AAPKI Ventures Inc. (Formerly Pushfor Tech Inc.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
Nine Months ended June 30, 2024

On November 17, 2023, Pushfor Investments Inc. changed its name to AAPKI Ventures Inc. (the "Company" or "AAPKI"). During fiscal 2023, the Company consolidated its shares on 2-to-1 basis. The presentation of shares, options, warrants, and related information have been presented retroactively. The following Management's Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of the operations of the Company for the nine months ended June 30, 2024.

This MD&A should be read in conjunction with the Company's financial statements for the same period, and the annual financial statements for the most recent year ended September 30, 2023, which are presented in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. The Company's financial statements and other important information of the Company are available at www.sedarplus.ca. This MD&A has been prepared effective as of August 27, 2024.

FORWARD-LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements involve a number of risks and uncertainties, including the impact of general economic conditions, industry conditions, and changes in Canadian and foreign laws and regulations, increased competition, foreign exchange, and interest rates and stock market volatility. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and while many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.

CORPORATE DEVELOPMENT

Change of management

Commencing July 3, 2024, the Company's management team has the following changes:

Marcus Withers has been named CEO of the Company. Mr. Withers brings broad experience in building and developing commercial and residential real estate in the midwestern United States, creating and expanding entertainment venues and initiatives and in owning and operating automobile dealerships, financing elements and dealership services over his thirty year career in Louisville KY.

Mr. Withers has made a $2.5 million dollar investment to provide AAPKI with starting capital to expand its venture and business development units and intends to execute within this sphere to build APKI quickly towards expansion to succeed in the competitive landscape. This investment was part of the $2.9 million dollar private placement which closed on Tuesday July 2, 2024.

Mr. Withers has bought and sold nearly a hundred properties in his thirty year real estate career and built a strong regional portfolio of multi family, single family and commercial properties. He has focused on specialty projects in the lower income space in concert with State and locally enhanced business partnerships over the past few years.

Additionally AAPKI has named John Flynn as Chief Financial Officer. Mr Flynn was the President, Chief Financial Officer and co-founder of Segmentz, a regional logistics company that became XPress-1 (XPO) on the NY Stock

Exchange, from 2000-2005. Mr Flynn brings strong public capital markets experience to APKI and has a strong background in early stage business development across many industries.

Lucky Janda, former CEO of APKI will become the VP of Marketing and Capital Markets and will be located in the United States in the Louisville Office.

New office

AAPKI intends open a United States office in Louisville KY and begin an active search to expand its venture and financial investment businesses.

Issuance of security units (”Financing”)

In July, 2024, through a non-brokered private placement, the Company issued 58,000,000 security units at a price of $0.05 per unit (the "Units") for gross proceeds of $2,900,000. Each Unit consists of one common and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of $0.06 per share for a period of two (2) years after issuance. Warrants are subject to a four-month acceleration upon the shares trading for 10 consecutive days at $0.25 or more. Two insiders of the Company subscribed for an aggregate of 51,200,000 Units. These Units are subject to trading restrictions until November 4, 2024.

Proceeds from the issuance will be used by the Company to entertain project investment and working capital

Issuance of convertible debentures

In June 2024, the Company issued convertible debenture units (the "Debentures") for $100,000. The Debentures mature on the date 12 months from the date of issuance and bear interest at a rate of 10.0% per annum. The Debentures can be converted into units of the Company at a conversion price of $0.05 per unit. Each unit will comprise of one common share and one share purchase warrant. The warrants are exercisable into the Company's common share at $0.05 per share for a period of 3 years after issuance.

Issuance of promissory notes

During the nine-month ended June 30, 2024, the Company borrowed from two entities related to a director of the Company for $21,800. The two promissory notes are unsecured, payable on demand, and have an interest rate of 10% per annum.

As at June 30, 2024, these promissory notes have a carrying value of $22,800 , including an accrued interest of $1,000, which have been fully repaid in July, 2024.

SUMMARY OF QUARTERLY RESULTS

The Company does not expect its revenue or net operating result to subject to seasonality. As one of the Company's main activities is investment in marketable securities, the Company does expect the quarterly operating results to fluctuate with the market values of the marketable securities held in hands. The table below sets out quarterly information of the Company for the recent eight quarters:

		Q3 2024		Q2 2024		Q1 2024		Q4 2023
Revenue	$	-	$	-	$	-	$	-
Net loss	$	(146,737)	$	(80,342)	$	(75,158)	$	(143,664)
Loss per share	$	(0.01)	$	(0.00)	$	(0.00)	$	(0.01)

	Q3 2023	Q2 2023	Q1 2023	Q4 2022
Revenue	$ -	$ -	$ -	$ -
Net loss	$ (129,436)	$ (157,041)	$ 193,117	$ (2,730,992)
Loss per share	$ (0.01)	$ (0.02)	$ 0.02	$ (0.31)

RESULTS OF OPERATIONS

Nine months ended June 30,	**2024**	**2023**
	$	$
OPERATING EXPENSES		
Consulting fees	208,759	257,834
Office and administration	2,876	8,755
Professional fees	5,445	25,521
Transfer agent and regulatory fees	20,236	23,914
Loss before the following:	(237,316)	(316,024)
OTHER ITEMS		
Foreign exchange gain	270	7,218
Gain on accounts payable settlement (i)	4,325	224,832
Interest expenses and finance fees	(1,758)	(9,159)
Loss - impairment of mineral properties (ii)	(67,645)	-
Unrealized loss on fair value of investment	(113)	(227)
Net loss and comprehensive loss	**(302,237)**	**(93,360)**

Three months ended June 30,	**2024**	**2023**
	$	$
OPERATING EXPENSES		
Consulting fees	68,359	10,250
Office and administration	1,308	5,678
Professional fees	2,100	8,000
Transfer agent and regulatory fees	10,348	4,563
Loss before the following:	(82,115)	(128,491)
OTHER ITEMS		
Foreign exchange gain	270	227
Gain on accounts payable settlement	4,325	-
Interest expenses and finance fees	(1,572)	(1,172)
Loss - impairment of mineral properties (ii)	(67,645)	-
Net loss and comprehensive loss	**(146,737)**	**(129,436)**

(i) *The Company had a non-recurring gain from settlement of accounts payable with two former officers during 2023. As a result, gain from settlement decreased in the nine months ended June 30, 2024.*

(ii) *As at June 30, 2024, the Company decided not to proceed* with the Lithium Property and has fully impaired the this mineral property and incurred an impairment loss of $67,645.

During nine months ended June 30, 2024, the Company's cash increased by $154,061. During this nine-month period, the Company received $100,000, $21,800, $265,000 from the issuance of a convertible debenture, two promissory notes, and receipt of subscriptions of the Financing (discussed in the above section "Corporate Development"). The Company used the above funding to finance its operation ($232,737) during the nine-month ended June 30, 2024.

LIQUIDITY AND CAPITAL RESOURCES

The Company is not subject to external working capital requirements. Management realizes the liquidity on hand will not be adequate to finance the Company's operations to achieve its long-term business objectives. The Company intends to further finance the operations by equity financing and/or long term debt financing.

While the Company was able to raise financing when needed in the past, there is no guarantee that the Company can do so in the future.

TRANSACTIONS WITH RELATED PARTIES

Other than promissory notes issued to two related entities that were disclosed in "Corporate Development" section, the Company had the following transactions with related parties during the nine months ended June 30, 2024 and 2023:

Position	Nature	2024	2023
		$	$
Grand Peak Capital Corp. (i)	Consulting	91,500	90,000
Officers	Consulting	117,259	163,334

(i) In June 2023, Grand Peak Capital Corp.("GPK"), acquired 2,500,000 units of the Company at $0.05/unit (Note 7). Since then, the Company owned more than 20% of the Company's common shares on a fully diluted basis and became a significant shareholder of the Company.

During the nine months ended June 30, 2023, the Company issued 200,000 common shares with fair value of $20,000 and paid cash of $13,651 to settle amounts payable to two former officers/directors. As a result, the Company recorded a gain of settlement accordingly.

As at June 30, 2024, the Company's accounts payable and accrued liabilities include an amount owing to the Company's Chief Executive Officer ("CEO") of $42,840 (2023/9/30- $77,436), $Nil payable to former directors (2023/9/30- $13,520), and $93,173 payable to Grand Peak Capital Corp. (2023/9/30 - $ 11,673)

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company has 78,210,986 common shares issued and outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company does not have proposed transactions that have material effects to the Company to discuss at this time.

SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES

The Company has not adopted new accounting policies since its recent year ended September 30, 2023.

FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Market Risk

Market risk is the risk that the fair value of, or future cash flows from the Company's investment in marketable securities will significantly fluctuate because of changes in marketplaces. The Company is exposed to market risk or equity risk or equity price risk in trading its investment and unfavorable market conditions could result in dispositions of investments at less than favorable prices. Additionally, the Company marks its investments to market in accordance with accounting policies at each reporting period. This process could result in significant write-downs of the Company's investment over one or more reporting periods, particularly during periods of declining markets.

Market risk includes price risk, interest rate risk and currency risk as well as factors specific to an individual investment or its issuer or risk specific to a certain market. Market risk is managed principally through diversification of investments. Management monitors the overall market risk position on a quarterly basis.

Price Risk

The Company is exposed to price risk in relation to listed marketable securities held as FVTPL investment.

Currency Risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to currency risk on cash denominated in United States dollars. A change of 10% of the foreign exchange rate between US$ and Canadian $ does not have material impact to the Company's interim financial statements for the nine months ended June 30, 2024.

Interest Rate Risk

Interest rate risk is the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk if minimal as the Company does not have variable interest-bearing asset or debt.

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's risk is its cash. The Company is not subject to material credit risk as at June 30, 2024.

Liquidity Risk

Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due. The Company reviews its working capital position regularly to ensure there is sufficient capital to meet short-term business requirements, taking into account its anticipated cash flows from operations and its holding of cash.

Classification of Financial Instruments

Financial assets and liabilities included in the statement of financial position are as follows:

	June 30, 2024	September 30, 2023
Financial assets	$	$
FVTPL:		
Cash	266,965	112,904
Investments, current	-	113
Financial liabilities- amortized		
Accounts payable and accrued liabilities	172,972	150,763
Convertible debenture	100,500	
Notes payable	22,800	-

Fair Value

The fair value of the Company's financial assets and liabilities approximate the carrying amount due to their short-term nature .

Financial instruments measured at fair value are classified into three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 Unadjusted quote prices in active markets for identical assets or liabilities;
- Level 2 Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and
- Level 3 Inputs that are not based on observable market data.

Investments consist of common shares of Canadian public companies. Investments in common shares are measured using level 1 fair value measurements.

The Company does not have any financial instruments subject to level 2 or level 3 fair value measurements.

RISK FACTORS

Equity Investment Risks

An investment in the common shares of the Company should be considered highly speculative, not only due to the Company's limited business history but also due to the consideration that equity investments are always subject to varying degrees of risk. These risks may include changes in general economic conditions such as the availability and cost of financing capital; changes in local conditions, such as employment, changes to tax laws, and changes to incentive programs related to the areas in which the Company intends to invest. In addition, financial difficulties of other equity investors result in distress sales, which may depress the stocks in which the Company operates.

Dilution to the Existing Shareholders

The Company is very likely to issue its common stock to raise for additional capital. The issuance of additional equity securities by the Company could result in a significant dilution in the equity interests of existing shareholders.

Reliance on Management's Expertise

The Company strongly depends on the business acumen and investing expertise of its management team and there is little possibility that this dependence will decrease in the near term. The loss of the services of any member of the management team could have a material adverse effect on the Company. The Company does not have any key person insurance in place for management.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI-52-109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

i) Controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized, and reported within the time periods specified in securities legislation; and

ii) A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effect basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.