Stowe One Investments Corp.

Management Discussion and Analysis

For the year ended December 31, 2018 and period
from formation on June 16, 2017 to December 31, 2017
(Expressed in Canadian dollars)

MANAGEMENT DISCUSSION AND ANALYSIS

YEAR ENDED DECEMBER 31, 2018

INTRODUCTION

The Management Discussion & Analysis has been prepared by management and reviewed and approved by the Board of Directors on April 26, 2019. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited financial statements and the related notes thereto for the year ended December 31, 2018. The information provided herein supplements but does not form part of the financial statements. This discussion covers the year ended December 31, 2018 and the subsequent period up to April 26, 2019, the date of issue of this MD&A. Monetary amounts in the following discussion are in Canadian dollars unless otherwise noted.

Additional information regarding the Corporation can be found on the Corporation's page at www.sedar.com.

This MD&A contains Forward Looking Information.
Please read the Cautionary Statements on page 3 carefully.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements or forward-looking information within the meaning of applicable Canadian securities laws. All statements and information, other than statements of historical fact, included in or incorporated by reference into this MD&A are forward-looking statements and forward-looking information, including, without limitation, statements regarding activities, events or developments that we expect or anticipate may occur in the future. Such forward-looking statements and information can be identified by the use of forward-looking words such as "will", "expect", "intend", "plan", "estimate", "anticipate", "believe" or "continue" or similar words and expressions or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which such forward-looking statements and information are based will occur or, even if they do occur, will result in the performance, events or results expected.

The forward-looking statements and forward-looking information reflect the current beliefs of the Corporation, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors which could cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed in or implied by the forward-looking statements. This forward-looking information includes estimates, forecasts, plans, priorities, strategies and statements as to the Corporation's current expectations and assumptions concerning, among other things, ability to access sufficient funds to carry on operations, compliance with current or future regulatory regimes, particularly in the case of ambiguities, financial and operational performance and prospects, collection of receivables, anticipated conclusions of negotiations to acquire projects or investments, our ability to attract and retain skilled staff and consultants, expectations of market prices and costs, expansion plans and objectives, requirements for additional capital, the availability of financing, and the future development and costs and outcomes of the Corporation's projects or investments. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause actual results to vary materially.

We caution readers of this MD&A not to place undue reliance on forward-looking statements and information contained herein, which are not a guarantee of performance, events or results and are subject to a number of risks, uncertainties and other factors that could cause actual performance, events or results to differ materially from those expressed or implied by such forward-looking statements and information. These factors include: unanticipated future operational difficulties (including cost escalation, unavailability of materials and equipment, industrial disturbances or other job action and unanticipated events related to health, safety and environmental matters); social unrest; failure of counterparties to perform their contractual obligations; changes in priorities, plans, strategies and prospects; general economic, industry, business and market conditions; disruptions or changes in the credit or securities markets; changes in law, regulation, or application and interpretation of the same; the ability to implement business plans and strategies, and to pursue business opportunities; rulings by courts or arbitrators, proceedings and investigations; inflationary pressures; and various other events, conditions or circumstances that could disrupt the Corporation's priorities, plans, strategies and prospects including those detailed from time to time in the Corporation's reports and public filings with the Canadian securities administrators, filed on SEDAR.

This information speaks only as of the date of this MD&A. The Corporation undertakes no obligation to revise or update forward-looking information after the date of this document, nor to make revisions to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws or the policies of the TSX-V exchange.

THE CORPORATION

Stowe One Investments Corp. (“Stowe One” or “the Corporation”) was incorporated under the Business Corporations Act (British Columbia) on June 16, 2017. The Corporation is a reporting issuer in British Columbia, and Alberta, but does not trade on a stock exchange.

The Corporation’s current business is to comply with all reporting requirements while endeavoring to find, acquire and finance a suitable business or project, or consider options resulting in the Corporation being acquired by a third party. The Corporation has entered into an Amalgamation Agreement (see Amalgamation Agreement section below) that will result Corporation being acquired, subject to certain conditions being met.

RECENT EVENTS

Plan of arrangement

The Corporation was a wholly-owned subsidiary of Anacott Resources Corp. (“Anacott”) until a plan of arrangement was completed on July 28, 2017 under which the Corporation’s common shares were distributed to shareholders of Anacott on a pro-rata basis.

Amalgamation Agreement

On December 21, 2018, the Corporation entered into an amalgamation agreement (the “Amalgamation Agreement”) with Agile Blockchain Corp. (“Agile”). Under the terms of the Amalgamation Agreement, the Corporation and Agile (collectively the “Parties”) propose to combine the business and assets of Agile and the Corporation through an amalgamation (the “Transaction”).

Pursuant to the Amalgamation Agreement, Agile shall raise minimum gross of proceeds of $5,000,000, through a non-brokered private placement at a price of $0.25 per common share, prior to the completion of the Transaction. Immediately prior to the closing of the Transaction, a share consolidation of the Corporation’s common shares shall occur, using a consolidation ratio of approximately 5.48:1. The Corporation will change its name to Agile Blockchain Corp., or an agreed upon name.

As consideration for entering into the Amalgamation Agreement, Agile paid the Corporation (1) $25,000 upon the execution of the Amalgamation Agreement (received), and (2) agreed to pay $5,000 each month thereafter, beginning January, 2019. Such payments are a non-refundable deposit to fund the working capital and Transaction expenses of the Corporation. Subject to certain termination events, the non-terminating Party is entitled to a $100,000 termination payment.

SUMMARY OF QUARTERLY RESULTS

The Corporation was incorporated under the Business Corporations Act (British Columbia) on June 16, 2017. As such, it has been in existence for only seven of the past eight quarters.

Quarter ended		31-Dec-18		30-Sep-18		30-Jun-18		31-Mar-18
Revenue [1]		-		-		-		-
Loss for the quarter	$	(31,890)	$	(8,575)	$	(8,125)	$	(9,966)
Loss per share	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.00)
Quarter ended		**31-Dec-17**		**30-Sep-17**		**30-Jun-17**		**31-Mar-17**
Revenue [1]		-		-		-		-
Loss for the quarter	$	(7,768)	$	(58,811)	$	-	$	N/A
Loss per share	$	(0.00)	$	(0.00)	$	(0.00)	$	N/A

(1) this being a corporation without a revenue-generating business, there are no revenues from operations or investments;

Loss for the quarter ended December 31, 2018

Losses of $31,890 in the three months ended December 31, 2018 (“Q418”) consist primarily of legal fees of $20,720 in connection to the Amalgamation Agreement, compared to $nil legal fees in the three months ended December 31, 2017 (“Q417”). The remaining loss items in Q418 total $11,170, and represent an increase in operating expenses compared to Q417 losses of $7,768 due to increased business activity relating to the Amalgamation Agreement. With the exception of increased losses in Q418 related to the Amalgamation Agreement, losses for each three month period of the year ended December 31, 2018 are comparable, and consist primarily of stable operating expenses. Losses of $58,811 in the three months ended September 30, 2017 (“Q317”) were significantly higher than Q417, incurred in order to establish the Corporation and to draft and enact the plan of arrangement, through which the Corporation was distributed from Anacott’s ownership to the shareholders of Anacott. The largest cost in Q317 was for legal expenses at $45,000, with legal costs in Q418 totalling $20,720.

SELECTED ANNUAL INFORMATION

The Corporation was established under the Business Corporations Act (British Columbia) on June 16, 2017. As such, it has been in existence for only part of 2017 and all of 2018.

Year ended		2018		2017 (1)	2016
Loss	$	(58,556)	$	(66,579)	N/A
Basic & loss per share	$	(0.01)	$	(0.01)	N/A
Total assets	$	13,543	$	3,201	N/A
Non-current financial liabilities	$	-	$	-	N/A
Cash dividends paid	$	-	$	-	N/A

(1) The Corporation was incorporated on June 16, 2017, and therefore the 2017 comparable period is for the period from formation June 16, 2017 to December 31, 2017.

Loss for the year ended December 31, 2018

Losses of $58,556 in the year ended December 31, 2018 ("F18") have decreased from losses of $66,579 for the period from formation on June 16, 2017 to December 31, 2017 ("F17"). General operating expenses (besides legal fees) remained steady throughout F18 and consisted primarily of accounting and corporate secretarial fees of $26,981 (F17 - $12,000), and other operating expenses. The largest cost in F18 was legal costs of $20,720, incurred in connection to the Amalgamation Agreement. The largest cost in F17 was legal costs of $45,000, incurred in order to establish the Corporation and to draft and enact the plan of arrangement, through which the Corporation was distributed from Anacott's ownership to the shareholders of Anacott. Accounting and corporate secretarial fees and other operating expenses were less in F17, as the Corporation was formed roughly half of the way through the year.

Cash flows for the year ended December 31, 2018

During F18, the Corporation received $25,000 cash in relation to the Amalgamation Agreement, and a small amount of cash from the issuance of common shares. From these cash inflows, $17,500, was used to decrease payables balances. During F17 the Corporation's operating activities were cashflow neutral, as the Corporation did not have cash to pay its payables. Any expenses cause an increase in payables. A small amount of cash was raised through the sale of common shares, and was used to reduce payables.

LIQUIDITY AND CAPITAL RESOURCES

The Corporation had a working capital[1] deficit of $124,867 (2017 - $66,528) as of December 31, 2018. The Corporation does not have revenues from operations, and relies on outside funding for its continuing financial liquidity. The Corporation will need additional financing in order to continue operations.

Management cautions that the Corporation's ability to raise additional funding is not certain. Additional funds will be required in order to pursue the Corporation's current business plans. An inability to raise additional funds would adversely impact the future assessment of the Corporation as a going concern.

[1] Working capital, a non-GAAP-measure is defined as current assets net of current liabilities.

SIGNIFICANT ACCOUNTING JUDGMENTS AND USE OF ESTIMATES

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

The Corporation’s significant judgments and estimates are disclosed in Note 3 of the audited annual financial statements for the year ended December 31, 2018.

CHANGES IN ACCOUNTING POLICIES

Accounting policies used in the year, and changes anticipated in future periods, are as set out in the Corporation’s audited annual financial statements for the year ended December 31, 2018 (Note 4).

Changes in Internal Controls over Financial Reporting

There have been no changes in the Corporation's internal control over financial reporting during the year ended December 31, 2018, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

FINANCIAL INSTRUMENTS

The Corporation’s financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and a deposit. It is management’s opinion that the Corporation is not exposed to significant interest risk arising from the financial instruments. The Corporation is exposed to credit risk in relation to the receivables balances, however, most receivables are in relation to sales tax due from the Canadian government. Credit risk is managed for receivables by seeking prompt payment, monitoring the age of receivables, and making follow up inquiries when receivables are not paid in a timely manner. The Corporation does not engage in any hedging activities. Financial instruments do not generally expose the Corporation to risk that is significant enough to warrant reducing via purchasing specific insurance or offsetting financial instruments. Further discussion of these risks is presented in Note 5 of the Corporation’s audited financial statements, for the year ended December 31, 2018.

RELATED PARTY DISCLOSURES

Key management compensation

Key management personnel at the Corporation are the directors and officers of the Corporation. The remuneration of key management personnel during the periods is as follows:

		Year ended December 31, 2018		Period ended December 31, 2017
Director remuneration[1]	$	-	$	-
Officer remuneration[1]	$	26,675	$	12,000
Share-based payments	$	-	$	-

1 Remuneration consists exclusively of salaries, bonuses, health benefits if applicable and consulting fees for key management personnel.

Other than the amounts disclosed above, there were no short-term employee benefits or share-based payments granted to key management personnel during the year ended December 31, 2018 or period from formation on June 16, 2017 to December 31, 2017.

In accordance with Item 1.9 of Part 2 of Form 51-102.F1 the Corporation has no ongoing contractual commitments with related parties, apart from those established under the employee-employer or service-provider relationship. Amounts are recorded at the exchange amount agreed between the parties. Remuneration was owing to Anacott of $26,675 (2017 - $12,000) for services of the Chief Financial Officer.

Accounts payable and accrued liabilities

Due to related party at December 31, 2018 is comprised of $82,093 (2017 - $64,819) due to Anacott. These amounts relate primarily to the costs of incorporation and the plan of arrangement, as well as the provision of key management services as described above.

Plan of arrangement

The Corporation was a wholly-owned subsidiary of Anacott Resources Corp. (“Anacott”) until a plan of arrangement was completed on July 28, 2017 under which the Corporation’s common shares were distributed to shareholders of Anacott on a pro-rata basis.

RISK FACTORS AND MANAGEMENT'S RESPONSIBILITY OVER FINANCIAL REPORTING

Risk Factors

Early-stage entities face a variety of risks and, while unable to eliminate all of them, the Corporation aims to manage and reduce such risks as much as possible. The Corporation's ability to mitigate risk, without any cash at its disposal, is, however, extremely limited.

Selecting investments is a competitive process. The Corporation seeks to maintain an appropriate balance by carefully considering risks to ensure an investment's level of risk is commensurate with the Corporation's assessment of the project's potential.

The Corporation has a limited history of existence. There can be no assurance that it will be successful in its quest to find, acquire and finance a suitable business or project. Equity or debt financing will be required to complete the implementation of its business plan. There can be no assurance that the Corporation will be able to obtain adequate financing to continue. **The securities of the Corporation should be considered a highly speculative investment.**

The following risk factors should be given special consideration when evaluating an investment in any of the Corporation's securities:

a) the Corporation has had no profitable business activity;

b) the Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends in the foreseeable future;

c) the Corporation has only limited funds with which to continue supporting operations, or alternatively with which to identify and evaluate other potential opportunities and there can be no assurance that the Corporation will be able to realize either of these goals;

d) the business or project may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;

e) there can be no assurance that an active and liquid market for the common shares will develop and an investor may find it difficult to resell its common shares; and

f) if the Corporation fails to complete the acquisition of a suitable business or project, an interim cease trade order may be issued against the Corporation's securities by an applicable securities commission.

OFF BALANCE SHEET ARRANGEMENTS

The Corporation has not entered into any off-balance sheet arrangements.

OUTSTANDING COMMON SHARES DATA

The following section updates the outstanding share data provided in the audited financial statements for the year ended December 31, 2018.

Common Shares:

Common Shares outstanding at December 31, 2018 and April 26, 2019	7,214,607