

**ME RESOURCE CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**YEAR ENDED DECEMBER 31, 2020**

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**DATE AND SUBJECT OF REPORT**

The following is management's discussion and analysis ("MD&A") in respect of the results of operations and financial position of ME Resource Corp. (the "Company" or "MEC") for the year ended December 31, 2020. This MD&A should be read in conjunction with the Company's audited annual financial statements for the same year which are presented in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS").

Additional information, including the above- mentioned financial statements, which contain extensive disclosure of the history and properties of the Company, are available on SEDAR and may be accessed at [www.sedar.com](http://www.sedar.com).

The date of this MD&A is April 29, 2021.

**FORWARD LOOKING STATEMENTS**

*This MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are usually preceded by, followed by or include the words 'believes', 'expects', 'anticipates', 'estimates', 'intends', 'plans', 'forecasts', 'may', 'will', or similar expressions, although not all forward-looking statements contain these words. Forward-looking statements are not guarantees of future performance.*

*These forward-looking statements are based on management's current expectations and involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks & Uncertainties section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and while many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company reviews its forward looking statements on an ongoing basis and updates this information when circumstances require it.*

*The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.*

<i><b>Forwarding looking statements</b></i>	<i><b>Assumptions</b></i>	<i><b>Risk factors</b></i>
<i>In early 2021, the Company entered into definitive agreement with Albert Labs Inc., a Company in the business of clinical research and drug development, to conduct a reverse-take-over arrangement (the "Transaction")</i>	<i>Based on the status of the proposed change of business</i>	<i>The Company may not be able to complete the change of business.</i>

**COMPANY OVERVIEW & OVERALL PERFORMANCE**

ME Resource Corp. was incorporated under the Business Corporation Act (British Columbia). The Company's shares are traded on the Canadian Securities Exchange under the symbol MEC and quoted on the OTC Markets in U.S.A. under the symbol MEEFX.

**Principal Business**

The Company's principal business was the exploration and development of natural resources including, mineral, oil and gas properties.

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**Proposed Change of Business**

On March 5, 2021, the Company entered into a Share Exchange Agreement with Albert Labs Inc (“Albert Labs”), a private company in the business of clinical research and drug development, to complete a reverse-take-over arrangement (the “Transaction” of “RTO”), whereby the resulting issuer of the RTO intend to secure a listing on the CSE pursuant to approval from the regulatory.

Upon completion of the proposed Transaction, the resulting issuer will continue to carry on the business of Albert Labs as currently constituted, under the new name “Albert Labs Inc.” or such other name as may be approved by the CSE Exchange.

The Share Exchange Agreement has been approved by the directors of MEC and Albert Labs.

Before the completion and Exchange approval of the Transaction, the Company will consolidate its common shares on a 10-1 basis; issue 3,215,695 post-consolidated common shares to settle certain payables to creditors and related parties in the amount of \$1,607,475.

Upon the completion and Exchange approval of the Transaction, the Company will issue 38,663,700 post-consolidated common shares in exchange all the outstanding shares of the Albert Labs.

As of the date of this report, the Transaction is not completed pending approval from regulatory authorities.

**Research and Development Work.**

Research and development work

For twelve months ended December 31, 2018, and since inception, the Company’s research cost in connection with the natural resource utilization is as follows:

	Year ended December 31, 2020	Since Inception
	\$	\$
Research work performed by external consulting	-	587,323
Salaries	-	87,051
Fair value for common share	-	3,750,000
Supplies	-	49,826
Less: government grant received	-	(158,500)
<b>Total</b>	<b>-</b>	<b>4,260,200</b>

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**Selected Annual Information**

The following chart includes selected annual information for the most recent three years.

	2020	2019	2018
	\$	\$	\$
Revenues	-	-	90,354
Net loss	(284,025)	(135,025)	(280,107)
Net loss per share, basic and diluted	(0.00)	(0.00)	(0.00)
Total assets	-	1	1,745
Total long-term liabilities	-	-	-

**SELECTED QUARTERLY INFORMATION**

The following table summarizes the results of operations for the eight most recent quarters of the Company:

	2020				2019			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	\$	\$	\$	\$	\$	\$	\$	\$
Total Assets	1	1	1	1	1	1	1	1
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Recovery (expense)	(68,437)	(75,915)	(70,884)	(68,789)	44,794	(63,197)	(96,157)	(20,465)
Income (loss)	(68,437)	(75,915)	(70,884)	(68,789)	44,794	(63,197)	(96,157)	(20,465)
Earnings (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)	0.00	(0.00)	(0.00)	(0.00)

The Company's businesses are not subject to seasonal variations. Losses in the last eight quarters are mainly due to operating expenses incurred to support the Company's operations and development of the Company's IP into marketable products.

**RESULTS OF OPERATIONS**

Comparison between fiscal 2020 and 2019

The Company's net loss in 2020 was \$284,025 compared with a loss of \$135,025, an increase of loss of \$149,000. Operating expenses, other than share-based compensation, in 2020 are similar to those in 2019. The Company was mostly dormant and was seeking for new business opportunities during both 2020 and 2019, thus incurred mainly the expenditures to maintain the basic operations of the Company.

There were no options vested in 2020. During 2019, the Company cancelled all the outstanding options and recorded a recovery of share-based compensation of \$159,548 arising from these cancellations. As a result, net loss in 2019 was lower.

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Key components the main expenditures are as follows:

	2020	2019
	\$	\$
Share-based compensation	-	(159,548)
Filing fees	24,241	17,235
Professional fees	15,442	33,577
Consulting fees	240,000	240,000

Three months ended December 31, 2020 (2020 Q4)

The Company’s net loss in 2020 Q4 was \$68,437 compared with earnings of \$44,794 in Q4 2019. As discussed in previous section, the Company cancelled all the outstanding options and recorded a recovery of share-based compensation of \$159,548 in the fourth quarter of 2019, thus offsetting other operating expenses in that quarter.

The operating expenses in the fourth quarter of 2020 are similar to those in 2019.

**LIQUIDITY & CAPITAL RESOURCES**

As at December 31, 2020, the Company had a working capital deficiency of \$1,810,199. In order to eliminate the working capital deficiency, the Company will issue common shares to settle \$1.6 million of liabilities upon Exchange approval of the Share Exchange Agreement dated March 5, 2021.

The Company realizes that the current resources are not adequate for the Company to achieve its long- term objectives. The Company considers different financing options, including, but not limited to, further debt or equity financing, or share for debt settlement, to secure addition financing to provide adequate capital resource for the Company to meet its long-term business objective.

Readers should be cautioned that the Company’s continuation as a going concern is dependent whether the Company can develop an economically viable business and generate funds there from and/or raise equity capital to meet current and future obligations. The Company has not yet achieved profitable operations and expects to incur further losses in the development of its business. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

The Company has a history to raise funds when needed in the past. However, there is no guarantee the Company is able to do so in the future.

As of the date of this MD&A, the Company does not have commitments for capital expenditures and the Company is not subject to external requirement in using its capital resources or maintenance of its capital structure.

**OFF BALANCE SHEET ARRANGEMENTS**

The Company does not have off balance sheet arrangements.

**PROPOSED TRANSACTIONS**

Other than the Transaction discussed in the section “Proposed Change of Business”, there are no proposed transactions that are material to the Company for disclosure.

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**TRANSACTIONS WITH RELATED PARTIES**

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

a) Transactions with key management personnel were as follows:

<b>Years ended December 31,</b>	<b>2020</b>	<b>2019</b>
	\$	\$
Consulting fees charged by a director	60,000	60,000
Consulting fees charged by a company related to the chief	120,000	120,000
Consulting fees charged by the chief financial officer ("CFO")	60,000	60,000
	<u>240,000</u>	<u>240,000</u>

b) Balances due to related parties:

Amounts due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

<b>Due to Related parties</b>	<b>December 31, 2020</b>	<b>December 31, 2019</b>
	\$	\$
Directors	364,000	304,000
Chief financial officer	319,600	259,600
Companies related to the CEO	687,123	567,123
	<u>1,370,723</u>	<u>1,130,723</u>

**OUTSTANDING SHARE DATA**

As of the date of this MD&A, the Company has 63,671,935 common shares

**SIGNIFICANT ACCOUNTING POLICIES, CRITICAL ACCOUNTING ESTIMATES, AND CHANGES**

Refer to Note 3 to the Company's audited annual financial statements for the year ended December 31, 2020. The Company has not adopted new accounting policies since fiscal 2019.

**FINANCIAL INSTRUMENT RISK EXPOSURE AND RISK MANAGEMENT**

**Financial Risk Management**

The Company is exposed in varying degrees to a variety of financial instrument related risks.

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*Credit Risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's exposure to credit risk is on its cash held. Most of cash is deposited in bank accounts held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies.

*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 has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, considering its anticipated cash flows from operations and its holdings of cash. Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. The Company's liquidity risk as assessed as high.

*Currency Risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company does not incur significant expenditures that are denominated in foreign currencies and does not have any commitments that are denominated in foreign currencies. Therefore, the Company's exposure to currency risk is minimal.

*Interest Rate Risk*

Interest rate risk refers to the risk that fair values of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company does not have material financial assets or liabilities that are exposed to fluctuation of interest rate. As a result, the exposure to interest rate risk is not significant.

**Classification of financial instruments**

Financial instruments included in the statement of financial position are as follows:

	<b>December 31, 2020</b>	<b>December 31, 2019</b>
	\$	\$
Amortized cost:		
Note receivable	1	1

	<b>December 31, 2020</b>	<b>December 31, 2019</b>
	\$	\$
Amortized cost:		
Trade payables	343,954	323,514
Salaries payable	20,066	20,066
Note payable	57,063	34,982
Due to related party	1,370,723	1,130,723

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**Fair value**

Financial instruments that are not measured at their values are note receivable, trade payables, salaries payable and due to related parties. Their carrying values approximate their fair values due to their short terms to maturity.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

**RISKS AND UNCERTAINTIES**

**Capitalization Risk**

It is anticipated that the Company will require additional capital to fully execute its long-term business objectives. There can be no assurance that it will be able to obtain any capital in the future or that attempts to obtain capital in the future will result in terms beneficial to existing investors.

**Dilution to the Existing Shareholders**

The Company has no other capital resources other than the ability to use its common stock to raise additional capital. The issuance of additional equity securities by the Company could result in a significant dilution in the equity interests of existing shareholders.

**Management Risk**

The Company's success will largely depend on the capability of its management; management has limited experience in managing the growth of a developing business.

**Reliance on Management's Expertise**

The Company strongly depends on the business acumen and expertise of its management team and there is little possibility that this dependence will decrease in the near term. The loss of the services of any member of the team could have a material adverse effect on the Company. The Company does not have any key person insurance in place for management.

**Profitability Risk**

Although the Company will work to become profitable, there can be no assurance that factors beyond its control, such as, but not limited to, successful development of its technology into commercial viable products to the oil and gas industry. No assurances can be provided that the Company can do so.

**Key Personnel Risk**

The Company is highly dependent upon the services from external consultants. Loss of these external consultants would adversely affect the achievement of the Company's objectives.

**Technology Risks**

The Company's success in penetrating the desired market segments will also depend upon its ability to advance the technology and functionality of its products. It is also foreseeable that other firms will desire to enter the sector. The Company can provide no assurances that these other firms won't have superior technology or functionality.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive.

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**CONTROLS AND PROCEDURES**

Management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements.

The management of the Company has filed the Venture Issuer Basic Certificate with the filings on SEDAR at [www.sedar.com](http://www.sedar.com). 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. 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.