduces its credit risk on cash by placing this instrument with an institution of high creditworthiness.

Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with financial liabilities. The Corporation manages liquidity risk by maintaining a sufficient cash balance to enable settlement of transactions on the due date. The Corporation addresses its liquidity through equity financing obtained through sale and issue of common shares. While the Corporation has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

Other risks

Based on management's knowledge and experience pertaining to the Corporation and its operational environment, management does not believe that the Corporation is exposed to significant foreign exchange, interest rate, price, or other risk. The Corporation does not consider any of its financial assets to be impaired.

Significant Accounting Estimates, Judgements, and Assumptions

The preparation of the Corporation's financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses.

There have been no material revisions to the nature and amount of changes in estimates of amounts reported in the audited financial statements for the period from incorporation on September 15, 2021 to August 31, 2022.