LYNNWOOD CAPITAL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the quarter ended May 31, 2013

Management's Discussion and Analysis
<u>For the quarter ended May 31, 2013</u>
Dated as of July 23, 2013

The purpose of this Management's Discussion and Analysis ("MD&A") is to explain management's point of view on Lynnwood Capital Inc.'s ("Lynnwood" or the "Company") past performance and future outlook. This report should be read in conjunction with the unaudited interim financial statements and the related Notes for the three months ended May 31, 2013. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the three months ended May 31, 2013, are not necessarily indicative of the results that may be expected for any future periods.

The financial statements for the three months ended May 31, 2013 have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The Company's financial statements are expressed in Canadian (CDN) dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com

Forward-looking statements
Certain sections of this MD&A may contain forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results. The risks, uncertainties and other factors that could influence actual results are described in the "Risks and Uncertainties" section of this report. The forward-looking statements contained herein are based on information available as of July 23, 2013

Description of Business and Overview
Lynnwood is a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or business and once identified or evaluated, to negotiate an acquisition of or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than cash. Until such time as the Company completes a Qualifying Transaction as required by the Exchange, corporate expenditures will be restricted to costs of raising equity financing, administrative costs to maintain the Company in good standing and costs to identify and evaluate potential business opportunities. The Company entered into an agreement on May 9, 2012 to complete a transaction that will qualify as the Company's Qualifying Transaction, refer to "Subsequent Events" section of this report.

On May 3, 2010, the Company received final receipts for its initial public offering ("IPO") to issue 2,000,000 common shares at a price of $0.10 per share for total gross proceeds $200,000. The Company completed the IPO on June 30, 2010 and commenced trading on the TSX Venture Exchange ("TSX-V") on July 6, 2010 under the symbol LCI.P.

Critical Accounting Estimates
The preparation of the unaudited interim financial statements requires management to make estimate and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The unaudited interim financial statements include estimates which, by their nature, are uncertain. The impacts of such

estimates are pervasive throughout the unaudited interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future that management has made that 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:

- $nil provision for income taxes which is included in the unaudited interim statements of operations, comprehensive loss and $nil on deferred income tax assets and liabilities included at May 31, 2013.

Change in Accounting Policies

Recent Accounting Pronouncements

Certain pronouncements were issued by the IASB but are not yet effective. Many are not applicable or do not have a significant impact to the Company. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

(a) IFRS 9 Financial instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015, with early adoption permitted.

(b) IFRS 10 'Consolidated Financial Statements' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.

(c) IFRS 11 Joint arrangements ("IFRS 11") was issued by the IASB in May 2011 and will replace IAS 31 Interests in Joint ventures and SIC 13 – Jointly Controlled Entities – Non-Monetary Contributions by Venturers. IFRS 11 is effective for annual periods beginning on or after January 1, 2013.

(d) IFRS 12 'Disclosure of Interests in Other Entities' - effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.

(e) IFRS 13 'Fair Value Measurement' - effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy.

(f) IAS 27 'Consolidated and Separate Financial Statements' - as amended in May 2011, provides guidance on the accounting and disclosure requirements for subsidiaries, jointly controlled entities, and associates in separate, or unconsolidated, financial statements. It will have no impact on consolidated financial statements and is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

(g) IAS 28 'Investments in Associates' - as amended in May 2011, provides detailed guidance on the application of the equity method to associates, subsidiaries and joint ventures (previously excluded from this standard), and is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

Selected Annual Financial Information

The following selected financial data is derived from the audited financial statements of the Company at February 28, 2013, 2012 and 2011.

	Year Ended February 28, 2013 $	Year Ended February 29, 2012 $	Year Ended February 28, 2011 $
Total Revenues (Interest)	-	-	-
Income before other items	(67,673)	(70,568)	(182,739)
Net Loss and comprehensive loss	(67,673)	(70,568)	(182,739)
Loss and fully diluted loss per share	(0.01)	(0.03)	(0.14)
Total assets	293,100	343,139	349,967
Total long term debt	-	-	-
Dividend	-	-	-

Results of Operations

The Company was incorporated on September 28, 2009. The Company does not have any operations and will not conduct any business other than the identification and evaluation of business and assets for potential acquisition.

During the three-month ended May 31, 2013 the Company recorded a net loss of $2,543 compared to $8,253 for the same period in 2012. The loss for the three-month ended May 31, 2013 was primarily attributable to filing and transfer agent fees of $2,130 compared to $3,526 in 2012 comparable period; and office and administration of $413 compared to $528 in 2012.

Summary of Quarterly Results

	1st Quarter	**4th Quarter**	**3rd Quarter**	**2nd Quarter**
Three Months Ended	**May 31, 2013 $**	**February 28, 2013 $**	**November 30, 2012 $**	**August 31, 2012 $**
Total Revenue (Interest)	-	-	-	-
Net Loss	(2,543)	(46,548)	(6,018)	(6,854)
Basic and diluted earnings (loss) per share	(0.00)	(0.01)	(0.00)	(0.00)

Total assets	292,716	293,100	304,961	314,598
Total long term debt	-	-	-	-
Dividend	-	-	-	-
	1st Quarter	**4th Quarter**	**3rd Quarter**	**2nd Quarter**
Three Months Ended	**May 31, 2012 $**	**February 29, 2012 $**	**November 30, 2011 $**	**August 31, 2011 $**
Total Revenue (Interest)	-	-	-	-
Net Loss	(8,253)	(24,453)	(24,969)	(16,430)
Basic and diluted earnings (loss) per share	(0.00)	(0.01)	(0.01)	(0.01)
Total assets	331,939	343,139	355,980	376,431
Total long term debt	-	-	-	-
Dividend	-	-	-	-

All of the above quarterly results presented are prepared in accordance with IFRS.

Liquidity and Capital Resources
The Company does not have any operations and will not conduct any business other than the identification and evaluation of business and assets for potential acquisition. As at May 31, 2013 the Company had current assets of $292,717 compared with $331,939 at February 29, 2012 and $331,939 at May 31, 2012. The working capital as at May 31, 2013 was $255,573 compared to $317,536 at May 31, 2012. As at May 31, 2013, the Company had $292,717 in total assets and $37,144 in accounts payables and accrued liabilities. The Company has no long term debt.

Since inception, the Company's capital resources have been limited to amounts raised from the private sale of common shares in the Company and the recently completed IPO (see "Description of Business and Overview"). The Company has not commenced operations and as at May 31, 2012 has no assets other than cash and HST recoverable. The proceeds from the private sale of common shares and the IPO are expected to provide the Company with minimum funds with which to identify and evaluate businesses or assets with a view to complete a Qualifying Transaction. However, if the Company identifies a target business, asset or property as its Qualifying Transaction, the Company may have to seek additional financing. There is no assurance that the Company will be able to identify a suitable Qualifying Transaction. Furthermore, even if a Qualifying Transaction is identified, there can be no assurance that the Company will be able to complete the transaction.

The Company is not exposed to any externally imposed capital requirement. There were no changes in the Company's approach to capital management during the period.

The Company's issued and outstanding shares were 5,560,000 at May 31, 2013 and 5,560,000 at July 23, 2013.

The Company has established a stock option plan for its directors, officers and technical consultants under which the Company may grant options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Company. As of the date of this report, 900,000 directors and officers options are outstanding.

Off-Balance Sheet Arrangements
There are no off-balance sheet arrangements.

Transactions with Related Parties
During the year ended February 28, 2013, the Company paid or accrued accounting fees of $12,800 (2012 - $15,000) to an accounting firm of which an Officer of the Company is a partner. As of May 31, 2013, $4,000 (2012 - $3,000) in accounts payable and accrued liabilities was due to the accounting firm. The transaction was in the normal course of operations and measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Contractual Commitments
There are no contractual commitments.

Financial Instruments and Risk
The Company's financial instruments consist of cash, HST receivable, accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

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

Credit risk
Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2013, the Company had a cash balance of $268,272 to settle current liabilities of $37,144. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk
The Company has cash balances and no interest-bearing debt. As of May 31, 2013, the Company has no interest bearing term deposits.

(b) Foreign currency risk
The Company does not have any assets or liabilities in a foreign currency.

(c) Price risk
The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity

movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Qualifying Transaction

On May 13, 2013, at the special meeting of shareholders, the shareholders of the Company approved the amalgamation of the Company with Tantalex Corporation. On May 9, 2012, the Company entered into an agreement (the "Letter Agreement") with Tantalex Corporation, a private corporation existing under the laws of Canada ("Tantalex"). Tantalex is a mining exploration corporation active in central Africa which owns the Tantalum and Niobium properties in the Republic of Congo.

Pursuant to the terms of the Letter Agreement and subject to completion of satisfactory due diligence and receipt of all necessary regulatory, shareholder and TSX-V approvals, the Company and Tantalex will complete a triangular amalgamation or similar type of transaction (the "Transaction") by a federally incorporated wholly-owned subsidiary of the Company amalgamating with Tantalex to form a newly amalgamated entity which will become a wholly owned subsidiary of the Company. It is expected that the Transaction will qualify as the Company's "qualifying transaction" as defined in TSX-V Policy 2.4.

The Letter Agreement was revised on March 20, 2013 (the “Revised Letter Agreement”). Pursuant to the Revised Letter Agreement and subject to completion of a concurrent private placement and other regulatory and shareholder approvals, the proposed acquisition of Tantelex will result in Lynnwood (i) delisting its common shares from the NEX Board of the TSX-V resulting in the cancellation of 3,600,000 common shares (ii) consolidating its securities resulting in an aggregate of 1,118,731 common shares and (iii) seeking approval to list on the Canadian National Stock Exchange (the “CNSX”).

Upon closing of the Transaction, it is anticipated that the Company will issue an aggregate of 25,455,880 common shares to the shareholders of Tantalex, and up to 15,000,000 common shares to purchasers in connection with the proposed private placement. Accordingly, the Transaction will constitute a reverse take-over of Lynnwood. The Transaction is an arm’s length transaction and therefore is not a related party transaction

Risks and Uncertainties

The Company’s financial performance is likely to be subject to the following risks:

1. The Company has not commenced commercial operations, and has no assets other than cash and HST recoverable, has no history of earnings and shall not generate earnings to pay dividends until at least after the completion of the Qualifying Transaction;

2. Until the completion of the Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification of and evaluation of potential Qualifying Transactions; and

3. The Company only has limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify or complete a suitable Qualifying Transaction.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim financial statements, and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

(i) Controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) Process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Management's responsibility for financial statements

The information provided in this report, including the financial statements is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the accompanying financial statements.

Approval

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

July 23, 2013

On behalf of Management and the Board of Directors,

"Robert Lipsett"

President and Chief Executive Officer, Director