The Good Flour Corp.

MANAGEMENT DISCUSSION AND ANALYSIS

This Management Discussion and Analysis (this "**MD&A**") is dated March 1, 2022 and is intended to assist the reader in understanding the results of operations and financial condition of The Good Flour Corp. (the "Company" or "Good Flour"). This MD&A should be read in conjunction with the with the Company's audited consolidated financial statements which can be obtained from www.sedar.com.

Unless otherwise noted, results are reported in Canadian dollars, which is the Company's functional currency, and are reported in accordance with International Financial Reporting Standards ("**IFRS**"). References to USD are references to United States dollars.

CAUTION ON FORWARD-LOOKING INFORMATION

This MD&A contains certain "forward-looking information" and "forward-looking statements" (collectively "**forward-looking statements**") within the meaning of applicable Canadian securities legislation. When we discuss our strategy, plans, outlook, future financial and operating performance, financing plans, growth in cash flow and other events and developments that have not yet happened, we are making forward-looking statements. All statements in this MD&A that address events or developments that we expect to occur in the future are forward-looking statements, including the following:

- our expectations in relation to working capital;
- our expectations in relation to our future financial needs;
- statements with respect to the Company's future business
- objectives, its ability to disrupt the global wheat flour market, product details, plans to expand production;
- capacity and demand for the Company's product;
- our estimated expenditures for the fiscal year; and
- our expectations with respect to future revenue generation.

Forward-looking statements are statements that are not historical facts and are generally, although not always, identified by words such as "expect", "plan", "anticipate", "project", "target", "potential", "schedule", "forecast", "budget", "estimate", "intend" or "believe" and similar expressions or their negative connotations, or that events or conditions "will", "would", "may", "could", "should" or "might" occur. All such forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Forward-looking statements necessarily involve assumptions, risks and uncertainties, certain of which are beyond the Company's control, including the following:

- our dependence on suppliers and customers;
- our completion of additional financing to continue operations;
- failure to effectively expand manufacturing and production capacity;
- the ability to source ingredients
- risks associated with global supply chain for machinery and equipment,
- failure to attract, maintain and expand relationships with key strategic restaurant and food service partners;
- changing consumer taste preferences;
- delay or failure to receive regulatory approvals;
- the impact of COVID-19 on global economic conditions;

- our ability to attract qualified operators;
- our ability to manage our growth;
- geopolitical risks;
- exchange rate risks;
- regulatory risks;
- our future operations;
- our dependence on key personnel; dilution to present and prospective shareholders;
- losses occur for which the Company does not have third-party insurance coverage increase or the Company’s insurance coverages prove to be inadequate;
- the Company may be a party to litigation in the normal course of business or otherwise, which could affect its financial position and liquidity;
- the Company's information systems may experience an interruption or breach in security;
- security breaches of our technology systems, or those of our clients or other third-party vendors we rely on, could subject us to significant liability;
- the Company may be exposed to damage to its business or its reputation by cybersecurity incidents
- the lack of a market for our securities; and
- our share price.

Although the Company has attempted to identify factors that could cause actual results to differ materially from those described in forward-looking information, there may be other factors that cause results not to be as anticipated. Readers should not place undue reliance on forward-looking information. The forward looking information is made as of the date of this news release. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update forward-looking information, except as required by applicable securities laws.

1. Description of the Business

The Good Flour Corp., (the "Company" or "GFCO") was incorporated under the provisions of the Business Corporations Act (Saskatchewan) on September 25, 2009. On September 4, 2014, the Company completed its continuance to British Columbia under the Business Corporations Act (British Columbia). The Company's head office, principal address and the registered and records office are located at 5791 Sidley Street, Burnaby, BC V5J 5E6.

The Company manufactures and distributes a line of healthy, gluten-free and allergen free food products. On November 8, 2021, the Company began trading on the Canadian Securities Exchange ("CSE") at the open of market under the symbol "GFCO".

The accompanying condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. To date there have been significant volatility in the capital market and the movement of people. The principal risks with respect to the food industry are associated with supply chain disruptions and potential reduced demand for food purchased from restaurants. The Company is presently evaluating the future impacts of COVID-19. The impact of these factors on the Company is challenging to estimate; however, the Company's financial position, results of operations and cash flows in future periods may be materially affected. Please refer to the heading "COVID-19" below for additional information.

2. Business Model

The Company manufactures and processes a line of gluten-free and allergen free products for individual customers and larger, "food service" customers, which include restaurants. Both individual and food service customers are located across North America, Australia and the United Kingdom. The Company's recipes were initially created in 2012 and have been developed to allow individuals with gluten and other food allergies to enjoy life without giving up their favorite foods or settling for low-quality alternatives. Simply put, "Flour" but good for you. The products which have been developed over the last decade under the branding "Nextjen" include: All-purpose baking flour; Pizza & pasta flour; Tempura batter mix; Fish & chips batter mix; Fried chicken mix; Pancake & waffle mix; Vanilla bean cake mix; and Pizza shells. In the Company's mission to reach an even larger audience, the Company is relaunching these superior mixes under a new brand - The Good Flour Co.

3. COVID-19

The Company is subject to the continuing risk that COVID-19, and its current or any future variants, may impact our results of operations or financial condition through disruptions to operations including as a result of temporary production suspensions at our production facilities, production ramp-up delays, interruptions in our supply chain and distribution network, or new indoor dining restrictions impacting sales of the Company's products to restaurants. The Company utilizes and updates (as required) its safety protocols to ensure the health and wellness of its employees and contractors, which include the use of personal protective equipment and physical distancing initiatives to reduce risk within our facilities and mitigate the direct impacts of COVID-19. COVID-19 has the potential to affect the Company operations through indirect impacts of the pandemic including delays in the delivery of production equipment as well as delays in the approval of building permits for the Company's new Burnaby production facility. If these developments occur, they may slow the Company's targeted ramp-up of its new Burnaby production facility.

The extent of the impact of COVID-19 on future periods will depend on future developments, all which are uncertain and cannot be predicted, including the duration or resurgence of the pandemic, government responses and health and safety measures or directives put in place by public health authorities, and sustained pressure on global supply chains causing supply and demand imbalances.

4. Overall Performance

Mergers and Acquisitions

<u>Share acquisition of the Gourmet Ghetto Food Ltd.</u>

On November 4, The Good Flour Milling Corp. (formerly VGAN Brands Inc.) acquired all of the issued and outstanding shares in the Gourmet Ghetto Food. Ltd. The purpose of the transaction was to disrupt the global flour market by acquiring a brand that has had success and gained traction in the market. The transaction would bring capital to expand production capacity and new branding elements to reach a wider audience.

The fair value of the consideration transferred was $559,997, which consisted of convertible notes with a fair value of $448,286 and a conversion feature worth $111,711. The purchase price was allocated as follows:

Total purchase consideration	559,997
Net tangible assets	
Cash	11,106
Non-cash net working capital	(44,617)
Office and equipment	50,566
Right of use assets	373,217
Prepaid expenses	13,013
Lease liabilities	(374,937)
Debt	(227,904)
	(199,556)
Identifiable intangible assets	
Recipes	195,157
Goodwill	564,396

Reverse Acquisition

On July 6, 2021, the Company entered into a Share Exchange Agreement ("SEA") with The Good Flour Milling Corp. ("GFMC"), formerly VGAN Brands. Ltd. The transactions contemplated by the SEA closed on November 5, 2021 and resulted in GFCO acquiring 100% of the issued and outstanding common shares of the GFMC. The purpose of this transaction was to gain access to the public capital markets. At the time immediately before the share exchange, the Company did not meet the definition of a business under IFRS 3, therefore the share exchange was accounted for under IFRS 2, share based payments.

The principal terms of the SEA were as follows:

- GFCO listed its Class A common shares on the Canadian Securities Exchange and delisted its Class A common shares from the TSX Venture Exchange.

- Each holder of the GFMC shares received one GFCO share for each GFMC share held as purchase consideration. The parties acknowledges and agreed that the fair market value of the consideration shares issued to the shareholders in exchange for the purchased shares was equal to $0.20, the fair market value of the purchased shares surrendered in exchange therefor, and such consideration shares represent the sole consideration received by the shareholders in exchange for the purchased shares.

- Each holder of GFMCO warrants received one replacement warrant representing the right to acquire one GFCO share on the same terms as the existing GFMC warrants for each GFMCO warrant held. Subsequently, all GFMC warrants were cancelled.

- Each holder of options under the GFMC stock option plan received a replacement GFCO option that reflected the same terms as the existing GFMC options, following which all GFMC stock options were cancelled.

The excess between the deemed acquisition cost and the total fair value of identified assets and liabilities was $2,545,720 and was recorded as listing expense.

Financial Performance

Performance was as expected for a quarter that could be defined as transitional. The net loss was as expected and was predominantly due to the accounting for the transactional listing fees on the acquisition of the Good Flour Milling Corp. (formerly VGAN Brands Inc.), and the accounting for share-based compensation on the implementation of the employee stock option plan.

Management is working diligently on getting the Sidley Street facility ready for production. During the quarter, the Company spent $206,542 on capital expenditures. $186,553 of this was a deposit for the new manufacturing line which will significantly increase production efficiency and capacity.

5. Future Development

Once the Sidley Street facility is operational, the new production line, depending on packaging size, will allow GFCO to increase its dry good production between eight and fourteen times its current manufacturing volumes. The production line will be available for all of GFCO's products. These new volumes should assist GFCO in its goal of disrupting the global wheat flour market. GFCO anticipates the automated production line will be operational in the second calendar quarter of 2022. Once operational, GFCO expects that a single shift will be able to generate an annual $5 million retail value in product with a single daily shift and an annual $10 million retail value in product with two daily shifts. This assumes a product mix consisting of food service bags and retail bags and does not include additional retail value from the production of frozen pizza shells.

The Company has continued to explore co-packing options in the United States. Product samples have been sent to co-packers' facilities to test the suitability for processing and bagging.

The Company launched its direct-to-consumer website and investor website on February 25, 2022. Powered by Shopify's e-commerce platform, GFCO's direct to consumer website now allows customers, from throughout North America and the globe, to purchase the complete line of GFCO products.

E-commerce is an essential part of GFCO's sales strategy in 2022 and beyond. GFCO will harness the power of its founding chefs, their culinary excellence, and our digital story-telling abilities to create a powerful community connected by the joy of cooking and eating good, tasty food.

6. Summary of Financial Results

Results for the three and six months ended December 31, 2021 and 2020 are as follows:

	For the Three Months ended December 31,		For the Six Months ended December 31,	
	2021	**2020**	**2021**	**2020**
Revenue	$ 114,183	$ -	$ 114,183	$ -
Cost of Sales	(104,039)	-	(104,039)	-
Gross Margin	10,144	-	10,144	-
Expenses				
Operating expenses:				
Depreciation	18,985	-	18,985	-
Finance costs	11,445	-	11,445	-
General and administrative	3,006,560	-	3,124,887	-
Sales and marketing	26,344	-	26,344	-
Share-based compensation	1,181,000	-	1,181,000	-
Total expenses	4,244,334	-	4,362,661	-
Net loss before other items	**$ (4,234,190)**	**$ -**	**$ (4,352,517)**	**$ -**
Other items				
Currency exchange gain	(2,624)		(2,624)	
Loss on settlement of convertible debentures	(31,989)		(31,989)	
Net Loss	**$ (4,268,803)**	**$ -**	**$ (4,387,130)**	**$ -**
Total Comprehensive Loss	**$ (4,268,803)**	**$ -**	**$ (4,387,130)**	**$ -**
Loss per share – basic and diluted	$ (0.07)	$ -	$ (0.07)	$ -
Weighted average number of common shares	63,284,467	-	63,284,467	-

Revenue and Gross Margin

Revenue for the quarter and six-month period ended December 31, 2021 and 2020 was $114,183 which was derived predominantly from the sale of Good Flour dry mix products. This revenue was earned between November 5 and December 31.

Revenue for the three- and six-month period ended December 31, 2021 was derived 100% from North America

a) Expenses

The Company recognized total expenses of $4,268,803 for the quarter ended December 31, 2021. Total expenses for the six-month period ended December 31, 2021 were $4,387,130. The difference in the two totals is due to professional fees incurred by The Good Flour Milling Corp. (formerly VGAN Brands Inc.) prior to the merger and acquisitions (note 4).

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i) General and Administrative Expense

General and Administrative Expenses include:

	General and administration	Sales and Marketing
Accounting and legal	57,950	-
Consulting	419,207	21,212
Listing fees	2,559,800	-
Office expenses	$ 9,585	$ 5,132
Personnel	65,706	-
Travel	12,639	-
Total	$ 3,124,887	$ 26,344

Included in listing fees is a non-cash expense of $2,545,720. Consulting and accounting and legal fees were incurred as a result of the mergers and acquisitions.

ii) SBC Expense

The Company recognized SBC of $1,181,000 during the three months and six months ended December 31, 2021. The Company granted stock options to officers, executives, directors, advisory board members and consultants. The expense recognized in a period fluctuates based on the number of underlying stock options with respect to their vesting schedules, net of options forfeited.

Summary of Quarterly Results as are follows:

	For the quarters ended			
	December 31, 2021	**September 30, 2021**	**June 30, 2021**	**March 31, 2020**
	$	$	$	$
Revenue	114,183	-	-	-
Net Loss	(4,268,803)	(118,329)	(67,931)	(65,263)
Loss per share – basic and diluted from continuing operations	($0.07)	($0.00)*	($0.00)*	($0.00)*

*Denotes loss less that .01 per share

The net loss significantly increased in the quarter ended December 31, 2021 due to the merger and acquisitions transactions detailed in note 4. Net losses for quarters ended prior to December 31, 2021 are professional fees incurred preparing for these transactions. Prior to March 31, 2020, The Good Flour Milling Corp. (the reverse takeover acquiror) did not prepare quarterly financial statements.

7. Financial Position

		December 31, 2021		**June 30, 2021**
Assets				
Current assets:				
Cash and cash equivalent	$	3,659,027	$	754,802
Accounts receivable		100,988		70
Prepaid expenses and deposits		73,709		-
Due from related Party		-		81,500
Inventory		365,332		-
Right of use asset		359,811		-
Intangible asset		195,157		-
Goodwill		564,396		-
Fixed assets - net		255,188		-
Total Assets	**$**	**5,573,609**	**$**	**836,372**
Liabilities and Shareholders' Equity (Deficiency)				
Current liabilities:				
Accounts payable and accrued liabilities	$	1,425,986	$	120,066
Convertible debentures and related interest		448,876		-
Loan payable		56,973		-
Lease liability		362,994		-
Loan payable		-		-
Total Liabilities	**$**	**2,294,829**	**$**	**120,066**
Total Shareholders' Deficiency	**$**	**3,278,780**	**$**	**716,306**

a) Assets

The increase in cash was due to the issuance of Class A common shares of the company to facilitate the mergers and acquisitions described in note 4. The remainder of the assets at December 31, 2021 were acquired in these mergers and acquisitions.

b) Liabilities

Total liabilities as at December 31, 2021 were assumed on the mergers and acquisitions, with the exception of $120,066 of professional fees. The convertible debentures were issued as purchase consideration in the acquisition of the Gourmet Ghetto Food Ltd. The loans payable are CEBA loans that bear no interest that are anticipated to be repaid by December 31, 2022. The lease liabilities are the result of accounting for the right of use assets acquired. They relate to the Company's leases with its manufacturing facilities.

Accounts payable consists of

		December 31, 2021		**June 30, 2021**
Accounts payable	$	**1,264,206**	$	**828,072**
Accrued liabilities		**15,388**		**144,000**

Accrued compensation		**146,392**		**118,346**
	$	**1,425,986**	**$**	**1,090,418**

c) Equity

As at December 31, 2021, the Company had a Shareholders' equity of $3,278,780. The increase of $2,562,474 in Shareholders' equity is due to the current year loss of ($4,387,130), being offset by share capital of $6,949,604. Included in share capital is $5,015,000 raised on the issuance of class A common shares, $1,181,000 of options issued to key management positions, and $753,605 f share capital acquired in mergers and acquisitions.

8. Liquidity and Capital Resources

As at December 31, 2021, the Company had working capital of $2,339,769.

It is anticipated that the available funds will be sufficient to satisfy the Company's objectives for the forthcoming 12-month period. The amounts shown in the table below are estimates only and are based on the information available to the Resulting Issuer as of the date of this MD&A.

Use of Available Funds	Amount ($)
Expand Production Capacity	500,000
Product Expansion	150,000
Increased Distribution	200,000
General and administrative expenses	1,300,000
Contingency	233,769
Total	**2,339,769**

Notwithstanding the proposed uses of available funds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult, at this time, to definitively project the total funds necessary to effect the planned activities of the Company. For these reasons, management of the Company considers it to be in the best interests of the Company and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises. If, as a result of changes in the Company's business, assets, operations or circumstances, the Board and management of the Company should determine that the available funds should be employed other than as set forth above, the funds shall be allocated on such other business activities and assets as the board and management reasonably determine. Further, the above uses of available funds should be considered estimates. See the headings "Forward-Looking Information" and "Risk Factors" in this MD&A.

8. Financial Instruments and risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligations. The Company's maximum exposure to credit loss is the book value of its financial instruments. The Company's cash and cash equivalents is deposited with a major Canadian chartered bank and is held in highly-liquid investments. The Company's receivables consist of taxes receivable and other receivables which represents the maximum credit risk for receivables.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at December 31, 2021, the Company had a cash balance of $3,659,027 (June 30, 2021 - $754,802) to settle current liabilities of $1,859,287 (June 30, 2021 - $120,066).

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises six types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's cash is not subject to interest rate risk. The loan payable and convertible debentures are not subject to interest rate risk as they are a fixed rate. The Company is not exposed to other significant interest rate risk due to the short-term maturity of its monetary assets and liabilities and amounts owing being non-interest bearing or bearing fixed rates of interest.

(ii) Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's sales are in US dollars and the Company's manufacturing costs are largely denominated in US dollars, providing a natural hedge against the risk of foreign exchange fluctuations. However due to long lead times for parts used in manufacturing the Company's products, the Company is exposed to the risk of foreign currency fluctuations over time. The Company is also exposed to fluctuations in foreign currencies through its operations in Japan. The Company monitors this exposure but has entered into no formal hedge agreements.

As at December 31, 2021, the Company was exposed to foreign currency risk through the following financial assets and liabilities denominated in foreign source currencies.

	December 31, 2021		**June 30, 2021**	
	US Dollar	Japanese Yen	US Dollar	Japanese Yen

Cash	89	58,968	-	-
Accounts receivable	-	-	-	-
Accounts payable	115,591	14,720,800	-	-
Total	115,680	14,779,768	-	-

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

(d) Fair Value of Financial Instruments

Fair value measurement disclosure includes classification of financial instrument fair values in a hierarchy comprising six levels reflecting the significance of the inputs used in making the measurements, described as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The carrying values of cash and cash equivalent, accounts receivable, accounts payable and accrued liabilities, and due to related parties approximate their fair value given their short-term nature. The loan payable and convertible debentures are recorded at amortized cost. As at December 31, 2021 June 30, 2021, the Company's has no Level 3 instrument

9. Related Party Transactions

Key Management Compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consists of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer. The Company incurred the following transactions with key management personnel during the three and six months ended:

	For the six months ended December 31,	
	2021	**2020**
Salary & management fees	$ 44,500	$
Consulting	70,950	-
Share-based compensation expensed	1,181,000	-
	$ 1,296,450	**$ -**

The following amounts are payable and due to/from related parties:

	December 31, 2021	**December 31, 2020**
Due to directors and officers	305,790	-
Convertible debentures	149,610	
	$ 138,252	**$ -**

a) During the period related party loans totaling $81,500 were repaid.

b) Included in due to directors and offices was $293,540 payable to a law firm in which the director has a partnership interest and is included in accounts payable and accrued liabilities in the financial statements.

10. Off Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements.

11. Outstanding Share Data

	December 31,2021	Date of Report
Class A common shares	63,284,467	63,284,467
Share purchase warrants	60,108,453	60,075,000
Stock options outstanding	10,043,050	10,015,050
Convertible Debt	2,500,000	2,500,000
	136,610,437	**136,610,437**

12. Risk Factors

The Company's business is subject to significant risks and uncertainties, which even a combination of careful evaluation, experience and knowledge may not eliminate. Please refer to the Company's Listing Statement dated October 29, 2021 available on SEDAR at www.sedar.com for disclosure of the risk factors that may materially affect the Company's future performance, in addition to those referred to above.

13. Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets, liabilities, shareholders' equity, and the disclosure of contingent assets and liabilities as at the date of the financial statements, and expenses for the periods reported.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

(a) The recoverability of receivables, prepayments and deposits that are included in the consolidated statements of financial position.

(b) The fair value of stock options, warrants and compensation options which requires the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments.

(c) The fair value of restricted share units which requires the estimation of the number of awards likely to vest on grant and at each reporting date up to the vesting date.

(d) The fair value of the investment for which a quoted market price in an active market is not available.

(e) The recoverability of deferred tax assets based on the assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions.

(f) The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures and to meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

14. Accounting Policies

The accounting policies followed by the Company are set out in Note 3 to the accompanying condensed consolidated interim financial statements for the six month period ended December 31, 2021.

15. Subsequent Events

On January 1, 2022, the Company entered into an agreement with Raytroniks Corporation ("Raytroniks") and Willie Ray Norwood Jr. to transfer its legacy Scoot-E-Bike assets to Raytroniks. The assets include intellectual property, Scoot-E-Bike inventory and the Company's ownership of Scoot-E-Bike Inc.

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and can be obtained along with additional information at www.sedar.com.