

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
FOR THE THREE MONTHS ENDED DECEMBER 31, 2022**

*The following Management's Discussion and Analysis ("MD&A") provides a review of the financial condition and results of operations of Gencan Capital Inc. ("GCC" or the "Company") for the three months ended December 31, 2022. 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, 2022, and audited financial statements and notes thereto and annual MD&A for the fiscal year ended September 30, 2022, which can be found on SEDAR at [www.sedar.com](http://www.sedar.com).*

*In this document and in the Company's 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 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 28, 2023.

## **THE COMPANY**

Gencan Capital Inc. ("the Company") is a Canadian company and up until July 4, 2018 was the holder of a Solar Energy Feed-In Tariff Program Contract with an interest in solar energy generation equipment located in Ontario, Canada. The Company was incorporated on October 31, 2013 and has its registered office address at 87 Scollard Street, Suite 100, Toronto, Ontario, M5R 1G4.

On October 30, 2015, pursuant to a Plan of Arrangement between the Company and Genterra Capital Inc. ("GCI"), the Company was spun-off as a public company and its shares were listed on the Canadian Securities Exchange under the symbol "GCA". GCI retained a 78% controlling interest in the Company. On November 30, 2021, GCI sold its controlling interest in the Company to un-related third parties.

On December 1, 2021, the CSE determined that the Company does not meet the continued listing requirements of the exchange. As a result, the Company was deemed to be an inactive issuer and its CSE trading symbol was changed to GCA.X.

The business objective of the Company is to create and maximize shareholder value through its business operations.

## **OUTLOOK**

The Board and senior management regularly assess the Company's operating performance and opportunities with a view to providing shareholders with the opportunity to maximize the value of their common shares. The Board concluded that in order to increase shareholder value, it would explore potential change of business opportunities for the Company. To that end, in 2018 the Company completed the shareholder approved sale of the Company's solar energy generation equipment. Subsequent to the sale management has continued to evaluate potential new prospects for the Company. The Company has received notice from the CSE that it does not currently meet the CSE's Continued Listing Requirements and that if these requirements are not met within nine months effective

July 8, 2020, the CSE will either suspend the Company pending delisting 90 days thereafter, assign the Company a different industry classification, or designate the Company as inactive. Management is evaluating potential alternatives in order for the Company to meet the CSE requirements. On December 1, 2021, the CSE determined that the Company does not meet the continued listing requirements of the exchange. As a result, the Company was deemed to be an inactive issuer and its CSE trading symbol was changed to GCA.X.

## RESULTS OF OPERATIONS

### Summary of Quarterly Results

	2023	2022				2021			
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Revenue	\$ -	\$ -	\$ -	\$ 47	\$ 97	\$ 157	\$ 164	\$ 171	\$ 182
Net Loss	(4,419)	(11,502)	(80,737)	(50,100)	(91,379)	(57,981)	(19,628)	(25,236)	(19,200)
Loss per Share	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (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; “2023”, “2022” and “2021” refer to the twelve month fiscal years ending September 30, 2023, 2022 and 2021.

## RESULTS FOR THE THREE MONTHS ENDED DECEMBER 31, 2022 AND 2021

	Three Months Ended December 31		
	2022	2021	Change
<b>Revenue</b>			
Interest income	\$ -	\$ 97	\$ (97)
<b>Expenses</b>			
Administrative and general	4,419	91,476	(87,057)
<b>Loss before income taxes</b>	(4,419)	(91,379)	86,960
<b>Loss for the period, also being comprehensive loss</b>	\$ (4,419)	\$ (91,379)	\$ 86,960

### Review of Results for the Three Months ended December 31, 2022 and 2021

#### Administrative and General Expenses

Administrative and general expenses include banking fees, transfer agent fees and listing fees.

The decrease in administrative and general expenses during the three months ended December 31, 2022 compared to December 31, 2021 was mainly due to an reduction in audit fees, legal fees, liability insurance, director’s fees and shareholder related costs such as printing and meeting costs.

	Three Months Ended December 31		
	2022	2021	Change
<b>Expenses</b>			
Administrative and general	4,419	91,476	(87,057)

## Net Loss

Net loss for the three months ended December 31, 2022 was \$4,419, respectively, compared to \$91,476 for the three months ended December 31, 2021. The decrease in net loss was primarily due to the reduced legal fees and shareholder related cost such as printing and meeting costs.

	Three Months Ended		
	December 31		
	2022	2021	Change
Loss for the period, also being comprehensive loss	\$ (4,419)	\$ (91,379)	\$ 86,960

## Inflation

Inflation has not had a material impact on the results of the Company's operations in its last quarter or fiscal period 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 flow from operations.

Working capital is primarily represented by cash, accounts receivable and income taxes recoverable offset by outstanding accounts payable.

The Company's working capital decreased by \$4,419 to \$137,480 as at December 31, 2022 compared to \$141,899 as at September 30, 2022 mainly due to a decrease in cash.

During the three months ended December 31, 2022 the Company's cash position decreased by \$42,730 to \$67,464 from \$110,194 as at September 30, 2022. The net decrease was due to increased administrative and general expenses.

The Company anticipates that it will require approximately \$60,000 in order to meet its ongoing expected costs for the next twelve months. These costs include legal fees, audit fees, listing fees and shareholder costs. The Company expects to utilize cash on hand in order to service these expenditures.

## RELATED PARTY TRANSACTIONS

The Company did not enter into transactions, or have outstanding balances, with companies related by common ownership and management.

The Company did not directly pay any remuneration to key management for the three months ended December 31, 2022 or 2021.

## SHARE DATA

The following table sets forth the Outstanding Share Data for the Company as at February 28, 2022:

	Authorized	Issued
Common Shares	Unlimited	16,092,284

## **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, 2022. **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, 2022 and notes 2 and 3 of the Company's unaudited condensed interim financial statements for the three months ended December 31, 2022 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 and cash equivalents, accounts receivable, income taxes recoverable, trade and other payables and income taxes payable 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 the Company's audited financial statements for the year ended September 30, 2022 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, 2022 and September 30, 2022.

## **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](http://www.sedar.com)). For further information shareholders may also contact the Company at [cday@thoughtlaunch.ca](mailto:cday@thoughtlaunch.ca).