MANAGEMENT'S DISCUSSION AND ANALYSIS
OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE THREE MONTHS ENDED DECEMBER 31, 2015

The following Management's Discussion and Analysis ("MD&A") provides a review of the financial condition and results of operations of Gencan Capital Inc. (the "Company") for the three months ended December 31, 2015. This MD&A should be read in conjunction with the Company's unaudited condensed interim financial statements and notes thereto for the three months ended December 31, 2015, and the audited financial statements and notes thereto and annual MD&A for the fiscal year ended September 30, 2015, which can be found on SEDAR at www.sedar.com.

In this document and in the Company's unaudited condensed interim financial statements, unless otherwise noted, all financial data is prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts, unless specifically identified as otherwise, both in the unaudited condensed interim financial statements and this MD&A, are expressed in Canadian dollars.

MD&A contains forward-looking statements, including statements concerning possible or assumed future results of operations of the Company. Forward-looking statements typically involve words or phrases such as "believes", "expects", "anticipates", "intends", "foresees", "estimates" or similar expressions. Forward-looking statements involve risks, uncertainties and assumptions, as described from time to time in the Company's reports and filed with securities commissions in Canada, which could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. In addition, the Company expressly disclaims any obligation to publicly update or alter its previously issued forward-looking statements.

The discussion and analysis in this MD&A is based on information available to management as of February 4, 2016.

THE COMPANY

The Company is a Canadian Company operating in Canada with significant interests in solar energy generation equipment located in Cambridge, Ontario, Canada.

On August 17, 2015, the Company changed its name from Genterra Energy Inc. and on October 30, 2015, pursuant to a Plan of Arrangement (announced on July 21, 2015 between the Company and Genterra Capital Inc. ("GCI")), the Company was spun-off as a public company and it shares were listed on the Canadian Securities Exchange under the symbol "GCA". Subsequent to the spin-off, GCI retains, a 76% controlling interest in the Company.

The business objective of the Company is to create and maximize shareholder value through its business operations, including the potential acquisition of non-energy related opportunities.

A Feed-In Tariff ("FIT") Program was developed for the Province of Ontario to encourage and promote greater use of renewable energy sources including on-shore wind, waterpower, renewable biomass, biogas, landfill gas and solar photovoltaic (PV) for electricity generating projects in Ontario. The fundamental objective of the FIT Program, in conjunction with the *Green Energy and Green Economy Act, 2009 (Ontario)* and Ontario's Long Term Energy Plan, 2010, is to facilitate the increased development of renewable generating facilities of varying sizes, technologies and configurations via a standardized, open and fair process.

The FIT Program is open to projects with a rated electricity generating capacity greater than 10 kilowatts (kW) and generally up to 500 kW.

The Company through Highroad Estates Inc. ("Highroad"), which certain directors and officers are also directors and officer of the Company, entered into a FIT Contract with the Ontario Power Authority for a solar PV rooftop facility at GCI's property at 450 Dobbie Drive, in Cambridge, Ontario to supply the energy produced by the facility to Cambridge and North Dumfries Hydro Inc. Highroad also entered into an agreement for the Company to install the solar energy generation equipment on the roof of the 450 Dobbie Drive property. Highroad manages the project operation on behalf of the Company.

Endura Energy Project Corp., which designs, builds and consults on the development of medium and large scale solar energy systems, completed the design and construction of the Company's rooftop solar PV system which began commercial operation on August 18, 2014. The Company's solar rooftop PV system is located in a commercial urban area where the power is needed most and mitigates the need for the transport and distribution of electricity from distant parts of the province.

The Company's installed solar power provides enough energy to power approximately 100 average homes and reduces carbon emissions equivalent to planting 450 trees, each year.

The Company's rooftop solar energy generation equipment consists of 2,795 solar panels with a modular tilt of 20 degrees and an azimuth of 15 degrees east of south. The total size of the system is 726.7 kW DC capacity with a maximum of 500.0 kW AC production.

Revenue is earned under a twenty year FIT Program Contract with the Ontario Power Authority at a rate of $0.635 per kWh delivered to the local utility provider. In contrast, new contracts awarded by the Ontario Power Authority for a similar size system as the Company's is at $0.225 per kWh.

OUTLOOK

The Company's primary asset is its significant investment in a Renewable Power Solar PV Rooftop System.

The Company provides an opportunity to invest in hard asset investments, managed by an experienced team with a successful track record. As part of its growth strategy, management intends to evaluate non-energy related opportunities that they believe will add value for the Company and its shareholders. In doing so, the Company intends to explore opportunities to invest in other types of assets to build and maintain a growth oriented portfolio.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED DECEMBER 31, 2015

The Company was incorporated on October 31, 2013 and its solar energy generation operations began generating power in August 2014.

SUMMARY OF QUARTERLY RESULTS

	2016	2015				2014		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Revenue	**$ 79,392**	**$186,900**	**$182,959**	**$ 63,423**	**$ 62,815**	**$ 41,143**	**$ -**	**$ -**
Net income (loss)	**(34,902)**	**69,450**	**65,914**	**(35,446)**	**(18,799)**	**(8,755)**	**(9,408)**	**(9,408)**
Income (loss) per share	$ (0.00)	$ 0.00	$ 0.00	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

"Q1" refers to the three months ended December 31; "Q2" refers to the three months ended March 31; "Q3" refers to the three months ended June 30; "Q4" refers to the three months ended September 30; "2016" refers to the twelve month fiscal year ending September 30, 2016; "2015" refers to the twelve month fiscal year ending September 30, 2015 and "2014" refers to the period from incorporation on October 31, 2013 to September 30, 2014.

RESULTS FOR THE THREE MONTHS ENDED DECEMBER 31, 2015 AND 2014

	Three Months Ended December 31		
	2015	**2014**	**Change**
Revenue			
Solar energy generation	$ 79,392	$ 62,815	$ +16,577
	79,392	62,815	+16,577
Expenses			
Operating costs	19,929	18,930	+999
Administrative and general	54,027	16,617	+37,410
Interest	25,790	25,455	+335
Amortization	27,168	27,391	-223
	126,914	88,393	+38,521
Loss before income taxes	(47,522)	(25,578)	-21,944
Income tax recovery	(12,620)	(6,779)	-5,841
Net loss for the period	$ (34,902)	$ (18,799)	$ -16,103

Review of Results for the Three Months December 31, 2015 and 2014

The Company began producing and selling electricity generated from its solar energy generation equipment in mid-August 2014. During the three months ended December 31, 2015 and 2014, the solar energy generation equipment produced approximately 125,000 kW hours and 99,000 kW hours respectively of electricity.

Solar Energy Generation Revenue. The solar energy generation revenue represents revenue earned from the solar energy generation equipment located on the roof of a building owned by GCI, which is located in Cambridge, Ontario. Solar energy generation revenue is seasonal with the highest levels of production experienced during the summer months when there is more sunlight available to the solar panels. During the three months ended December 31, 2015 the Company produced approximately 26% more electricity as compared to the three months ended December 31, 2014 and consequently revenue increased by a similar percentage.

Operating Costs. Operating costs include solar energy generation operating expenses including insurance, maintenance and rent charges for the rental of the roof where the solar energy generation equipment is located. Operating costs for the three months ended December 31, 2015 increased slightly over the three months ended December 31, 2014 due to higher insurance and maintenance costs.

Administrative and General Expenses. Administrative and general expenses include management fees paid to Highroad to manage the Company's solar energy generation operation, audit fees, legal fees, insurance, directors fees and shareholder related costs. The increase in administrative and general expenses during the three months ended December 31, 2015 compared to December 31, 2014 was due to costs incurred in the current period which were not incurred in the prior period. These costs include audit, legal and directors fees of approximately $20,000 and shareholder related costs of approximately $15,000 which include a $10,000 listing fee paid to the Canadian Securities Exchange.

Interest Expense. Interest expense represents interest charged by GCI on the outstanding loan payable. The slight increase in interest expense for the three months ended December 31, 2015 compared to 2014 is due to an increase in the average balance of the loan during the current period as compared to the prior period.

Amortization. Amortization expense represents the amortization of the solar energy generation equipment and remained consistent for the three months ended December 31, 2015 as compared to 2014. Amortization is provided for as outlined in the note 3(b) to the Company's audited financial statements for the fiscal year ended September 30, 2015.

Income Tax Provision. There are no differences between the Company's statutory tax rate and its effective tax rate of 26.5% for the three months ended December 31, 2015 and 2014.

Net Loss. Net loss for the three months ended December 31, 2015 was $34,902 compared to a net loss of $18,799 for December 31, 2014.

Inflation. Inflation has not had a material impact on the results of the Company's operations in its last quarter and is not anticipated to materially impact on the Company's operations during its next fiscal year.

LIQUIDITY AND CAPITAL RESOURCES

The Company's principal sources of liquidity are cash on hand and cash flows from operations.

	December 31 2015		September 30 2015		Change	
Working Capital						
Current assets	$	583,896	$	628,758	$	-44,862
Current liabilities		40,450		64,555		-24,105
		543,446		564,203		-20,757
Ratio of current assets to current liabilities		14.4		9.7		
Cash	$	516,627	$	475,483	$	+41,144

The Company's working capital decreased to $543,446 as at December 31, 2015 compared to $564,203 as at September 30, 2015 due to an increase in cash and a decrease in accounts receivable offset by a decrease in accounts payable. Working capital is primarily represented by cash and accounts receivable offset by outstanding payables and sales taxes payable relating to the solar energy generation operation.

During the three months ended December 31, 2015 the Company's cash position increased by $41,144 to $516,627 from $475,483 as at September 30, 2015. The net increase was due to the following:

- Operating Activities increased cash by $66,934. This was a result of $5,033 of cash generated from operations and $61,901 from changes in non-cash components of working capital;
- Financing Activities decreased cash by $25,790 due to interest payments on the loan payable;
- Investing Activities had no impact on cash.

The Company anticipates that it will require approximately $300,000 in order to meet its ongoing expected costs for the next twelve months. These costs include solar energy generation operating expenses, rent, insurance, fees for management and administrative services provided to the Company, audit fees, directors fees, shareholder costs, and interest expense on the loan payable. The Company expects to generate the revenue required in order to service these expenditures from its existing solar energy generation equipment.

RELATED PARTY TRANSACTIONS

The Company entered into transactions and had outstanding balances with various companies related by common ownership and management.

The transactions with related parties are in the normal course of business.

Related party transactions for the three months ended December 31, 2015 and 2014 are summarized as follows:

The Company's solar energy generation project is located on the roof of a building of GCI which is being rented by the Company for $52,813 per annum.

The Company has an agreement with Highroad to manage its solar energy generation operation for $60,000 per annum.

The Company has an administrative services agreement with GCI for $6,000 per annum.

Under the above agreements, management fees of $15,000 (2014: $15,000) were charged by and paid to Highroad and rent of $13,203 (2014: $13,203) and administrative services fees of $1,500 (2014: $1,500) were charged by and paid to GCI.

Directors fees of $12,500 (2014: $Nil) were paid to independent directors.

Loan payable at December 31, 2015 of $2,557,970 (September 30, 2015: $2,557,970) is due to GCI on August 1, 2019 and bears interest at 4% per annum. Total interest of $25,970 (2014 $25,455) was charged and paid under this loan.

SHARE DATA

The following table sets forth the Outstanding Share Data for the Company as at February 4, 2016:

	Authorized	Issued
Common Shares	Unlimited	16,628,716

On October 23, 2015 the Company splits its 100 common shares into 16,628,716 common shares.

RISKS AND UNCERTAINTIES

The Company is subject to a number of broad risks and uncertainties including general economic conditions. In addition to these broad business risks, the Company has specific risks that it faces, the most significant of which are outlined in the Company's MD&A for the year ended September 30, 2015. **The risks and uncertainties discussed therein highlight the more important factors that could significantly affect the Company's operations and profitability. They do not represent an exhaustive list of all potential issues that could affect the financial results of the Company and are not presented in any particular order of relevance.**

There were no significant changes to these risks and uncertainties as of the date of this MD&A.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's discussion and analysis of its results of operations and financial condition are based upon its financial statements that have been prepared in accordance with IFRS. The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. Estimates and assumptions are evaluated on an ongoing basis and are based on historical and other factors believed to be reasonable under the circumstances. The results of these estimates may form the basis of the carrying value of certain assets and liabilities and may not be readily apparent from other sources. Actual results, under conditions and circumstances different from those assumed, may differ from estimates.

Notes 2, 3 and 4 of the Company's audited financial statements for the year ended September 30, 2015 and notes 2 and 3 of the Company's unaudited condensed interim financial statements for the three months ended December 31, 2015 provide a detailed discussion of the Company's significant accounting policies and application of critical accounting estimates and judgements.

FINANCIAL INSTRUMENTS, FINANCIAL RISK MANAGEMENT AND OTHER INSTRUMENTS

The Company does not utilize financial instruments such as hedging instruments to manage financial risks.

For cash, accounts receivable, trade and other payables and loans and borrowings with a maturity of less than one year, fair value is not materially different from the carrying amount due to the effect of the time value of money. See Notes 10 of the Company's audited financial statements for the year ended September 30, 2015 and Note 4 of the Company's unaudited condensed interim financial statements for the three months ended December 31, 2015 for a more detailed discussion and additional fair value disclosures.

Proposed Transactions

Management periodically enters into informal discussions with prospective business partners in the normal course of operations. However, management does not believe that any of these discussions constitute a proposed transaction for the purpose of this report.

Off-Balance Sheet Arrangements

The Company had no off balance sheet arrangements as of December 31, 2015 and September 30, 2015.

NEW ACCOUNTING STANDARDS AND ACCOUNTING PRONOUNCEMENTS

Financial Instruments

IFRS 9, *Financial Instruments: Classification and Measurement*, introduces new requirements for the classification and measurement of financial instruments, a single forward-looking expected loss impairment model and a substantially reformed approach to hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. Management has not yet considered the potential impact of the adoption of IFRS 9.

Revenue Recognition

The IASB issued IFRS 15, *Revenue Recognition*, in June 2014. The objective of IFRS 15 is to provide a single, comprehensive revenue recognition model for all contracts with customers. It contains a single principles based five step approach that an entity will apply to determine the measurement of revenue and timing of when it is recognized. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. It also contains new disclosure requirements. IFRS 15 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. Management has not yet considered the potential impact of the adoption of IFRS 15.

ADDITIONAL INFORMATION

Additional information relating to the Company, including the Company's annual report, audited year-end financial results and unaudited quarterly financial results, can be accessed on SEDAR (www.sedar.com). For further information shareholders may also contact the Company by email at ivy@forumfinancialcorp.com.