

P2P INFO INC.

(the “Company”)

MANAGEMENT DISCUSSION AND ANALYSIS

For the Three Months ended December 31, 2020

The following Management Discussion and Analysis (“MD&A”) has been prepared by management as of March 1, 2021, and should be read in conjunction with the condensed consolidated interim financial statements for the three months ended December 31, 2020 and the audited consolidated financial statements of the Company for the years ended September 30, 2020 and 2019, and the notes thereto. The condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. All amounts are stated in Canadian dollars unless otherwise indicated.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking information and statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions as at the date of this MD&A. The words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential”, “interprets”, “may”, “will” and similar expressions identify forward-looking statements. The forward-looking statements reflect the current beliefs of the management of the Company and are based on currently available information. Readers are cautioned not to place undue reliance on these statements as they are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, such forward-looking statements. The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

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OVERVIEW

P2P Info Inc. (the “Company” or “P2P”) was incorporated on September 29, 2014 under the laws of British Columbia, Canada and maintains its registered office at 2200 HSBC Building 885 West Georgia Street, Vancouver, British Columbia V6C 3E8. The Company was incorporated as a wholly-owned subsidiary of Cascadia Consumer Electronics Corp. (“Cascadia”, currently re-named as Cascadia Blockchain Group Corp.) for the purposes of a re-organization of Cascadia pursuant to a plan of arrangement (“Plan of Arrangement”) under the Business Corporation Act of British Columbia. The Plan of Arrangement became effective on November 28, 2014, and the Company was spun off from Cascadia. The Company became a reporting issuer in British Columbia, Alberta and Ontario on November 28, 2014. The principal business of the Company is the identification, evaluation and acquisition of business. As at November 28, 2014, the equivalent share price of the Company is \$0.02.

On January 29, 2015, the Company incorporated its wholly-owned subsidiary 1026195 BC Ltd. (“1026195”) under the laws of British Columbia. This numbered company was dissolved on January 21, 2019.

On January 29, 2015, the Company completed a non-brokered private placement financing by issuing 1,518,000 common shares in the capital of the Company at a price of \$0.02 per common share, for aggregate proceeds of \$30,360.

On September 29, 2017, the Company issued 26,509,182 shares to settle the loans. The loans were for shareholder loans of \$33,323 received by the Company from shareholders who are directors of the Company, which were secured by promissory notes, interest bearing at 8% per annum and were due on demand. Subject to regulatory approval, the loan may be converted into common shares at the option of the Company. As at September 29, 2017, total of shareholder loans and accrual interest was \$132,546 were all converted to be shares by the Company.

SELECTED ANNUAL FINANCIAL INFORMATION

Years Ended September 30	2020	2019	2018
Total revenues	\$ -	\$ -	\$ -
General and administrative	17,550	25,801	29,778
Loss for the year	(17,550)	(25,801)	(29,778)
Loss per share – basic and diluted	-	-	-
Total assets	1,219	1,104	3,409
Total liabilities	77,741	60,076	36,580
Shareholders' deficiency	(76,522)	(58,972)	(33,171)
Cash dividends declared - per share	-	-	-

DISCUSSION OF OPERATIONS

The Company is currently in the process of exploring different business opportunities and did not generate any revenue for the operations.

Three months ended December 31, 2020 compared to three months ended December 31, 2019

During the three months ended December 31, 2020, the Company reported a net loss of \$27,207, compared to net loss of \$4,068 for three months ended December 31, 2019. The increase in loss of \$23,139 was mainly attributable to:

1. An increase of \$30,000 in management fees from \$Nil during the three months ended December 31, 2019 to \$30,000 for the three months ended December 31, 2020. The increase is due increased business activities exploring potential qualifying transactions.
2. An increase of \$1,391 in professional fees from \$Nil for the three months ended December 31, 2019 to \$1,391 for the three months ended December 31, 2020. The increase is due to legal fees incurred during a transition of management.

These increases in expenses were partially set-off by the following decreases and gains in expenses:

1. A gain on settlement of debt of \$5,625 in the current period, due to an agreement to repay a fixed amount for a shareholder loan (see notes for Related Party Transactions).
2. A decrease of \$530 in listing and transfer agent expenses from \$1,453 for the three months ended December 31, 2019 to \$923 for the three months ended December 31, 2020.
3. A decrease in salaries and benefits of \$1,213 from \$1,713 for the three months ended December 31, 2019 to \$500 for the three months ended December 31, 2020. The decrease is due to a change in management, and no salary being paid to current management.
4. A decrease in interest and bank charges of \$884 from \$902 for the three months ended December 31, 2019 to \$18 in the current period. The decrease is due to the settlement of the Company's only interest-bearing loan.

SUMMARY OF QUARTERLY RESULTS

The following financial information for the Company has been derived from the Company's financial statements for the Company's most recent 8 quarters.

	For the Three Months Ended							
	Dec. 31,	Sept. 30,	June 30,	Mar. 31	Dec. 31,	Sept. 30,	June 30,	Mar. 31
	2020	2020	2020	2020	2019	2019	2019	2019
	\$	\$	\$	\$	\$	\$	\$	\$
Revenues	-	-	-	-	-	-	-	-
Net income (loss)	(27,207)	3,813	(2,550)	(14,745)	(4,068)	(2,997)	(1,566)	(16,958)
Net loss (loss) per share - basic and diluted	-	-	-	-	-	-	-	-

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2020, the Company's cash balance is \$1,201 (September 30, 2020 - \$541). The Company settled the outstanding salaries payable as well as a shareholder loan with a \$75,000 non-interest-bearing note payable (see also discussion on related party transactions), which resulted in a gain on settlement of debt of \$5,625. The net effect of the above transactions is an increase of cash by \$660.

The Company had a working capital deficit of \$106,891 as at December 31, 2020 compared to the working capital deficit of \$76,522 as at September 30, 2020.

Going Concern

The Company has incurred losses since its inception and has an accumulated deficit of \$320,667 as at December 31, 2020. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, identifying and acquiring businesses or assets, and generating profitable operations in the future, which raises significant doubt about the Company's ability to continue as a going concern. The financial statements that this MD&A is based on do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Key management personnel compensation

During the years ended September 30, 2020 and 2019, the Company incurred the following compensation to key management personnel:

	2020	2019
Salaries and benefits (former CFO)	\$ 500	\$ 1,713
Management fees	30,000	-
Total compensation accrued for key management personnel	\$ 30,500	\$ 1,713

Key management includes current and former directors, the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company. Salaries and benefits incurred are presented gross of any reimbursements from the Company.

Amounts payable to related parties

During the three months ended December 31, 2020, the Company settled all amounts due to a shareholder in the amount of \$61,015 and amounts due to a former officer and a former director of the Company in the amount of \$16,447, for an aggregate settlement amount of \$80,625, for a total consideration of \$75,000 of which \$37,500 is payable in cash or shares at the discretion of the creditors and \$37,500 is payable in cash or shares at the Company's discretion. The price per share will be based on the future qualifying transaction to be completed by the Company. The debt settlement resulted in a gain of \$5,625.

During the three months ended December 31, 2020, the Company accrued management fees of \$30,000, payable to the current management of the Company.

DIRECTORS AND OFFICERS

During the three months ended December 31, 2020, the following directors and officers of the Company resigned:

Zhou, Ying Chief Executive Officer, president, Director, and Chair of Audit Committee
Zhang, Yan Chief Financial Officer, Corporate Secretary, Director, and Member of Audit committee
Zhu, Qing Director, and Member of Audit Committee

As at December 31, 2020, the Company has the following new directors and officers:

Lichtenwald, Konstantin Chief Executive Officer, president, Director, and Chair of Audit Committee
Gutte, Heidi Chief Financial Officer, Corporate Secretary, Director, and Member of Audit committee
Pearce, Steven Director, and Member of Audit Committee

OUTSTANDING SHARE DATA AS AT December 31, 2020 and March 1, 2021

	Number outstanding	Share Price
Common shares (November 28, 2014)	2,943,500	\$0.02
Common shares (January 29, 2015)	1,518,000	\$0.02
Common shares (September 29, 2017)	26,509,182	\$0.005
Total common shares	30,970,682	

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and revenues and expenses for the periods reported. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant areas requiring the use of management estimates include the determination of deferred income tax assets and liabilities, assumptions used in valuing options in share-based compensation calculations and assumptions used in determining the value of the convertible debentures. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Critical accounting judgements are accounting policies that have been identified as being complex or involve subjective judgments or assessments with a significant risk of material adjustment in the next year. A significant use of judgement is the ability of the Company to continue as a going concern.

FINANCIAL INSTRUMENTS

Classification and fair value

The Company's financial instruments consist of cash, other receivables – excluding GST recoverable, accounts payable and shareholder loan. Financial instruments are classified into one of the following categories: FVTPL, FVTOC, or amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

The following table summarized the carrying values of the Company's financial instruments:

	December 31, 2020	September 30, 2020
Financial assets at fair value through profit or loss (i)	\$ 1,201	\$ 541
Financial liabilities measured at amortized cost (ii)	105,000	77,741

(i) Cash and cash equivalents

(ii) Accounts payable and shareholder loan

Financial instruments measured at fair value on a recurring basis are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable. The three levels of the fair value hierarchy are:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable input).

Cash of \$1,201 is classified as Level 1. There were no transfers into or out of Level 2 or 3 during the three months ended December 31, 2020.

The fair value of other receivables – excluding GST recoverable, accounts payable and shareholder loan approximate their book values because of the short-term nature of these instruments.

Financial risk management

The Company's financial risks arising from its financial instruments are credit risk, liquidity risk, and interest rate risk. The Company's exposure to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and its current exposure to exchange rate fluctuations is minimal. The Company does not have any foreign currency denominated monetary assets or liabilities.

Credit risk

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The Company does not have any significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations. As at December 31, 2020, the Company had a working capital deficit of \$106,891 (September 30, 2020 - \$76,522). All the Company's financial liabilities are classified as current.

Interest rate risk

The Company has no interest-bearing debt. The Company has not entered into any derivative instruments to manage interest rate fluctuations. The Company does not have significant interest rate risk.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below:

Standards effective for annual periods beginning on or after January 1, 2019

The Company adopted these standards on October 1, 2019.

IFRS 16 - Leases - On January 13, 2016 the IASB issued IFRS 16, "Leases". This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease.

The Company does not have any leases or lease-like agreements, and the adoption of this standard had not impact on the financial statements.

ADDITIONAL INFORMATION

Additional information concerning the Company and its operations is available on SEDAR at www.sedar.com.

APPROVAL

The Board of Directors of P2P Info Inc. has approved the contents of this management discussion and analysis on March 1, 2021. A copy of this MD&A together with the Company's consolidated financial statements for the three months ended December 31, 2020 and 2019 will be provided to anyone who requests it.