ANCHOR CAPITAL CORPORATION

Management Discussion and Analysis

This Management Discussion and Analysis ("MD&A") for Anchor Capital Corporation ("Anchor" or the "Corporation") is a review of the nine months ended September 30, 2018 and should be read in conjunction with the audited financial statements for the year ended December 31, 2017 and the notes thereto. This MD&A relates to events up to November 28, 2018.

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

Anchor received shareholder approval to transfer its listing to the NEX, a separate board of the TSX Venture Exchange, and to cancel an aggregate of 1,000,000 Seed Shares (as defined by the Exchange) held by Non Arm's Length Parties of the CPC (including the officers, directors, insiders and control persons of the Corporation). The NEX provides a trading forum for listed companies that have fallen below TSX and TSX Venture's ongoing listed standards, or companies that have low level of business activity or have ceased to carry on active business. Trading of the common shares of Anchor (the "Common Shares") is currently suspended and the corporation is currently listed on The NEX under the stock symbol "ANC.H". This cancellation resulted in the average cost per common share to these individuals being increased to $0.10 per common share which equates to the initial public offering price per common share.

OPERATIONAL REVIEW

Professional fees

Professional fees for the three months ended September 30, 2018 were $3,735 (September 30, 2017 – $1,992) – comprising legal fees - $264, agent and registration fees - $3,075, audit and accounting - $396.

Professional fees for the nine months ended September 30, 2018 were $16,984 (September 30, 2017 – $27,672) – comprising legal fees – $808, agent and registration fees - $13,777, audit and accounting - $2,399.

Net and Comprehensive Loss

The Corporation has not yet conducted any operations and as such, its only income is interest earned from cash held in trust with its lawyers. For the three months ended September 30, 2018, the Corporation earned $Nil (three months ended September 30, 2017 – $12) and for the nine months ended September 30, 2018 it earned $Nil (nine months ended September 30, 2017 – $37).

There were net and comprehensive losses of $3,735 for the three months ended September 30, 2018 (three months ended September 30, 2017 – $1,980) and for the nine months ended September 30, 2018 net and comprehensive losses were $16,976 (nine months ended September 30, 2017 – $27,635).

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 September 30, 2018 the Corporation had a cash balance of $31,071 (December 31, 2017 - $64,409) and there was $nil (December 31, 2017 - $12,200) in outstanding 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.

SHARE CAPITAL

(a) Issued

As at September 30, 2018 and November 28, 2018, the issued and outstanding Common Shares of the Corporation were 4,514,000.

(b) Stock Options

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.

SHARE CAPITAL, *continued*

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) Escrowed Shares

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 September 30, 2018 no Common Shares have been released from escrow.

RELATED PARTY TRANSACTIONS

During the three months ended September 30, 2018 there were no related party transactions (three months ended September 30, 2017 - $Nil). At the end of the nine months period there was no related party transactions (nine months ended September 30, 2017 – $35,109 was paid as legal fees to a law firm in which a former director of the Corporation was a partner).

SELECTED QUARTERLY INFORMATION

Period ended	**September 30, 2018**	**June 30, 2018**	**March 31, 2018**	**December 31, 2017**
Net revenue	$ -	$ -	$ 8	$ 13
Net and comprehensive loss	$ (3,735)	$ (7,697)	$ (5,544)	$ (39,5127)
Net loss per share – basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

Period ended	**September 30, 2017**	**June 30, 2017**	**March 31, 2017**	**December 31, 2016**
Net revenue	$ 12	$ 17	$ 8	$ 13
Net and comprehensive loss	$ (1,980)	$ (18,464)	$ (7,191)	$ (46,707)
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 were listed on the TSX Venture, at which time the TSX Venture could have suspended or de-listed 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 to September 7, 2017. As at September 30, 2018 the Corporation had not completed the qualifying transaction, its common shares were transferred to NEX, a separate board of TSX Venture Exchange for companies that have fallen below TSX Venture's listing standards by filing a NEX listing notification with the TSX Venture, and cancelled its outstanding seed shares held by non-arm's length parties of the Corporation. This cancellation resulted in the average cost per common share to these individuals being increased to $0.10 per common share which equates to the initial public offering price per common share.

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 September 30, 2018 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 IFRIC that are mandatory for accounting periods beginning after January 1, 2018 or later periods. The Corporation has not applied these pronouncements within the condensed interim financial statements for the nine month period ended September 30, 2018.

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.

IFRS 15, "Revenue from Contracts with Customers": the standard was issued in May 2014 and amended in April 2016. IFRS 15 applies to contracts with customers, excluding, most notably, insurance and leasing contracts. IFRS 15 prescribes a framework in accounting for revenues from contracts within its scope, including (a) identifying the contract, (b) identifying separate performance obligations in the contract, (c) determine the transaction price of the contract, (d) allocate the transaction price to the performance obligations and (e) recognize revenues when each performance obligation is satisfied. IFRS 15 also prescribes additional financial statement presentations and disclosures. The Corporation is currently assessing the financial impact of this new standard.

IFRS 16, "Leases": In January 2016, the IASB issued the standard to replace IAS 17 "Leases". For lessees applying IFRS 16, a single recognition and measurement model for leases would apply, with required recognition of assets and liabilities for most leases. The standard will come into effect for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. The Corporation is currently assessing the financial impact of this new standard.

SUBSEQUENT EVENTS

Anchor signed a non-binding letter of intent (the "**LOI**") with Spyder Vapes Inc., a corporation existing under the laws of Canada ("**Spyder**"), which outlines the general terms and conditions pursuant to which Anchor and Spyder would be willing to complete a transaction that will result in a reverse take-over of Anchor by the shareholders of Spyder (the "**Transaction**"). The LOI was negotiated at arm's length and is effective as of November 7, 2018.

The LOI is to be superseded by a definitive merger, amalgamation or share exchange agreement (the "**Definitive Agreement**") to be signed on or prior to December 15, 2018, or such later date as may be mutually agreed upon by the parties in writing. The Transaction is subject to requisite regulatory approval, including the approval of the TSX Venture Exchange (the "**TSXV**"), and standard closing conditions, including the approval of the directors of each of Anchor and Spyder of the Definitive Agreement, completion of due diligence investigations to the satisfaction of each of Anchor and Spyder, and the conditions described below. The legal structure for the Transaction will be confirmed after the parties have considered all applicable tax, securities law and accounting efficiencies.

Since the Transaction is not a non-arm's length transaction, Anchor is not required to obtain shareholder approval for the Transaction.

Trading in the common shares of Anchor is halted at present. It is unlikely that the common shares of Anchor will resume trading until the Transaction is completed and approved by the TSXV.

Conditions to Transaction

Prior to completion of the Transaction (and as conditions of closing):

- The parties will prepare a filing statement in accordance with the rules of the TSXV, outlining the terms of the Transaction.

- Anchor and Spyder will enter into a Definitive Agreement in respect to the Transaction on or prior to December 15, 2018.

- Anchor and Spyder will, if necessary, obtain the requisite board and shareholder approvals for the Transaction and any ancillary matters contemplated in the Definitive Agreement including to change the name of Anchor to "*Spyder Vapes Inc.*"

- All requisite regulatory approvals relating to the Transaction, including, without limitation, the TSXV, will have been obtained.

- Spyder will close the Private Placement (as defined below) for gross proceeds of up to $2,000,000.

The Proposed Transaction

Pre-Closing Capitalization of Anchor

As of the date hereof, Anchor has issued and outstanding 4,514,000 common shares of Anchor (each an "**Anchor Share**") and securities exercisable or exchangeable for, or convertible into, or other rights to acquire, an aggregate of 551,400 common shares of Anchor at an exercise price of $0.10 per Anchor Share. The Anchor Shares are currently listed on the NEX board of the TSXV under the symbol "ANC.H".

Pre-Closing Capitalization of Spyder

Spyder is incorporated under the *Canada Business Corporations Act* and, as of the date hereof, has (a) 7,720,000 common shares issued and outstanding (collectively, the "**Spyder Shares**"), (b) 2,700,000 stock options exercisable to acquire 2,700,000 Spyder Shares (the "**Spyder Options**"), of which (i) 2,000,000 have an exercise price of $0.05 and expire on September 1, 2022, (ii) 200,000 have an exercise price of $0.10 and expire on September 4, 2023, and (iii) 500,000 have an exercise price have an exercise price of $0.10 and expire on September 28, 2023; and (c) $673,000 in principal amount of convertible debentures (the "**Outstanding Debentures**"), such Outstanding Debentures accruing interest at a rate of 10% per annum, and the principal amount and accrued interest thereon being convertible into Spyder Shares at $0.05 per Spyder Share, of which (i) $403,000 in Outstanding Debentures mature on July 1, 2019, (ii) $10,000 mature on August 1, 2019, (iii) $60,000 mature on November 1, 2019, (iv) $50,000 mature on January 1, 2020, and (v) $150,000 mature on February 1, 2020. It is intended that Spyder shall cause all "in-the-money" securities to be exercised, exchanged or converted, as the case may be, concurrently with the closing of the Transaction. Notwithstanding the foregoing, the holders of Spyder Options may, at the option of the holders thereof, elect to replace their Spyder Options with options to acquire Anchor Shares, but otherwise bearing the same terms as the Spyder Options which they replace.

Spyder is currently completing a non-brokered private placement of a principal amount of up to $850,000 of secured debentures (the "**Debenture Financing**") that may be convertible into an aggregate of 8,500,000 Spyder Shares ("**Debenture Shares**") at a conversion price of $0.10 per Spyder Share. The proceeds of the Debenture Financing are being applied to the current working capital needs of Spyder. The Debenture Financing is not contingent on the closing of the Transaction. The Debenture Shares will be exchanged for Anchor Shares upon the closing of the Transaction. There is no minimum dollar value placement requirement for the Debenture Financing.

In addition, Spyder may complete a separate non-brokered private placement of additional secured debentures in the aggregate principal amount of up to $2,000,000 (the "**Private Placement**"; together with the Debenture Financing, the

"**Spyder Financings**"), which will be convertible into a maximum of 10,000,000 units of Spyder ("**Units**"), at a price of $0.20 per Unit. Each Unit will be comprised of one Spyder Share and one-half (1/2) of one Spyder Share purchase warrant ("**Spyder Warrants**"), with each whole Spyder Warrant entitling the holder thereof to acquire one additional Spyder Share, at an exercise price of $0.40 per share, for a period of 24 months following the closing of the Private Placement. Upon closing of the Transaction, each Spyder Share and Spyder Warrant underlying the Units will automatically adjust in accordance with the terms thereof such that following the completion of the Transaction, the holders thereof shall be entitled to acquire an equivalent number of Anchor Shares and Anchor Warrants. There is no minimum dollar value placement requirement for the Private Placement. It is anticipated that proceeds from the Private Placement will be used for new product development, sales, marketing and business development and for general working capital.

Spyder has agreed to pay 514 Finance Inc. and 2432692 Ontario Inc. (collectively, the "**Finders**") a finder's fee of 450,000 Spyder Shares and 300,000 Spyder Shares, respectively, which would be immediately issued and exchanged for Anchor Shares upon the successful closing of the Transaction. Each of 514 Finance Inc. and 2432692 Ontario Inc. are arm's length to Spyder and Anchor. Such Spyder Shares are being issued at a deemed price of $0.20 per Spyder Share for aggregate consideration of $150,000.

Terms of the Transaction

Pursuant to the Transaction, one (1) Anchor Share, at a deemed value of $0.20 per Anchor Share, will be issued to the holders of Spyder Shares ("**Spyder Shareholders**") in exchange for each one (1) Spyder Share issued and outstanding as at the effective date of the Transaction.

Accordingly, the capital structure of Anchor (the "**Resulting Issuer**"), on a post-Transaction basis, would be as follows:

	Resulting Issuer Shares		**Convertible Securities**		**Percentage**	
	Assuming Minimum Spyder Financings	*Assuming Maximum Spyder Financings*	*Assuming Minimum Spyder Financings*	*Assuming Maximum Spyder Financings*	*Assuming Minimum Spyder Financings*	*Assuming Maximum Spyder Financings*
Anchor Shareholders	4,514,000	4,514,000	551,400 @ $0.10	551,400 @ $0.10	16.0%	9.2%
Spyder Shareholders	25,760,000[(1)]	44,260,000	Nil[(2)]	5,000,000 @ $0.40	81.6%	89.4%
Finders	750,000	750,000	Nil	Nil	2.4%	1.4%
TOTAL	31,024,000	49,524,000	551,400	5,551,400	**100%**	**100%**

<u>Notes</u>:

1. All of the Outstanding Debentures and the convertible debentures issued pursuant to the Spyder Financings will covert automatically upon Closing.
2. This assumes that all Spyder Options are exercised prior to Closing.

   It is expected that the Resulting Issuer will be classified as a Tier 2 Technology Issuer.

No deposit or advance has been made by the Company to Spyder in connection with the Transaction.

CORPORATE INFORMATION

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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.