

Albert Labs International Corp. (Formerly ME RESOURCE CORP.)
MANAGEMENT’S DISCUSSION AND ANALYSIS
YEAR ENDED DECEMBER 31, 2021

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 Albert Labs International Corp. (formerly ME Resource Corp.) (the "Company" or “Albert Lab”) for the year ended December 31, 2021. This MD&A should be read in conjunction with the Company’s audited annual financial statements for the same year ended December 31, 2021, 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.

The date of this MD&A is April 28, 2022

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.

COMPANY OVERVIEW & OVERALL PERFORMANCE

ME Resource Corp., (“MEC” or the “Company”) was incorporated under the Business Corporation Act (British Columbia) on October 16, 2009. The Company completed a business acquisition during the first quarter of 2022. The Company’s head office is #201 - 6996 Merritt Avenue, Burnaby, BC V5J 4R6, Canada

Change of business

The Company entered into a definitive agreement (the “Transaction”) 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 “RTO”). The Transaction was completed on March 10, 2022 and the Company changed its name to Albert Labs International Corp. The shares of the resulting issuer commenced trading on the CSE under the new symbol ABRT on March 10, 2022.

Details of the Transactions are follows:

On March 4, 2022, Albert Labs closed a debt settlement and private placement offering of 19,171,997 Albert Labs’ Shares at a price per of \$0.25 per share for gross proceeds of \$4,792,999. The proceeds of the financing will be used for general working capital purposes. The break-down of the private placement offering is as follows:

	Number of Shares	Proceeds
Albert Labs Subscription	10,986,961	\$2,746,740
Albert Labs Debt Settlement(s)	8,185,036	\$2,046,259

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On March 5, 2021, MEC entered into the Share Exchange Agreement with Albert Labs and all of the Albert Labs’ Shareholders, which superseded and replaced the Letter Agreement in its entirety.

On March 10, 2022, the Company consolidated its common share on 10-1 basis. The presentation of number of outstanding shares, loss per share have been retrospectively amended to reflect this share consolidation. Pursuant to the Share Exchange Agreement, MEC acquired an aggregate of 57,835,797 Albert Labs’ Common Shares, being all of the issued and outstanding Albert Labs’ Shares, in exchange for the issuance of 57,835,797 post-10-1-consolidated common shares of the Company (“Consideration Shares”), subject to the terms and conditions of the Share Exchange Agreement. The fair value of Consideration Shares is \$14,458,949 or \$0.25 per share.

After the completion of the Transaction, the Company also entered into debt settlement agreements with the creditors of MEC to fully settle an aggregate \$1,650,771 in debt/accounts payable (the “**Debt**”) with for the issuance of 3,301,542 post-10-1-consolidated common shares (the “**Debt Shares**”) at \$0.50 per Debt Share (the “**Debt Settlement**”). All securities issued in connection with the Debt Settlement are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation

The continuity of the Company’s share capital is as follow:

		No of shares	Share capital
2021-12-31	Opening	6,367,192	\$ 5,861,105
2022-03-10	Acquisition of Albert Lab	57,835,797	\$ 14,458,949
2022-03-11	Debt settlement with creditors	3,301,542	\$ 1,650,771
	Ending	67,504,531	\$ 33,752,266

SELECTED ANNUAL DATA

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

	2021	2020	2019
	\$	\$	\$
Revenues	-	-	90,354
Net loss	(284,025)	(284,025)	(135,025)
Net loss per share, basic and diluted	(0.04)	(0.04)	(0.02)
Total assets	-	-	1
Total long-term liabilities	-	-	-

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SELECTED QUARTERLY INFORMATION

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

	2021				2020			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	\$	\$	\$	\$	\$	\$	\$	\$
Total Assets	-	-	-	-	-	1	1	1
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expense	(69,525)	(67,412)	(76,535)	(68,601)	(68,437)	(75,915)	(70,884)	(68,789)
Income (loss)	(69,525)	(67,412)	(76,535)	(68,601)	(68,437)	(75,915)	(70,884)	(68,789)
Loss per share	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)

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

Year ended December 31, 2021

The Company's net loss during the year ended December 31, 2021, was \$282,073 compared with a loss of \$284,025 in 2020. The change is not significant. The Company was seeking new business opportunities during both periods, thus incurred only expenditures to maintain the core business of the Company. Differences between these two periods are not significant.

Key components the main expenditures are as follows:

	2021	2020
	\$	\$
Filing fees	21,994	24,241
Professional fees	17,267	15,442
Consulting fees	240,000	240,000

Three months ended December 31, 2021

The Company's net loss in three months ended December 31, 2021, was \$69,525 compared with a loss of \$68,437. The change is not significant.

Key components the main expenditures are as follows:

Three months ended December 31,	2021	2020
	\$	\$
Filing fees	3,496	2,947
Professional fees	3,587	4,442
Consulting fees	60,000	60,000

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LIQUIDITY & CAPITAL RESOURCES

As of December 31, 2021, the Company had a working capital deficiency of \$2,092,272. Through the completion of the RTO, the Company has improved its liquidity by settlement of accounts payable with share issuance and by utilizing the cash of Albert Labs.

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

There are no proposed transactions that are material to the Company for disclosure.

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:

Year ended December 31,	2021	2020
	\$	\$
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>

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b) Balances due to related parties:

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

Due to Related parties	December 31, 2021	December 31, 2020
	\$	\$
Directors	424,000	364,000
Chief financial officer	379,600	319,600
Companies related to the CEO	807,123	687,123
	1,610,723	1,130,723

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company has 67,504,531 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, 2021.

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.

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.

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Classification of financial instruments

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

	December 31, 2021	December 31, 2020
	\$	\$
Amortized cost:		
Trade payables	317,431	343,954
Salaries payable	20,066	20,066
Note payable	-	57,063
Due to Albert Labs	128,357	-
Due to related party	1,610,723	1,370,723

Fair value

The Company does not have financial instruments that are measured at their fair values. 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.

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 commercially 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.

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

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. 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.