BEYOND OIL LTD.

(Formerly FTC Cards Inc.)

MANAGEMENT'S DISCUSSIONS AND ANALYSIS

YEAR ENDED DECEMBER 31, 2022

OVERVIEW

This management's discussion and analysis ("**MD&A**") is management's interpretation of the financial condition and results of the operations of Beyond Oil Ltd., (formerly FTC Cards Inc.) and its subsidiary company ("**FTC**" or the "**Company**") for the year ended December 31, 2022 (the "**2022 Annual Period**").

This MD&A should be read in conjunction with the audited annual financial statements of the Company for year ended December 31, 2022, together with the notes thereto (the "**Annual Financial Statements").**

The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included.

This MD&A contains forward-looking information that is subject to risk factors including those set out in "Note Regarding Forward-Looking Information" and elsewhere in this MD&A.

All dollar amounts contained herein are expressed in United States dollars unless otherwise indicated (references to "C$" means the lawful money of Canada). This MD&A has been prepared as of March 20, 2023.

DESCRIPTION OF THE BUSINESS

The Company was incorporated under the name 0934977 B.C. Ltd. pursuant to the laws of the Province of British Columbia on March 9, 2012. On May 16, 2012, its name was changed to "FTC Cards Inc.". The Company was incorporated by CTF Technologies Inc., ("**CTF**") for the purpose of completing a reorganization (the "**Reorganization**"), whereby, pursuant to the terms of an Arrangement Agreement (the "**Arrangement Agreement**") between CTF, and FleetCor Technologies Inc. ("**FleetCor**"), FleetCor would acquire all of the shares of CTF from CTF's existing shareholders and FTC Cards Inc. would be spun out from CTF. The Reorganization was completed on July 3, 2012, and the Company became a reporting issuer, not listed on any public exchange in Canada or elsewhere. Pursuant to the terms of the Arrangement Agreement, FTC acquired 90.5% of the equity of FTC Cards Processamento e Servicos de Fidelizacao Ltda. The minority 9.5% interest was subsequently cancelled, and the entity became a wholly owned Brazilian subsidiary engaged in the payment card processing business. This subsidiary became inactive and was subsequently sold to a major shareholder of the Company following approval of the shareholders of the Company in November 2020.

The Company was inactive from 2020 to the commencement of discussions with the principals of Beyond Oil Ltd., a company incorporated, on November 25, 2018, pursuant to the laws of the State of Israel ("**BOIL Israel**"), in connection with the Transaction (as defined below).

On June 22, 2021, the Company completed a non-brokered private placement of 12,000,000 common shares in the capital of the Company ("**Common Shares**"), at a price of C$0.05 per Common Share that closed on June 22, 2021, for gross proceeds of C$600,000 (the "**Seed Financing**")

On September 26, 2021, the Company entered into a share purchase agreement (the "**Share Purchase Agreement**") with BOIL Israel ., and the shareholders of BOIL Israel for the acquisition of all of the issued and outstanding shares of BOIL Israel (the "**Transaction)**.

The consideration payable by the Company for the acquisition of BOIL Israel consisted of Common Shares Common Share purchase warrants and contingent value rights in the capital of the Company.

In connection with the Transaction, the Company completed a non-brokered private placement of 2,500,000 Common Shares at a price of C$0.50 per Common Share that closed in two tranches the first on November 5, 2021 and the second on November 26, 2021, for gross proceeds of C$1,250,000 (the "**Bridge Financing**").

Additionally, in connection with the Transaction, the Company completed a non-brokered private placement of 4,666,667 special warrants ("**Special Warrants**") for gross proceeds of C$3,500,000. The Special Warrant offering was completed in three tranches: February 4, 2022, February 14, 2022 and April 7, 2022. Each Special Warrant entitled the holder thereof to acquire automatically upon completion of the Transaction, for no additional consideration, one "unit" ("Units"). Each Unit consisted of one Common Share and one half of one Common Share purchase warrant, issuable upon the deemed exercise of the Special Warrants, with each whole such warrant entitling the holder to acquire, one additional Common Share at a price of C$1.25 per Common Share until May 13, 2023 (the "**Special Warrant Financing**").

On April 29 , 2022 the Company received a receipt from the British Columbia Securities commission for its non offering final prospectus (the "**Prospectus**").

The Transaction was completed on May 13, 2022, whereupon BOIL Israel became a wholly-owned subsidiary of the Company and the Company changed its name to Beyond Oil Ltd., and the Special Warrants automatically converted into units.

The Transaction constitutes a reverse takeover of the Company. As BOIL Israel was deemed to be the acquirer for accounting purposes, its assets, liabilities and operations are included in the Annual Financial Statements and FTC's results of operations have been included from May 13, 2022.

On January 17, 2023, the Company announced the completion of a private placement offering consisting of 1,578,843 units (the "**January Units**") for gross proceeds of $1,184,132.

Each January Unit consists of one Common Share and one-half of one Common Share purchase warrant (each full such warrant, a "**January Warrant**"). Each January Warrant entitles the holder thereof to purchase one additional Common Share at an exercise price of C$1.00 until January 17, 2024.

On March 1, 2023, the Company announced the completion of a private placement offering consisting of 1,600,000 units (the "March Units") for gross proceeds of CAN$1,200,000.

Each March Unit consists of one Common Share and one-half of one Common Share purchase warrant (each full such warrant, a "March Warrant"). Each March Warrant entitles the holder thereof to purchase one additional Common Share at an exercise price of C$1.00 until March 1, 2024.

The head office of the Company is located at 33157 Tunbridge Avenue, Mission, British Columbia, V2V 6X9 and the registered and records office of the Company is located at 1208 Rosewood Crescent, North Vancouver, BC V7P 1H4, Canada.

The Common Shares trade on the Canadian Securities Exchange (the "**CSE**") under the symbol "BOIL".

Overview of Operations

BOIL Israel is a food-tech innovation company that has developed a product (the "**Product**") that extensive testing indicates extends the usable life of frying oil, improves product quality, and reduces frying oil costs. As a preferential adsorbent, the product reduces soluble impurities formed during the frying process that causes damaging free fatty acids ("**FFA**") and polar compound formation, undesirable odors, off-flavors, and off-colors. The BOIL Israel solution integrates with food services and restaurants' existing oil filtrations processes as a filter aid. The process includes passive microfiltration designed to remove unwanted components, that degrade oil quality, through a combination of active filtration by the powder and passive filtration by a microfiltration paper. This process ensures no residue is left in the oil while maximizing the efficiency of removing other degradation particles.

BOIL Israel received a non-objection letter from the United States Food and Drug Administration ("**FDA**") in respect of the Product in March 2022, on the basis that all Product ingredients meet food-grade specifications of the FDA. In

May 2022, BOIL Israel received a non-objection letter from Health Canada and a National Sanitation Foundation certification in the United States such that the Product's label will include the "NSF" mark.

These approvals permit the Company to sell the Product in these jurisdictions.

The Company is currently focused on commercializing its Product in the food service market, and expects to follow with the commercialization in the industrial frying market.

At the incorporation date of the Beyond Oil Israel, Beyond Oil Israel entered into an agreement with Mr. Pinhas Or, to assign all of his rights in and to the intellectual property related to the technology developed reducing the degree of acidity in edible oils, including all patent applications and trade secrets. As consideration for the transfer of such rights Beyond Oil Israel agreed to pay Pinhas a royalty of 5% on all amounts received from the issuance of licenses for use /franchises, from the sale of the formula powder to the use of sub-license recipients worldwide, from making exit, fund raisings after deducting customs, fees and other direct taxes levied on the products or services provided and paid by Pinhas directly.

OPERATIONAL HIGHLIGHTS

During June 2022, the Company entered into an agreement with TEJA Food Group ("**TEJA**") to market and sell the Product to the restaurant market in Canada and the United States, Subsequently, during July 2022, TEJA formalized Product testing with two Canadian national restaurant chains in select restaurant locations to integrate Beyond Oil's powder into their operations. Effective November 23, 2022 the Company and TEJA signed a purchase order for 2,000 kg of the Product which will be integrated into select restaurants in Canada. This purchase order was supplied on March 2023.

On or about June 8, 2022, the Company entered into a Definitive Distribution Agreement (the "Distribution Agreement") with ARB Tech Gida Ithalat ve Ihracat Limited Sirketi ("**ARB Tech Gida**") to market and sell the Product to ARB Tech Gida's customers in the fast-food market in Turkey. Pursuant to the Distribution Agreement, ARB Tech Gida's minimum purchase of Product in the first 12 months was expected to be at least US$2 million, with a 50% increase in purchases expected in subsequent years. To date the Company has not yet sold to ARB Tech.

On or about August 9, 2022, Coho Collective Kitchens Inc. (TSXV: COHO) ("**Coho**") and the Company executed a non-binding letter of intent (the "**Coho LOI**"). Pursuant to the Coho LOI, the Product was to be tested by Coho, and if successful, the parties intended to negotiate commercial terms in the form of a definitive agreement. To date no definitive agreement has been signed and the LOI has expired.

During September 2022, the Company entered into its first commercial sales agreement with a franchisee of Café Café, a food service chain in Israel as well as with a franchisee of Café Landwer. a prominent café chain in Israel. Subsequently, the Company has determined that certain geographic locations will be serviced through a local agent. It is expected that going forward the sale of products to Café Café and Café Landwer will be conducted by Fandago (see below).

In October 2022, the Company signed a pilot sales agreement with Burger Saloon Ltd., a burger chain in Israel. Pursuant to that agreement, the Product will initially be sold to four Burger Saloon outlets in the North of Israel, with the potential to expand sales to additional outlets of the chain in Israel. Under the terms of the agreement, Beyond Oil will supply its product to Burger Saloon outlets in quantities as requested on an ongoing basis. The pilot agreement with Burger Saloon has expired and any further sales in Israel will be undertaken through Fandango.

On February 15, 2023, the Company entered into a definitive agreement with Fandango Collection & Recycling Ltd. ("**Fandango**") pursuant to which Fandango will be the Company's exclusive distributor of the Product in Israel for an initial five-year term. Subsequently, on February 23, 2023, the Company received an initial purchase order from Fandango for 16 tons of the Product which the Company expects to supply within 90 days of the aforementioned purchase order.

Management Highlights

On August 3, 2022, Itamar Grotto was appointed as Chairman of the Company's advisory board. Professor Grotto is a public health physician and professor of epidemiology. Mr. Grott was previously the Director of Israel Public Health Services and the Associate General Director of the Israel Ministry of Health. Between 2018 and 2021, Mr. Grotto was a member of the executive board of the World Health Organization (WHO).

On February 14, 2023 Dr. Tamir Gedo resigned as the Chief Executive Officer of the Company and from the board of directors of the Company (the "**Board**") remaining as a consultant to the Company. The Board appointed Jonathan Or as interim CEO.

SELECTED FINANCIAL INFORMATION

The following is selected financial data derived from the Annual Financial Statements of the Company.

		Year Ended December 31, 2022		Year Ended December 31, 2021
Total revenues	$	-	$	(43,404)
Loss for the period		(13,611,863)		(2,463,145)
Loss per share (basic and diluted)		(0.34)		(0.10)
Total assets		4,791,028		4,865,589
Total current liabilities		1,012,180		1,489,714
Total non-current financial liabilities		518,090		828,821
Dividends	$	Nil	$	Nil

DISCUSSION OF OPERATIONS

Three months Ended December 31, 2022:

During the three months ended December 31, 2022, and 2021 the Company had $nil income.

During the three months ended December 31, 2022, the Company incurred research and development expenses of $159,427 compared to $62,903 for the three months ended December 31, 2021. The increase is mainly due to an increase in labor expenses and decrease of proceeds from the Israel Innovation Authority (proceeds of which are accounted for as a grant).

Research and development expenses		**Three months ended December 31, 2022**		**Three months ended December 31, 2021**
Labor expenses	$	56,116	$	-
Professional fees		22,741		56,525
Sub-contractor		71,482		69,404
Raw materials		-		12,851
Others		9,088		1,023
Less- proceeds from Israel Innovation Authority		-		(76,900)
	$	**159,427**	$	**62,903**

During the three months ended December 31, 2022, the Company incurred general and administration expenses of $497,323 compared to $565,116 for the three months ended December 31, 2021. The decrease is mainly due to a decrease in share-based compensation expenses as offset by an increase in professional fees and public company expenses.

General and administration expenses		**Three months ended December 31, 2022**		**Three months ended December 31, 2021**
Labor expenses	$	162,654	$	145,145
Professional fees		133,832		77,772
Share-based compensation expenses		59,541		181,313
Depreciation		78,914		74,682
Public company expenses		29,666		-
Others		32,716		86,204
	$	**497,323**	$	**565,116**

During the three months ended December 31, 2022, the Company incurred marketing expenses of $93,184 compared to $0 for the three months ended December 31, 2021. The increase is mainly due to a decrease in labor and flights expenses.

Also, the Company incurred listing expenses of $3,367 for the three months ended December 31, 2002, arising from the completion of the Transaction.

During the three months ended December 31, 2022, the Company incurred finance expenses of $11,108 compared to finance expenses of $359,826 for the three months ended December 31, 2021. The decrease is mainly due to expenses from "the fair value" adjustments of derivative liability – preferred shares in the three months ended December 31, 2021 (three months ended December 31, 2022 - $nil).

Finance expenses		**Three months ended December 31, 2022**		**Three months ended December 31, 2021**
Fair value adjustments of derivative liability – preferred shares	$	-	$	354,117
Fair value adjustments of derivative liability		-		6,297
Re-assessment of royalties liability at fair value		5,932		-
Interest on lease liability		3,526		2,679
Interest on loans from others		-		9,285
Interest and commission		1,650		2,042
	$	**11,108**	$	**359,826**

During the three months ended December 31, 2022 the Company incurred finance income had net finance income of $7,981 compared to finance income of $nil for the three months ended December 31, 2021. The increase is mainly from fair value adjustments of derivative liability.

Finance income		**Three months ended December 31, 2022**		**Three months ended December 31, 2021**
Fair value adjustments of derivative liability	$	5,909	$	-
Currency exchange		2,072		-
	$	**7,981**	$	**-**

As a result, the Company earned a net profit in the amount of $756,428 for the three months ended December 31, 2022, compared to a net loss of $996,793 for the three months ended December 31, 2021.

During the three months ended December 31, 2022, the Company had a net decrease in cash from operating activities after adjustments for non-cash items and changes in other working capital accounts of $609,285 (December 31, 2021: $384,743). During the three months ended December 31, 2022, the Company used $37,975 to investment activity (December 31, 2021: used of $25,196). Net use of proceeds from financing activities were $15,308 (December 31, 2021: net of $723,986). Consequently, the Company's cash position decreased from $1,547,902 on September 30, 2022, to $876,462 as of December 31, 2022, compared to a increase from $36,199 at September 30, 2021 to $1,547,902 as of December 31, 2021.

For the Year ended December 31, 2022:

During the year ended December 31, 2022, the Company had $nil income and on December 31, 2021, the Company had a loss of $43,404.

During the years ended December 31, 2022, the Company incurred research and development expenses of $684,671 compared to $316,780 for the year ended December 31, 2021. The increase derives mainly from increase of labor and vehicle expenses, sub-contractor fees and from a decrease in the proceeds from the Israel Innovation Authority grant in the year ended on December 31, 2022, compared to the year ended December 31, 2021.

Research and development expenses		**Year ended December 31, 2022**		**Year ended December 31, 2021**
Labor and vehicles expenses	$	183,977	$	-
Professional fees		80,130		95,564
Sub-contractor		294,875		302,676
Raw materials		77,807		46,326
Others		47,882		4,156
Less- proceeds from Israel Innovation Authority		-		(131,942)
	$	**684,671**	$	**316,780**

During the year ended December 31, 2022, the Company incurred general and administration expenses of $1,869,001 compared to $1,745,073 for the year ended December 31, 2021. The decrease is mainly due to special termination expenses and issuance expenses that occurred in year 2021 (year 2022- nil$) which were offset by increase in labor expenses, and in public company expenses.

General and administration expenses		Year ended December 31, 2022		Year ended December 31, 2021
Salary expenses	$	611,795	$	460,980
Professional fees		392,600		219,795
Share based compensation expenses		343,630		383,896
Special termination expenses		-		212,891
Depreciation		306,121		293,884
Public company expenses		70,469		-
Others		144,386		173,627
	$	**1,869,001**	$	**1,745,073**

During the year ended December 31, 2022, the Company incurred marketing expenses of $298,192 compared to $0 for the year ended December 31, 2021. The increase is mainly due to a increase in labor and flights expenses.

Additionally, the Company incurred listing expenses of $10,408,078 in the year ended December 31, 2022, arising from the completion of the Transaction.

During the year ended December 31, 2022 the Company incurred finance expenses of $473,732 compared to finance expenses of $367,214 for the year ended December 31, 2021. The increase is mainly from an increase of fair value adjustments of royalties liability at fair value which was offset by a decrease of fair value adjustments of derivative liability preferred shares in year 2021 (year 2022 – income).

Finance expenses		Year ended December 31, 2022		Year ended December 31, 2021
Fair value adjustments of derivative liability – preferred shares	$	-	$	335,725
Fair value adjustments of derivative liability		-		6,035
Re-assessment of royalties liability at fair value		348,803		-
Currency exchange		82,403		-
Interest on lease liability		12,501		11,073
Interest on loans from others		23,310		10,682
Interest and commission		6,715		3,699
	$	**473,732**	$	**367,214**

During the year ended December 31, 2022 the Company earned finance income, net of $126,669 compared to finance income of $17,760 for the year ended December 31, 2021. The increase is mainly due to an increase of fair value adjustments of derivative liability.

Finance income		**Year ended December 31, 2022**		**Year ended December 31, 2021**
Fair value adjustments of derivative liability	$	126,669	$	-
Currency exchange		-		17,760
	$	**126,669**	$	**17,760**

As a result, the Company incurred a net loss in the amount of $13,611,863 for the year ended December 31, 2022, compared to a loss of $2,463,145 for the year ended December 31, 2021.

During the year ended December 31, 2022, the Company had a net decrease in cash from operating activities after adjustments for non-cash items and changes in other working capital balances, of $2,373,159 (December 31, 2021: $827,599). During the year ended December 31, 2022, the Company incurred $325,462 in investment activities (December 31, 2021: $40,587) which was from restricted deposits offset from the purchase of property and equipment. For the year ended December 31, 2022, the Company received $3,297,709 by way of the cash balances held by FTC at closing of the Transaction (December 31, 2021: $nil), and paid back $780,000 of the bridge loan from FTC to BOIL Israel in contemplation of the Transaction (December 31, 2021: receive $780,000) and $88,582 from the exercise of outstanding warrants (December 31, 2021: $nil). As of December 31, 2022, net proceeds from financing activities were $2,561,059 (December 31, 2021: $758,122). Consequently, the Company's cash position increased from $388,154 at the beginning of the year to $876,462 as of December 31, 2022, compared to a decrease from $486,032 at the beginning of the year ended December 31, 2021 to $388,154 as of December 31, 2021.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes the financial results of operations for the eight most recent fiscal quarters [(1)]:

	Revenues	**Income (Loss) for the period**	**Income (Loss) per share**
December 31, 2022 (Q4)	Nil	(756,428)	(0.02)
September 30, 2022 (Q3)	Nil	167,078	0.00
June 30, 2022 (Q2)	Nil	(12,417,081)	(0.33)
March 31, 2022 (Q1)	Nil	(600,574)	(0.22)
December 31, 2021 (Q4)	Nil	(995,793)	(0.04)
September 30, 2021 (Q3)	Nil	(634,589)	(0.03)
June 30, 2021 (Q2)	(42,918)	(452,295)	(0.02)
March 31, 2021 (Q1)	Nil	(379,496)	(0.14)

Notes:

(1) The quarterly results presented for the quarters prior to and including December 31, 2021, represent the financial results of Beyond Oil Israel.

LIQUIDITY AND CAPITAL RESOURCES

General

The Company does not currently generate any revenue. As at December 31, 2022, the Company's cash balance was $876,462 (December 31, 2021 - $388,154) with a negative working capital of $17,283 (December 31, 2021 – a negative working capital of $1,016,977). The increase in negative working capital was due to the receipt of proceeds of $3,500,000 received from the Special Warrant Financing. Seed Financing and Bridge Financing in the year ended December 31, 2022. The Company's operations used $2,373,159 during the year ended December 31, 2022 (December 31 2021 –$827,599).

In addition, the Company has the following contractual obligations (which are reflected in its general and administrative expenses) as of December 31, 2022 ($):

Contractual Obligation	Total	Less than 1 year	1 – 3 Years	4 – 5 Years	After 5 Years
Finance Lease Obligations	Nil	Nil	Nil	Nil	Nil
Operating Leases[1]	(201,595)	(89,490)	(112,105)	Nil	Nil
Purchase Obligations	Nil	Nil	Nil	Nil	Nil
Other Obligations[2]	(1,351,163)	(1,351,163)	Nil	Nil	Nil
Total	(1,552,758)	(1,440,653)	(112,105)	Nil	Nil

Notes:

(1) The Company's operating leases consist of (i) a lease arrangement for office space in Kibbutz Yifat, Israel the term of which ends in March 2023, subject to an option to extend for six additional years; and (ii) a lease arrangement for factory space in Migdal Haemek, Israel ,the term of which ends in March 2023, subject to an option to extend option for two additional years;(iii) and a lease arrangements for vehicles in which ends in May 2025 and (iii) a lease arrangement for lease vehicles from some vehicles leasing companies in Israel commenced in year 2022 for 3 year period.

(2) Other obligations consist of trade and other accounts payables, related party transactions, advance payments and royalties liability.

The Company's business currently does not generate revenue or positive cash flows from operations and until such time as it is cash flow positive it will be reliant on equity and debt financing and government grants/awards to provide it with the necessary cash to finance ongoing operations.

The Company's cash flow forecasts are continually updated to reflect actual cash inflows and outflows so to monitor the requirements and timing for additional financial resources. Further, the Company continues to monitor additional opportunities to raise equity capital and/or secure additional funding through non-dilutive sources such as government grants. However, it is possible that its cash and working capital position may not be enough to meet its business objectives in the event of unforeseen circumstances (including a delay in generating cash from sales of its products).

There has been volatility in the stock markets, which may raise questions about the Company's ability to raise new capital and thereby sustain its operations. There is no certainty that the Company will be cash flow positive in the near term or that it will continue to be successful in its efforts to raise new capital, which would cause the Company to reconsider its viability as a going concern at that time and how best to sustain a reduced level of operations, pending the receipt of cash from the sale of the Product or a return to better market conditions when a financing can be completed.

The Company's share capital is not subject to any external restriction and the Company did not change its approach to capital management during the period.

Use of Proceeds

The following table sets out a comparison of disclosure in the Prospectus about how the Company expected to use proceeds (other than working capital), including the net proceeds from the Special Warrant Financing, an explanation of variances and the impact of the variances, if any, on the Company's ability to achieve its business objectives and milestones:

Principal purpose	Estimated amount to be expended per Prospectus	Approximate amount expended as of December 31, 2022
Production facility(1)	\$975,000	\$NIL(1)
Research and development (2)	\$850,000	\$685,000
Company Transaction expenses	\$150,000	\$300,000(5)
Marketing and sales (3)	\$500,000	\$300,000
General and administrative expenses	\$600,000	\$850,000(6)
Manufacturing expenses (4)	\$200,000	\$200,000
Accrued expenses of BOIL Israel	\$400,000	\$NIL(7)
Unallocated working capital	\$25,000	\$25,000
TOTAL:	**\$3,700,000**	**\$2,360,000**

Notes:

(1) Consists primarily of the purchase of new equipment and the cost of modifying existing equipment to commence commercial production of 9kg boxes. Since the date of the Prospectus the Company has elected to outsource the manufacture of its product for commercial sales, thereby eliminating this cost.

(2) Consists of the product development activities described under "Status of Product Development" in the prospectus. The Company will continue these research and development activities.

(3) Consists of the costs of engaging marketing and sales personnel, creating and initiating a sales and marketing program and related business development activities. The Company will continue to incur the balance of this estimated expense.

(4) Consists of manufacturing expenses, such as labor cost, raw material purchases, electricity, rent of the facility, and other related expenses. Additional expenses will be financed with cash on hand and thereafter, cash from the sale of its product.

(5) The Company's transaction related expenses were higher than initial estimated due to some unanticipated logistical issues arising at the time of closing.

(6) General and administrative expenses have increased due to general inflationary pressures and due to increased legal fees arising from the negotiation of the various distribution agreements described above.

(7) These amounts will be paid in due course from the Company's cash resources.

The Company intends to use its available cash on hand to complete proposed research and development activities (\$165,000), marketing activities (\$200,000), pay accrued liabilities of BOIL Israel (\$400,000) and the balance finance manufacturing expenses and general and administrative expenses for the near term until revenue from the sale of the Product is collected.

GOING CONCERN

As of December 31, 2022, the Company incurred losses from operations since its inception and as of December 31, 2022, the Company has an accumulated deficit of \$21,604,300. In addition, the Company generated negative cash flows from operating activities of \$2,373,159 and a loss in the amount of \$13,611,863 for the year ended December 31, 2022. As of the date of the issuance of this MD&A, the Company has not yet commenced generating significant sales, and therefore depends on fundraising from new and existing investors to finance its activities. These factors

create material uncertainties that may create significant doubts about the Company's ability to continue as a going concern. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.
Company's management believes that the Company will be able to pay its debts when they fall due, and to fund near term anticipated activities based on proceeds from capital fund raising and future revenues. Company's management are satisfied that it is appropriate to prepare the financial statements on a going concern basis on the basis that the above can be reasonably expected to be accomplished.

OFF-BALANCE-SHEET ARRANGEMENTS

During the year ended December 31, 2022, the Company did not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

RELATED PARTY TRANSACTIONS

The Company's related parties consist of its key management personnel, including its directors and officers. During the normal course of business, the Company enters into transactions with its related parties that are considered to be arm's length transactions and made at normal market prices and on normal commercial terms.

		Year ended December 31,2022		**Year ended December 31,2021**
Compensation of key management personnel of the Company:				
CRDO (former CEO of BOIL Israel) Management	$	228,130	$	200,204
CEO Management fees		281,261		228,942
CMO Management fees		170,394		89,640
A company controlled by a director		20,585		-
Other related party transactions:				
Share base payments		275,734		341,639
CEO (former CEO of BOIL Israel) defined benefit plan		-		210,508

Balance with related parties:

		December 31, 2022		**December 31, 2021**
Loan to related party (1)	$	392,140	$	339,787
A company controlled by a director (2)		6,198		-

1) On April 1, 2022, BOIL Israel signed a service agreement with Mr. Pinhas Or to provide him a management service for NIS4,000 per month.

2) On April 1, 2022, the Company signed a service agreement with a company controlled by a director of the Company to provide the Company with corporate secretary services for C$3,000 per month, which fee will increase to C$4,250 upon the Company completing an equity financing of at least C$10 million.

OUTSTANDING SHARE DATA:

The authorized capital of the Company consists of an unlimited number of Common Shares and an unlimited number of preferred shares. On May 10, 2022, as a condition to completing the Transaction, the Company completed a consolidation of its common Shares on a 16.5:1 basis. As of December 31, 2022, there are 48,913,006 Common Shares issued and outstanding, and no preferred shares issued and outstanding.

As of the date hereof, the Company has 5,151,458 warrants outstanding and 19,528,404 contingent value rights (the "**Contingent Rights**"). The Contingent Rights will convert into up to that same number of Common Shares (the "**Deferred Payment Shares**") on the occurrence of the following milestones:

(i) 4,882,101 Deferred Payment Shares upon the Company or BOIL Israel obtaining an order for at least US$3 million from customers within twelve (12) months of the closing of the Transaction;

(ii) 4,882,101 Deferred Payment Shares upon the Company or BOIL Israel achieving US$6 million in cumulative sales within 18 months of the closing of the Transaction;

(iii) 4,882,101 Deferred Payment Shares upon the Company or BOIL Israel achieving US$13 million in cumulative sales within 30 months of the closing of the Transaction; and

(iv) 4,882,101 Deferred Payment Shares upon the Company or BOIL Israel reaching positive EBITDA by the end of its fiscal year ended December 31, 2023, and such amount is confirmed by the audited annual financial statements for the year ended December 31, 2023.

Subject to the approval of the CSE, upon the Company or BOIL Israel signing a definitive agreement with a major investor or oil producer on or before December 31, 2023 that results in the Company or BOIL Israel receiving US$10 million in revenues over a 24 month period, such milestone may be used as a replacement for any one milestone in (i), (ii), (iii) or (iv) above.

As of the date hereof, the Company has 4,880,515 stock options outstanding as follows:

Number of options	Exercise price	Expiry Date	Number of "In the Money" Exercisable Options
975,000	C$0.5	November 8, 2031	975,000
2,938,139	C$0.75	May 12, 2032	979,380
967,376	C$0.00047	June 24, 2031	656,434
4,880,515			**2,610,814**

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company has not adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

New IFRSs adopted in the period

There are a number of standards and interpretations which have been issued by the International Accounting Standards Board that are effective for periods beginning subsequent to December 31, 2022 (the date on which the Company's next annual financial statements will be prepared up to) that the Company has decided not to adopt early. The Company does not believe these standards and interpretations will have a material impact on the financial statements once adopted.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, restricted cash and other receivables, trade payables and other liabilities. The main purpose of these financial instruments is to raise capital for the Company's operations.

Risk Management

The Company is exposed to risks that arise from its use of financial instruments. The Company's exposures to financial risk and how the Company manages each of those risks is described in the Company's MD&A for the year ended December 31, 2022. There were no significant changes to the Company's exposure to those risks or to the Company's management of its risk exposures during the three months ended December 31, 2022.

Determination of Fair Value

The Company's financial assets and financial liabilities are classified as follows:

December 31, 2022			**Amortized cost**				
	Book value	**Less than one year**	**1 to 2 years**	**2 to 3 years**	**3 to 4 years**	**>5 years**	**Total**
			$				
Other receivables	112,949	112,949	-	-	-	-	112,949
Lease Liability	(179,107)	(89,490)	(87,503)	(24,602)	-	-	(201,595)
Related Party transactions	(392,140)	(392,140)	-	-	-	-	(392,140)
Accounts payable and accrued liabilities	(573,015)	(573,015)	-	-	-	-	(573,015)
Royalties liability	(338,983)	(338,983)	-	-	-	-	(338,983)
Total	**(1,370,296)**	**(1,280,679)**	**(87,503)**	**(24,602)**	-	-	**(1,392,784)**

The Company measures financial instruments at fair value, grouped into classes with similar characteristics using the following fair value hierarchy which is determined based on the source of input used in measuring fair value:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable either directly or indirectly.

Level 3 - Inputs that are not based on observable market data (valuation techniques which use inputs that are not based on observable market data).

Liabilities such as accounts payable, accrued liabilities, are initially recognized at fair value plus transaction costs that are directly attributable to the issue of the instrument and are subsequently carried at amortized cost using the effective interest rate method, less provision for impairment. Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss (preferred shares liability) and derivatives (derivative liability – warrants and options).

Financial liabilities at fair value through profit or loss are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. The amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss.

The issue of a unit of securities involves the allocation of the proceeds received (before issue expenses) to the securities issued in the unit based on the following order: financial derivatives and other financial instruments measured at fair value in each period. Then fair value is determined for financial liabilities that are measured at amortized cost. The proceeds allocated to equity instruments are determined to be the residual amount. Issue costs are allocated to each component pro rata to the amounts determined for each component in the unit.

RISK FACTORS

For a complete discussion of risk factors please see the section titled "Risk Factors" in the Prospectus.

NOTE REGARDING FORWARD LOOKING INFORMATION

This MD&A contains forward-looking statements and information that reflect the Company's current expectations and views of future events. Statements or information which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, outlook, expectations or intentions regarding the future including words or phrases such as "anticipate", "objective", "may", "will", "might", "should", "could", "can", "intend", "expect", "believe", "estimate", "predict", "potential", "plan", "is designed to", "project", "continue" or similar expressions suggest future outcomes or the negative thereof or similar variations. Forward-looking statements and information may include, among other things: statements or information relating to the Company's business strategy (including expected growth rate); any estimate of potential earnings; the completion of any transaction including contracts with potential customers; expected growth in the global market for its products; market growth and market penetration; timing of product development (both for future products and enhancements of existing products); expectations regarding expenses, sales and operations; estimates regarding capital requirements and need for and ability to obtain additional financing; expectations for the cost and timing of achieving business objectives; competitive position; and anticipated trends and challenges in the markets in which it operates including the regulatory environment.

Forward-looking statements and information have been prepared by management to provide information about management's current expectations and plans relating to the future. Readers are cautioned that reliance on such information may not be appropriate for other purposes, such as making investment decisions. While management believes that the forward-looking statements have been prepared on a reasonable basis, reflecting management's best estimates and judgments, the Company is an early-stage company with a short operating history and it may not actually achieve its plans, projections, or expectations. Readers should read this press release with the understanding that our actual future results may be materially different from what we expect. Given these risks, uncertainties and assumptions, readers should not place undue reliance on these forward-looking statements.

Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including: general business and economic conditions; the demand for our products; anticipated costs; the ability to achieve its goals, business plan, and growth strategy; the availability of financing on reasonable terms as needed; its ability to attract and retain skilled staff; its ability to complete any contemplated transactions; and that there will be no regulation or law that will prevent it from operating our business. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect.

Forward-looking statements are subject to known and unknown risks, uncertainties and other important factors that may cause the actual results to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: business, economic and capital market conditions; the ability to expand our business internationally; the ability to manage operating expenses, which may adversely affect its financial condition; ability to obtain additional financing as needed; ability to remain competitive as other better financed competitors develop and release competitive products; legal and regulatory uncertainties; market conditions and the demand and pricing for its products; its relationships with customers, distributors, suppliers and business partners; its ability to successfully define, design and release new products in a timely manner that meet its customers' needs; its ability to attract, retain and motivate qualified personnel; competition in our industry; our ability to maintain technological leadership; the impact of technology changes on our products and industry; failure to develop new and innovative products; our ability to successfully maintain and enforce our intellectual property rights and defend third-party claims of infringement of their intellectual property rights; the impact of intellectual property litigation that could materially and adversely affect its business; its ability to manage working capital; and its dependence on key personnel, the risk that consumer interest in and sentiment towards the Company's products adversely changes; the impact of COVID-19 or other viruses and diseases on the Company's ability to operate; equipment failures; unanticipated increases in operating costs; security threats; government regulations; and failure of counterparties to perform their contractual obligations. In addition, BOIL Israel's products have yet to be produced on a large scale and its products have yet to be shown to be effective and reliable when used by a broad range of consumers.

The forward-looking information included in this MD&A is expressly qualified in its entirety by this cautionary statement. The Company cautions that the foregoing lists of assumptions, risks and uncertainties is not exhaustive. The forward-looking information contained in this MD&A is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless required by applicable securities laws.

ADDITIONAL INFORMATION:

Additional information relating to the Company may be accessed under its profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.