

EXPRESS CAPITAL CORP.

MANAGEMENT DISCUSSION & ANALYSIS

For the Year Ended July 31, 2020 and 2019

This Management Discussion and Analysis ("MD&A") of Express Capital Corp. ("Express" or the "Company") has been prepared by management as of November 26, 2020 and should be read together with the audited financial statements and related notes for the period ended July 31, 2020 which are prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information regarding the Company can be found on SEDAR at www.sedar.com. All of the following amounts are expressed in Canadian dollars unless otherwise stated.

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. The statements reflect the current beliefs of the management of the Company, 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 Company to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Overall Performance

Express Capital Corp. (the "Company") was incorporated as a wholly-owned subsidiary of reporting issuer Pharmalogix Investments Corp. (Formerly [UWO Consulting Ltd.](#)) ("UWO") on November 11, 2014 under the laws of British Columbia, Canada. Pursuant to a plan of arrangement between the Company and UWO, the Company's shares were distributed to the shareholders of UWO during the year ended July 31, 2018. The Company is in the business of consulting on capital markets deal structuring, venture capital and corporate advisory.

SELECTED ANNUAL INFORMATION

The following table provides a summary of the Company's financial operations in the past three years. For more detailed information, refer to the Financial Statements.

	Year Ended July 31, 2020		Year Ended July 31, 2019		Year Ended July 31, 2018	
Total revenue	\$	Nil	\$	Nil	\$	Nil
General and administrative expenses		(55,359)		(57,907)		(71,757)
Loss and comprehensive loss for the year		(55,359)		(57,907)		(70,257)
Loss per share – basic and diluted		(0.01)		(0.01)		(0.03)
Total assets		15,940		6,172		114,127
Total liabilities		(58,963)		14,836		64,884

Summary of Quarterly Results

	Q4 2020	Q3 2020	Q2 2020	Q1 2020	Q4 2019	Q3 2019	Q2 2019	Q1 2019
Net Loss for the Period	\$ (35,306)	\$ (6,001)	\$ (9,385)	\$ (4,667)	\$ (20,972)	\$ (3,743)	\$ (24,502)	\$ (8,690)
Loss per Share	\$ (0.01)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.03)	\$ 0.00	\$ 0.00	\$ 0.00

EXPRESS CAPITAL CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the Year Ended July 31, 2020 and 2019

Results of Operations

Year Ended July 31, 2020

The Company had no revenue from operations for the years ended July 31, 2020 and 2019. During the year ended July 31, 2020, the Company incurred a net loss of \$55,359 (2019 - \$57,907) consisting of legal and accounting expenses of \$25,300 (2019 - \$13,899), transfer agent and filing fees expenses of \$5,676 (2019 - \$8,730), management fees of \$10,500 (2019 - \$2,000), consulting fees of \$12,075 (2019 - \$19,583) and general and administrative expenses of \$1,808 (2019 - \$13,695).

FOURTH QUARTER

A summary of results for the fourth quarter is summarized below:

	2020	2019
General and administrative	\$ 15	\$ 2,063
Consulting	9,450	10,796
Transfer agent and filing fees	1,021	822
Management fees	10,500	
Legal and accounting	14,320	7,291
	\$ 35,306	\$ 20,972

Liquidity and Capital Resources

At July 31, 2020, the Company reported a working capital deficit of \$43,023 (2019: \$8,664). At July 31, 2020 the Company had a cash balance of \$15,940 (2019 - \$6,172) to settle current liabilities of \$58,963 (2019 - \$14,836). The Company expects to fund these liabilities and its operational activities through the issuance of capital stock and through loans from related parties over the coming year.

As at July 31, 2020, the Company's cash increased by \$9,768 to \$15,940 from \$6,172 as at July 31, 2019 due to cash used in operating activities of \$14,041 (2019 - \$107,955), cash provided by financing activities of \$23,809 (2019 - \$46,665).

During the year ended July 31, 2020, cash used in operating activities was \$14,041 (2019 - \$107,955). Cash used during the year consists primarily of general and administrative expenditures of \$55,359 (2019 - \$57,907) net of change in non-cash operating working capital of \$41,318 (2019 - \$50,048).

During the year ended July 31, 2020, cash provided by financing activities of \$23,809 (2019 - \$46,665). Cash provided by loans of \$2,809 (2019 - \$Nil) and from subscriptions received of \$21,000 (2019 - \$46,665).

The Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with key management personnel, being those persons determined as having authority and responsibility for planning, directing and controlling the activities of the Company. Key management includes the Company's board of directors and executive officers. The transactions are included within the Consolidated Statements of Loss and Comprehensive Loss as follows:

EXPRESS CAPITAL CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the Year Ended July 31, 2020 and 2019

	Year ended	
	July 31, 2020	July 31, 2019
Consulting fees paid or accrued to a shareholder	\$ 12,075	\$ 2,000
Management fees paid or accrued to a director	10,500	-
	\$ 22,575	\$ 2,000

Related party balances

The amounts due to related party are as follows:

	July 31 2020	July 31, 2019
Due to a shareholder	\$ 12,075 ⁽¹⁾	\$ -
Due to director	10,500 ⁽¹⁾	-
Loan from a shareholder	2,809 ⁽²⁾	-
	\$ 25,384	\$ -

⁽¹⁾ These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

⁽²⁾ A loan of \$1,000 dated November 1, 2019 and \$1,809 dated November 28, 2019 are unsecured, non-interest bearing and have no fixed terms of repayment.

The related party transactions were in the normal course of operations and which is the amount of consideration established and agreed to by the related parties.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Recent Accounting Policies Adopted

Under IFRS 16, a lessee no longer classifies leases as operating or financing and records all leases on the condensed consolidated statement of financial position, unless the lease term is 12 months or less or the underlying asset has a low value. The Company has applied a modified retrospective transition approach. The Company does not have any leases, and as a result, this standard had no impact on the Company's financial statements on adoption.

IFRIC 23, Uncertainty over Income Tax Treatments (effective January 1, 2019) provides guidance when there is uncertainty over income tax treatments including, but not limited to, whether uncertain tax treatments should be considered separately; assumptions made about the examination of tax treatments by tax authorities; the determination of taxable profit, tax bases, unused tax losses, unused tax credits, and tax rates; and, the impact of changes in facts and circumstances. This interpretation did not have an impact on the Company's financial statements.

The Company has not early adopted the following revised standards and does not expect them to have an impact on the on its future financial statements.

New standards and interpretations issued but not yet effective:

Amendments to IFRS 3, Business Combinations (effective January 1, 2020) assist in determining whether a transaction should be accounted for as a business combination or an asset acquisition. It amends the definition of a business to include an input and a substantive process that together significantly contribute to the ability to create goods and services provided to customers, generating investment and other income, and it excludes returns in the form of lower costs and other economic benefits. The Company has not elected to apply this amendment early.

EXPRESS CAPITAL CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the Year Ended July 31, 2020 and 2019

Financial Instruments and Other Instruments

		<i>July 31,</i>	<i>July 31,</i>
	<i>Ref.</i>	<i>2020</i>	<i>2019</i>
		\$	\$
Other financial assets	a	15,940	6,172
Other financial liabilities	b	(50,572)	(9,836)

a. Comprised of cash

b. Comprised of accounts payable, loans from related party and due to related party.

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgment is required to develop these estimates. The fair values of the Company's financial instruments are not materially different from their carrying values.

Management of Industry and Financial Risk

The Company is in the business of consulting on capital markets, deal structuring, venture capital and corporate advisory.

The Company's financial instruments are exposed to certain financial risks, which include the following:

Credit risk

Credit risk is the risk of loss due to the counterparty's inability to meet its obligations. The Company's exposure to credit risk is on its cash and other receivables. Risk associated with cash is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies. Other receivables comprise sales tax refunds from the Canadian federal government.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations when they become due. The Company ensures that there is sufficient capital in order to meet short-term operating requirements, after taking into account the Company's holdings of cash. The Company's cash are held in corporate bank accounts available on demand. Liquidity risk has been assessed as high.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

Currency Risk

The Company is subject to normal market risks including fluctuations in foreign exchange rates and interest rate. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

EXPRESS CAPITAL CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the Year Ended July 31, 2020 and 2019

Proposed Transactions

On August 31, 2020, the Company entered into a property option agreement to acquire up to an 80% interest in the Golden Moon Property, comprised of 10 mineral claims located in the Province of Quebec by spending \$450,000 on the property on or before December 31, 2023 (or cash payments in lieu thereof) and issuing 1,500,000 common shares over time.

Critical Accounting Estimates

Not applicable for Venture Issuers.

Other Requirements

Summary of Outstanding Securities as at July 31, 2020

Class A Common Shares

Authorized: Unlimited number of Class A Common Shares without par value. Issued and outstanding at July 31, 2020 and as at date of the report is 5,010,549 Shares

As at July 31, 2020, the Company received \$21,000 for subscriptions received in advance.

On August 24, 2020, the Company closed a non-brokered private placement under which it has raised gross proceeds of \$293,500 by way of the issuance of 5,870,000 Class A common shares of the Company at a price of \$0.05 per share. The shares are subject to a four-month hold period according to applicable.

Class B Preferred Shares

Authorized: Unlimited number of Class B Preferred Shares without par value. Issued and outstanding: None

Stock options and Warrants

None

Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.