ANCHOR CAPITAL CORPORATION

Management Discussion and Analysis

This Management Discussion and Analysis (MD&A) for Anchor Capital Corporation is a review of the three months ended March 31, 2017 and should be read in conjunction with the audited financial statements for the year ended December 31, 2016 and the notes thereto. This MD&A relates to events up to May 22, 2017.

The Corporation's financial position, results of operations and cash flows have been prepared in accordance with IAS 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The Corporation's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars.

DESCRIPTION OF BUSINESS

Anchor Capital Corporation ("Anchor" or the "Corporation") was incorporated pursuant to the provisions of the *Business Corporations Act* (Alberta) on February 20, 2014. The Corporation is a Capital Pool Company ("CPC") as defined pursuant to Policy 2.4 of TSX Venture Exchange Inc. ("TSX Venture"). The Corporation's business is to identify and evaluate corporations, businesses or assets for acquisition and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval.

On December 2, 2014 the Corporation completed its initial public offering (the "Offering") raising gross proceeds of $351,400 pursuant to a prospectus dated September 26, 2014. A total of 3,514,000 common shares in the capital of the Corporation ("Common Shares") were subscribed for at a price of $0.10 per Common Share. Richardson GMP Limited acted as the agent for the Offering and received a corporate finance fee and a cash commission equal to 10% of the gross proceeds of the Offering, as well as agent's options to purchase 351,400 Common Shares at a price of $0.10, these options expired on December 2, 2016.

The Corporation now has 5,514,000 Common Shares outstanding, and the directors and officers of Anchor Capital Corporation own or control, directly or indirectly, 2,000,000 Common Shares.

The Common Shares of Anchor Capital Corporation commenced trading under the stock symbol "ANC.P" on December 2, 2014.

Anchor has entered into a non-binding letter agreement with Mark One dated October 26, 2016 (the "Letter Agreement"), pursuant to which Anchor and Mark One intend to complete a business combination (the "Transaction") pursuant to which Anchor will be renamed "Mark One Lifestyle Corp." ("Newco"). Upon completion of the Transaction, Newco will continue to carry on the business of Mark One and Newco is expected to be a Tier 2 industrial issuer. Pursuant to the Transaction, it is expected that an aggregate of 30,000,000 common shares in the capital of Newco (the "Newco Common Shares") will be issued to the current shareholders of Mark One in exchange for all of the issued and outstanding common shares and securities convertible into common shares of Mark One (the "Mark One Common Shares") at a deemed price of CAD$0.50 per Newco Common Share for an aggregate deemed consideration of CAD$15,000,000, exclusive of (i) Newco Common Shares issued to subscribers under the Mark One Private Placement and the Mark One Financing (both as defined below). Each 3.5 of the 5,514,000 issued and outstanding Anchor Common Shares will be consolidated into one Newco Common Share (the "Consolidation"). Each 3.5 outstanding stock options and agents' options of Anchor will be exchanged for one stock option or agent's option of Newco to reflect the Consolidation and the exercise price will be adjusted proportionately in accordance with their respective terms.

Pursuant to the Letter Agreement, the parties have agreed to use their "commercially reasonable efforts" to cause Mark One to complete a private placement (the "Mark One Private Placement") of subscription receipts of Mark One (the "Subscription Receipts") at a price of CAD$0.50 per Subscription Receipt for gross proceeds of a minimum of CAD$10,000,000 and a maximum of CAD$15,000,000. Each Subscription Receipt will be automatically converted into one Newco Common Share concurrent with the completion of the Transaction at no additional cost to the holder.

If Mark One issues secured promissory notes convertible into Mark One Common Shares (the "New Mark One Notes") and 300,000 warrants to purchase common stock of Mark One (the "New Mark One Warrants") as part of a maximum CAD$3,000,000 financing on a private placement basis, then in connection with the Transaction, every CAD$0.40 of principal amount of the New Mark One Notes will be exchanged for one Newco Common Share and the New Mark One Warrants will be exchanged for warrants of Newco on the basis of one Newco warrant for every ten Newco Common Shares issued, with each such Newco warrant to have a term of three years and an exercise price of CAD$0.65 on a post-Transaction basis (the "Mark One Financing").

In connection with the Transaction, Opus 3 Capital Inc. shall be paid a finder's fee of $750,000 which shall be payable $225,000 in cash and by the issuance of 1,050,000 Newco Company shares subject to the approval of the TSX Venture Exchange.

It is intended that the Transaction, when completed, will constitute the Qualifying Transaction of the Corporation pursuant to Policy 2.4 of the TSX Venture Exchange Corporate Finance Manual. The Transaction is an arm's length transaction and is subject to the policies of the TSXV relating to qualifying transactions, as well as shareholder approval of each of Anchor and Mark One.

OPERATIONAL REVIEW

Professional fees

Professional fees for the three months ended March 31, 2017 were $7,199 - Legal expenses $3,122, Agent and Registration fees $4,077 (March 31, 2016 – $9,313).

Net Income and Cash Flow from Operations

The Corporation has not yet conducted any operations, its only income is interest earned from cash held in Trust with its lawyers. For the three months ended March 31, 2017, the Corporation earned $8 (three months ended March 31, 2016 – $12).

There were net losses of $7,191 for the three months ended March 31, 2017 (three months ended March 31, 2016 – $9,301).

Financial Resources and Liquidity

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2017 the Corporation had a cash balance of $119,302, to settle current liabilities of $11,300. All of the Corporation's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

SHARE CAPITAL

(a) Issued

As at March 31, 2017 and May 22, 2017 the issued and outstanding Common Shares of the Corporation were 5,514,000.

(b) Stock Options

Agent's options

On December 2, 2014 the Corporation completed its initial public offering, issuing 3,514,000 common shares at a price of $0.10 per share for gross proceeds of $351,400 with Richardson GMP Limited as agent.

In connection with the initial public offering the Corporation granted non transferable options to the Agent as compensation to acquire 351,400 common shares at a price of $0.10 per common share until 24 months from the date of grant, which had a fair value of $17,570, these options expired on December 2, 2016.

Directors, Officers, Employees and Consultants' options

The options were valued using the Black-Scholes valuation model assuming a life expectancy of 2 years, a risk free rate of 1.89%, expected dividend yield of 0%, vest immediately and volatility of 93%.

The Corporation has adopted an incentive stock option plan in accordance with the policies of the TSX Venture (the "Stock Option Plan") which provides that the Board of Directors of the Corporation may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation non transferable options to purchase common shares, provided that the number of Common Shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding Common Shares. The options are exercisable for the period of up to ten (10) years. In addition, the number of common shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to any one consultant will not exceed two percent (2%) of the issued and outstanding Common Shares. The Board of Directors determines the price per Common Share and the number of Common Shares which may be allocated to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of TSX Venture.

On December 2, 2014, the Corporation granted stock options to officers and directors of the company to acquire 551,400 common shares at a price of $0.10 per share which will expire on December 2, 2024. The stock options were valued at $47,972 using the Black-Scholes valuation model assuming a life expectancy of 10 years, a risk free rate of 1.89%, expected dividend yield of 0%, vested immediately and volatility of 93%.

(c) Escrow

Pursuant to an escrow agreement dated as of March 15, 2014 among the Corporation, Alliance Trust Corporation and certain shareholders of the Corporation, 2,000,000 common shares being all of the issued and outstanding common shares prior to the completion of the Offering have been deposited in escrow. Upon the Corporation completing a Qualifying Transaction, as defined in Policy 2.4 of the TSX Venture, the Common Shares held pursuant to the escrow agreement shall be released as to 10% immediately following the issuance of the bulletin of TSX Venture announcing final acceptance of the Qualifying Transaction (the "Initial Release") and an additional 15% every six months following the Initial Release. As at March 31, 2017 no Common Shares have been released from escrow.

RELATED PARTY TRANSACTIONS

During the three months ended March 31, 2017, $32,097 was paid as legal fees to a law firm in which a director of the Corporation is a partner (three months ended March 31, 2016 – $16,778).

SELECTED QUARTERLY INFORMATION

Period Ended	March 31, 2017	December 31, 2016	September 30, 2016	June 30, 2016
Net revenue	$ 8	$ 13	$ 12	$ 12
Net loss	($7,191)	($46,707)	($14,679)	($20,773)
Net loss per share – basic and diluted	($0.00)	($0.00)	($0.00)	($0.00)

Period Ended	March 31, 2016	December 31, 2015	September 30, 2015	June 30, 2015
Net revenue	$ 12	$ 13	$ 12	$ 13
Net loss	($9,301)	($38,381)	($2,000)	($6,856)
Net loss per share – basic and diluted	($0.00)	($0.00)	($0.00)	($0.00)

The Corporation has not yet conducted any operations.

CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS

Anchor is not a party to any industry contracts or obligations and there are no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

There are no critical or material accounting estimates.

BUSINESS RISKS

The Corporation is a Capital Pool Company under the policies of the TSX Venture. The Corporation had twenty-four months from the date its shares are listed on the TSX Venture, at which time the TSX Venture may suspend or de-list the Corporation's shares from trading. The Corporation's shares began trading on the TSX Venture Exchange on December 2, 2014. On March 15, 2017, the Corporation was granted an extension by the TSX Venture Exchange for the completion of the Qualifying Transaction (note 9) to September 7, 2017. There is no assurance that the Corporation will complete a Qualifying Transaction by September 7, 2017. In the event the Qualifying Transaction is not completed by the extension deadline, the Corporation shall be required to transfer its common shares to NEX by filing a NEX listing notification with the TSXV, and cancelling its outstanding seed shares held by non-arm's length parties of the Corporation. In the event the Corporation fails to complete the Transaction or transfer the Anchor Common Shares to NEX prior to the Extension Deadline, the Anchor Common Shares will be delisted.

The Corporation has entered into a formal amalgamation agreement with Mark One dated effective October 26, 2016 pursuant to which Anchor will amalgamate with Mark One under the Canada Business Corporations Act to form an amalgamated company Newco. Once completed this will constitute the Corporation's Qualifying Transaction.

The Corporation believes it has no significant credit risk.

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2016 the Corporation had cash on hand in excess of its liabilities. All of the Corporation's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

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

The Corporation has cash balances and no interest-bearing debt.

The Corporation does not have assets or liabilities in foreign currency.

ESTIMATES

Certain accounting policies are identified as critical accounting policies because they require management to make judgments and estimates based on conditions and assumptions that are inherently uncertain. These accounting policies could result in materially different results should the underlying assumptions or conditions change. Management assumptions are based on factors that, in management's opinion are relevant and appropriate at the time such assumptions are made, and may change over time as operating conditions change. There are no critical accounting estimates at this time.

FUTURE ACCOUNTING PRONOUNCEMENTS

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning after January 1, 2016 or later periods. The Corporation has not applied these within these financial statements.

International Financial Reporting Standard 9, Financial Instruments ("IFRS 9") was issued in November, 2009 and is the first step to replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The IASB recently suspended the originally planned effective date of this new standard of January 1, 2018 and at present the effective date has not been determined. The Corporation is currently assessing the financial impact of this new standard.

International Accounting Standard 1, Presentation of Financial Statements ("IAS 1") amendments are part of a major initiative to improve disclosure requirements in IFRS financial statements. The amendments clarify the application of materiality to note disclosure and the presentation of line items in the primary statements provide options on the ordering of financial statements and additional guidance on the presentation of other comprehensive income related to equity investments. The effective date for these amendments is January 1, 2016. The Corporation is in the process of evaluating the impact of these amendments.

In May 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers, replacing IAS 11 - Construction Contracts, IAS 18 - Revenue, IFRIC 13 - Customer Loyalty Programs, IFRIC 15 - Agreements for the Construction of Real Estate, IFRIC 18 - Transfer of Assets from Customers, and SIC 31 Revenue – Barter Transactions Involving Advertising Services. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step revenue recognition process to determine the nature, amount, timing and uncertainty of revenue and cash flows from the contracts with customers. IFRS 15 is effective for fiscal years ending on or after December 31, 2018. The Corporation is currently assessing the financial impact of this new standard.

In January 2016, the IASB issued IFRS 16 - Leases, replacing IAS 17 - Leases. IFRS 16 requires lessees to recognize assets and liabilities for most leases instead of previous categories of finance leases, which are reported on the balance sheet, or operating leases, which are disclosed only in the notes to the financial statements, under IAS 17. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Early adoption is permitted for companies that also adopt IFRS 15. The Corporation is currently assessing the financial impact of this new standard.

CORPORATE INFORMATION

CONTACT

Anchor Capital Corporation
Suite 1600, Dome Tower
333 – 7th Avenue SW
Calgary, AB T2P 2Z1

Attention: Douglas M. Stuve

Tel: (403) 234-3337
Fax: (403) 265-8565

AUDITORS

BDO Canada LLP
Calgary, Alberta

DIRECTORS

Darren Stark
Douglas Stuve
Arlene Dickinson
Brandon Kou

Forward Looking Statements

Except for historical financial information contained herein, certain of the matters discussed in this document may be considered forward- looking statements. Such statements include declarations regarding management's intent, belief or current expectations. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve a number of risks and uncertainties; actual results could differ materially from those indicated by such forward-looking statements. Some of the important factors, but certainly not all, that could cause actual results to differ materially from those indicated by such forward-looking statements are: (i) that the information is of a preliminary nature and may be subject to further adjustment, (ii) the possible unavailability of financing, (iii) start-up risks, (iv) general operating risks, (v) dependence on third parties, (vi) changes in government regulation, (vii) the effects of competition, (viii) dependence on senior management, (ix), impact of the Canadian economic conditions, (x) fluctuations in currency exchange rates and interest rates.