BEYOND OIL LTD.

(Formerly FTC Cards Inc.)

MANAGEMENT'S DISCUSSIONS AND ANALYSIS

THREE AND SIX MONTHS ENDED JUNE 30, 2023

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.) ("**FTC**" or the "**Company**") for the three and six month period ended June 30, 202*3* and includes events up to August 27, 2023 (the "**202*3* Q2 Period**").

This MD&A should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended December 31, 2022, and 2021 (the "**Annual Financial Statements**") as well as the interim financial statements of the Company for the three-month period ended June 30, 2023 (the "**Interim Financial Statements")**, together with the notes thereto.

The Company's Interim Consolidated 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.

This MD&A is expressed in thousands of dollars. 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 August 27 ,2023.

DESCRIPTION OF THE BUSINESS AND FINANCING HIGHLIGHTS

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 thousand (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 (the "**Consideration Warrants**") and contingent value rights in the capital of the Company to be issued upon achievement of certain performance milestones (the "**Milestones**").

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 thousand (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 thousand. 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 C$1,184 thousand ($830 thousand).

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 16, 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 C$1,200 thousand ($881 thousand).

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 February 28, 2024.

On May 3, 2023, the Company held an Annual and Special Meeting ("**AGM**") in which the following decisions were approved by the Company's shareholders:

1. The Company adopted a compensation plan which reserves up to 10% of the issued and outstanding Common Shares, on a rolling basis, for issuance pursuant to stock options, stock awards and/or restricted share units of the Corporation;
2. The Company extended the performance date of the Milestones, for the issuance of Common Shares in the amounts listed below (which amounts were previously approved in connection with the Transaction) to the following revised dates:

(i) 4,882,101 Common Shares will be issued upon the Company obtaining an order for at least US$3 million from customers within thirty two (32) months of May 25, 2022 (the "**Closing Date**");

(ii) 4,882,101 Common Shares will be issued upon the Company achieving US$6 million in cumulative sales within 36 months of the Closing Date;

(iii) 4,882,101 Common Shares will be issued upon the Company achieving US$13 million in cumulative sales within 48 months of the Closing Date; and

(iv) 4,882,101 Common Shares will be issued upon the Company reaching positive EBITDA by the end of June 30, 2025, and such amount is confirmed by the unaudited financial statements for the period ended June 30, 2025; and to provide that upon an Exit Transaction, the right to receive additional Common Shares upon fulfilment of the Revised Milestones will either expire or alternatively will accelerate and be immediately issued (the alternative of which must be approved by a majority of the Subco Shareholders), prior to the closing of the Exit Transaction (the "Exit Transaction Amendment").

Extending the expiry dates of each of the Consideration Warrants and the Special Warrants by an additional 12 months to May 11, 2024. The Finder warrant were not extended.

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" and on the OTCQB under the symbol "BEOLF".

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.

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.

Concurrently with the incorporation date of 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 Mr. Pinhas Or a royalty equal to 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 Mr. Pinhas Or 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 Fandango (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. On May 31, 2023 the Company announced that it had fulfilled its initial purchase order placed by Fandango by delivering 16 tons of its high-quality product to Fandango's facilities in Israel.

On May 9, 2023 the Company announced a report, authored by Professor Nissim Garti of the Hebrew University of Jerusalem, detailing certain positive health benefits of using the Product.

On May 12, 2023 the Company announced that the Halal Quality Control, a globally recognized and accredited Halal certification body, has awarded Beyond Oil's frying oil filter powder with a Halal Certificate acknowledging that Beyond Oil has followed all necessary guidelines and preparations to ensure that its product is lawful and permitted under Islamic law.

On June 2, 2023 the Company announced that it had successfully upgraded from the OTC Pink® Open Market to the OTCQB Venture Market.

On August 1, 2023 the Company announced that it had entered into a definitive distribution agreement (the "**Distribution Agreement**") with Oil Solutions Group, Inc. ("**Oil Solutions Group**"). The Distribution Agreement gives Oil Solutions Group the rights and license to market and sell Beyond Oil's product to its restaurant customers in the United States. The Distribution Agreement became effective on July 31, 2023 and establishes Oil Solutions Group as the first non-exclusive distributor of Beyond Oil's product in the US food service market.

On August 9, 2023 the Company announced that it had entered into a definitive distribution agreement (the "**Distribution Agreement**") with Vital Hospitality ltd ("**Vital Hospitality**"). The Distribution Agreement gives Vital Hospitality the rights and license to market and sell Beyond Oil's product to its restaurant customers in the United Kingdom. The Distribution Agreement became effective on August 8, 2023 and establishes Vital Hospitality as the first non-exclusive distributor of Beyond Oil's product in the UK food service market.

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 9, 2023 the Company appointed Mr. Erez Winner as a director of the Company

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.

On March 2, 2023 appointed Mr. Pinhas Or as a director of the Company.

On April 11, 2023 appointed Mr. Arie Halperin as a chairman of the advisory Board of the Company.

At the AGM the following individuals were elected as directors of the Company: Dan Itzhaki; Jonathan Or; Robert Kiesman; Dr. Gad Penini; Hanadi Said; Erez Winner; and Pinhas Or.

Subsequently, on June 1, 2023 the Company announced the appointment of Mr. Michael Pinhas Or as President of the Company and Robert Kiesman as Vice President of the Company.

On June 27, 2023 the Board appointed Jonathan Or as interim CEO.

SELECTED FINANCIAL INFORMATION

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

		Six Months Ended June 30, 2023		**Six Months Ended June 30, 2022**
Total revenues	$	256	$	-
Loss for the period		(1,086)		(13,018)
Loss per share (basic and diluted)		(0.02)		(0.42)
Total assets		5,104		6,342
Total current liabilities		1,190		2,347
Total non-current financial liabilities		291		196
Dividends	$	Nil	$	Nil

DISCUSSION OF OPERATIONS

INTERIM MD&A – Quarterly Highlights

The economic and industry factors affecting the Company during the interim period ending June 30, 2023 are substantially unchanged since the filing of the Annual Financial Statements.

Three months Ended June 30, 2023:

During the three months ended June 30, 2023, the Company had $245 thousand of revenues from its first sale to Fandango (June 30, 2022- $nil).

During the three months ended June 30, 2023, the Company incurred cost of goods expenses of $150 thousand (June 30, 2022- $nil) for its cost of sale to Fandango.

During the three months ended June 30, 2023, the Company incurred research and development expenses of $141 thousand compared to $175 thousand for the three months ended June 30, 2022. The decrease is mainly due to a decrease in professional fees.

Research and development expenses		**Three months ended June 30, 2023**		**Three months ended June 30, 2022**
Labor expenses	$	67	$	58
Professional fees		-		19
Sub-contractor		70		78
Raw materials		-		1
Others		4		19
	$	**141**	$	**175**

During the three months ended June 30, 2023, the Company incurred general and administration expenses of $445 thousand compared to $575 thousand for the three months ended June 30, 2022. The decrease is mainly due to a decrease of share base compensation expenses due to the resigned of former CEO which was offset by public company expenses.

General and administration expenses		**Three months ended June 30, 2023**		**Three months ended June 30, 2022**
Labor expenses	$	131	$	158
Professional fees		33		96
Share-based compensation expenses		51		192
Depreciation		83		73
Public company expenses		70		-
Others		77		56
	$	**445**	$	**575**

During the three months ended June 30, 2023, the Company incurred marketing expenses of $101 thousand compared to $77 thousand for the three months ended June 30, 2022. The increase is mainly due to increase in labor expenses and marketing programs the company started to implement.

During the three months ended June 30, 2023, the Company incurred finance expenses of $68 thousand compared to finance expenses of $1,283 thousand for the three months ended June 30, 2022. The decrease is mainly due to interest expenses on fair value adjustments of derivative liability and re-assessment of royalties liability at fair value June 30, 2022.

Finance expenses		**Three months ended June 30, 2023**		**Three months ended June 30, 2022**
Fair value adjustments of derivative liability	$	63	$	811
Re-assessment of royalties liability at fair value		-		363
Interest on lease liability		4		2
Currency exchange		-		106
Interest and commission		1		1
	$	**68**	$	**1,283**

During the three months ended June 30, 2023 the Company incurred finance income had net finance income of $26 thousand compared to finance income of $nil for the three months ended June 30, 2022. The increase is mainly from re-assessment of royalties liability at fair value.

Finance income		**Three months ended June 30, 2023**		**Three months ended June 30, 2022**
Re-assessment of royalties liability at fair value	$	15	$	-
Currency exchange		11		-
	$	**26**	$	**-**

As a result, the Company incurred a net loss in the amount of $634 thousand for the three months ended June 30, 2023, compared to a net loss of $12,417 thousand for the three months ended June 30, 2022.

During the three months ended June 30, 2023, 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 $903 thousand (June 30, 2022: $556 thousand). During the three months ended June 30, 2023, the Company used $33 thousand to investment activity (June 30, 2022: provided from $7 thousand). Net cash used from financing activities was $21 thousand (June 30, 2022: net of $2,471 thousand). Consequently, the Company's cash position decreased from $2,007 thousand on March 31, 2023, to $1,069 thousand as of June 30, 2023, compared to a decrease from $127 thousand at March 31, 2022 to $1,967 thousand as of June 30, 2022.

Results of Operations for the Six Months Ended June 30, 2023:

During the six months ended June 30, 2023, the Company had $256 thousand income and on June 30, 2022, the Company had a negative income of $nil.

During the six months ended June 30, 2023, the Company incurred cost of goods expenses of $159 thousand (June 30, 2022- $nil) for its cost of sale to Fandango.

During the six months ended June 30, 2023, the Company incurred research and development expenses of $309 thousand compared to $306 thousands for the six months ended June 30, 2022. The increase derives mainly from increase of labor expenses, offset by decrease of sub-contractors expenses in six months ended on June 30, 2023, compared to the six months ended June 30, 2022.

Research and development expenses		**Six months ended June 30, 2023**		**Six months ended June 30, 2022**
Labor expenses	$	142	$	69
Professional fees		5		31
Sub-contractor		128		165
Raw materials		8		7
Others		26		34
	$	**309**	$	**306**

During the six months ended June 30, 2023, the Company incurred general and administration expenses of $712 thousand compared to $904 thousand for the six months ended June 30, 2022. The decrease is mainly from a decrease in share base compensation expenses due to the resigned of former CEO which was offset by public company expenses.

General and administration expenses		**Six months ended June 30, 2023**		**Six months ended June 30, 2022**
Labor expenses	$	254	$	291
Professional fees		75		143
Share-based compensation expenses		(11)		213
Depreciation		165		148
Public company expenses		114		35
Others		115		74
	$	**712**	$	**904**

Also, the Company incurred listing expenses of $10,355 thousands in the six months ended June 30, 2022, arising from the completion of the Transaction (June 30, 2023 - $nil).

During the six months ended June 30, 2023, the Company incurred marketing expenses of $125 thousand compared to $111 thousand for the six months ended June 30, 2022. The increase is mainly due to increase in labor expenses and marketing programs the company started to implement.

During the six months ended June 30, 2023, the Company incurred finance expenses of $57 thousand compared to finance expenses of $1,342 thousand for the six months ended June 30, 2022. The decrease is mainly due to interest expenses from re-assessment of royalties liability at fair value and from fair value adjustments of derivative liability.

Finance expenses		**Six months ended June 30, 2023**		**Six months ended June 30, 2022**
Re-assessment of royalties liability at fair value	$	-	$	364
Fair value adjustments of derivative liability		46		811
Interest on lease liability		9		5
Interest on loans from others		-		21
Currency exchange		-		138
Interest and commission		2		3
	$	**57**	$	**1,342**

During the six months ended June 30, 2023 the Company incurred finance income had net finance income of $20 thousand compared to finance income of $nil for the six months ended June 30, 2022. The increase is mainly from fair value adjustments of Currency exchange income.

Finance income		**Six months ended June 30, 2023**		**Six months ended June 30, 2022**
Re-assessment of royalties liability at fair value	$	1	$	-
Currency exchange		19		-
	$	**20**	$	**-**

As a result, the Company incurred a net loss in the amount of $1,086 thousand for the six months ended June 30, 2023, compared to a loss of $13,018 thousand for the six months ended June 30, 2022.

During the six months ended June 30, 2023, 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 $1,456 thousand (June 30, 2022: $918 thousand).

During the six months ended June 30, 2023, the Company used $43 thousand for investment activity (June 30, 2022: - used of $1 thousand), from the purchase of property and equipment for the six months ended June 30, 2023. As of June 30, 2023, net proceeds from financing activities were $1,671 thousand mainly from $1,711 thousand from issuance of unit of securities (June 30, 2022: $nil) compare to June 30, 2022, cash provided by $2,590 thousand, mainly from $2,393 thousand net cash from the Transaction (June 30, 2023: $nil), $125 thousand through short term loan from others (June 30, 2023: $nil) and $88 thousand from exercise of outstanding warrants (June 30, 2023: $nil). Consequently, the Company's cash position increased from $876 thousand at the beginning of the year to $1,069 thousand as of June 30, 2023, compared to a increase from $388 thousand at the beginning of the 2022 year to $1,967 thousand as of June 30, 2022.

SUMMARY OF QUARTERLY RESULTS

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

	Revenues (in thousands)	Income (Loss) for the Period (in thousands)	Income (Loss) per share
June 30, 2023 (Q2)	245	(634)	(0.01)
March 31, 2023 (Q1)	10	(451)	(0.01)
December 31, 2022 (Q4)	Nil	(756)	(0.02)
September 30, 2022 (Q3)	Nil	167	0.00
June 30, 2022 (Q2)	Nil	(12,417)	(0.33)
March 31, 2022 (Q1)	Nil	(600)	(0.22)
December 31, 2021 (Q4)	Nil	(996)	(0.04)
September 30, 2021 (Q3)	Nil	(635)	(0.03)
June 30, 2021 (Q2)	(42)	(452)	(0.02)

LIQUIDITY AND CAPITAL RESOURCES

General

As at June 30, 2023, the Company's cash balance was $1,069 thousand (December 31, 2022 - $876 thousand) with a working capital of $384 thousand (December 31, 2022 – a negative working capital of $17 thousand). The increase in working capital was due to the receipt of proceeds of $1,711 thousand received from the private placement financing of the January units and March Units. The Company's operations used $1,456 thousand during the six months ended June 30, 2023 (December 31, 2022 –$2,373 thousand).

In addition, the Company has the following contractual obligations (which are reflected in its general and administrative expenses) as of June 30, 2023 (thousand$):

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)	(184)	(100)	(84)	Nil	Nil
Purchase Obligations	Nil	Nil	Nil	Nil	Nil
Other Obligations(2)	(1,313)	(1,313)	Nil	Nil	Nil
Total	(1,497)	(1,413)	(84)	Nil	Nil

Notes:

(1) The Company's operating leases consist of: (i) a lease arrangement for office space in Kibbutz Yifat, Israel commenced in February 2019 and ends in October 2024. According to the terms of this agreement, the Company has an option to extend the term for six additional years.; (ii) a lease arrangement for factory space in Migdal Haemek, Israel, commenced in November 2019 and ends in March 2025. According to the terms of this agreement, the Company has an extension option for two additional years for all the Company's space at this location.; (iii) lease arrangements for vehicles which ends in May 2025 and (iv) a lease arrangement for vehicles in Israel commenced in year 2022 for a 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 positive cash flows from operations and until such time as it is cash flow positive it will be reliant on equity and debt financing 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**	**Approximate amount expended as of June 30, 2023**
	(in thousand $)		
Production facility[1]	975	NIL	NIL[1]
Research and development [2]	850	685	1,005
Company Transaction expenses	150	300	300 [5]
Marketing and sales [3]	500	300	420
General and administrative expenses	600	850	1,395 [6]
Manufacturing expenses [4]	200	200	330
Accrued expenses of BOIL Israel	400	NIL	NIL[7]
Unallocated working capital	25	25	25
TOTAL:	**3,700**	**2,360**	**3,475**

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 labour 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 the Product.

(5) The Company's transaction related expenses were higher than initially estimated due to some unanticipated logistical issues arising at the time of closing. No further costs will be incurred.

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

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

GOING CONCERN

As of August 27, 2023, the Company incurred losses from operations, since its inception, and as of June 30, 2023, the Company has an accumulated deficit of $22,690 thousand. In addition, the Company generated negative cash flows from operating activities of $1,456 thousand and a loss in the amount of $1,086 thousand for the six months ended June 30, 2023. 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 three and six months ended June 30, 2023, 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.

		Six months ended June 30, 2023		Six months ended June 30, 2022
Compensation of key management personnel of the Company:				
President Management fees (see 1)	$	110	$	107
Former CEO Management fees (see 3)		-		131
CEO (former CMO) Management fees		93		69
Vice President (see 4)		5		-
A company controlled by a director (see 2)		13		7
Other related party transactions:				
Share base payments		48		167
Purchase of raw materials (5)		163		-

Balance with related parties:

		June 30, 2023		June 30, 2022
Loan to related party	$	185	$	356
A company controlled by a director and President		71		-
A company controlled by a director		7		3

1) On April 1, 2022, BOIL Israel signed a service agreement with Mr. Pinhas Or to provide him a management service for NIS4,000 (approximately, $1,137) per month. For additional information about Mr. Pinhas Or compensation agreement, please see note 14 to the 2022 annual consolidated financial statements.

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 thousand ($2 thousand) per month, which fee will increase to C$4.25 thousand ($3 thousand) upon the Company completing an equity financing of at least C$10 million.

3) On February 14, 2023 Dr. Tamir Gedo ("Tamir") resigned as the Chief Executive Officer of the Company and resigned from the Board remaining as a consultant to the Company. The Board appointed Jonathan Or as interim CEO. The Company and Tamir has signed a retirement agreement (the "**Retirement Agreement**"). The Retirement Agreement includes the following terms: (i) *Options* – Tamir irrevocably waives all the

options granted to him by the Company, and all the options, whether vested or not, were forfeited and expired and returned to the stock option pool; (ii) *Notice period for termination of the Employment Agreement* – the notice period was cancelled. Instead, Tamir and the Company agreed, that Tamir will be retained as an external consultant to the Company for four months commencing on January 1, 2023 and will receive a monthly payment of NIS50 thousand (approximately $15 thousand) for each month during this period; (this term and obligations for payment have expired); (iii) *Future payment against debts* – Tamir will be entitled to a total NIS505 thousand (approximately $150 thousand), this amount will be paid to Tamir when the Company will reach to a net profit of 2 million Canadian dollars (approximately $1.48 million) in the annual financial statements approved by the Board.

4) On May 23, 2023 the Board appointed Mr. Robert Kiesman ("Robert") as the Company Vice President. Robert will be intitled to CAN$6,000 per month and for the option package, as described above.

5) As per the terms of the IP Assignment Agreement, dated June 17, 2021 and entered into between the Company and Pinhas some of the Company's raw materials are acquired from a company fully owned by Pinhas.

OUTSTANDING SHARE DATA:

The authorized capital of the Company consists of an unlimited number of Common Shares and an unlimited number of preferred shares. As of June 30, 2023, there are 52,091,849 Common Shares issued and outstanding, and no preferred shares issued and outstanding.
As of the date hereof, the Company has 6,514,079 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:

(which milestones were approved by the Company's disinterested shareholders at the AGM *(For additional information of the extension of the Contingent Rights please see DESCRIPTION OF THE BUSINESS AND FINANCING HIGHLIGHTS above.)*

(i) 4,882,101 Common Shares upon the Company obtaining an order for at least US$3 million from customers within thirty two (32) months of May 25, 2022 (the "**Closing Date**");

(ii) 4,882,101 Common Shares upon the Company achieving US$6 million in cumulative sales within 36 months of the Closing Date;

(iii) 4,882,101 Common Shares upon the Company achieving US$13 million in cumulative sales within 48 months of the Closing Date; and

(iv) 4,882,101 Common Shares upon the Company reaching positive EBITDA by the end of June 30, 2025, and such amount is confirmed by the unaudited financial statements for the period ended June 30, 2025; and to provide that upon an Exit Transaction, the right to receive additional Common Shares upon fulfilment of the Revised Milestones will either expire or alternatively will accelerate and be immediately issued (the alternative of which must be approved by a majority of the Subco Shareholders), prior to the closing of the Exit Transaction.

Subject to the approval of the Canadian Securities Exchange, upon the Company or Beyond Oil Israel signing a definitive agreement with a major investor or oil producer on or before December 31, 2023 that results in the Company or Beyond Oil 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.

Option:

1) At the AGM shareholders of the Company approved an omnibus equity incentive plan (the "Omnibus Plan"). On May 23, 2023, the Company issued to a certain director of the Company under the Company's omnibus equity compensation plan (the "**Plan**"): (i) 200,000 options with each option exercisable at CAN$0.75 expiring on May 22, 2028; and (ii) 650,000 Performance Vesting Options (the "**Performance Vesting Options")** with each Performance Vestion Option exercisable at CAN$0.75 expiring on May 2028. The Performance Vesting Options shall vest according to the following vesting schedule: (i) 150,000 option upon the Company obtaining orders for an aggregate of at least US$3 million from customers within thirty-two months of May 25, 2023 (the "Grant Date") ;(ii) 150,000 options upon the Company achieving US$6 million in cumulative sales within 36 months of the Grant Date; (iii) 100,000 options upon the Company achieving US$13 million in cumulative sales within 48 months of the Grant Date; (iv) 100,000 options upon the Company reaching positive EBITDA by the end of June 30, 2025, and such amount is confirmed by the unaudited financial statements for the period ended June 30, 2025; and (v) 150,000 options upon execution of a definitive customer agreement within 24 months of the Grant Date.

2) On June 14, 2023, the Company issued to a certain director of the Company under the Omnibus Company Option Plan 200,000 options with each option exercisable at CAN$0.75 expiring on June 13, 2033.

As of the date hereof, the Company has 3,933,736 outstanding stock options outstanding:

Number of options	Exercise price	Expiry Date	Number of Exercisable Options
975,000	C$0.5	November 8, 2031	975,000
1,424,128	C$0.75	May 12, 2032	949,419
484,608	C$0.00047	June 24, 2031	432,686
200,000	C$0.75	June 13, 2033	68,000
850,000	C$0.75	May 12, 2028	68,000
3,933,736			2,493,104

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, 2023 (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 three months ended June 30, 2023. 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 June 30, 2023.

Determination of Fair Value

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

June 30, 2023	**Amortized cost**						
	Book value	**Less than one year**	**1 to 2 years**	**2 to 3 years**	**3 to 4 years**	**>5 years**	**Total**
		$					
Account receivables	9	9	-	-	-	-	9
Other receivables	170	170	-	-	-	-	170
Lease Liability	(168)	(100)	(75)	(9)	-	-	(184)
Related Party transactions	(185)	(185)	-	-	-	-	(185)
Accounts payable and accrued liabilities	(637)	(637)	-	-	-	-	(637)
Royalties liability	(345)	(345)	-	-	-	-	(345)
Total	**(1,156)**	**(1,088)**	**(75)**	**(9)**	-	-	**(1,172)**

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.