.
(formerly Eurolife Brands Inc.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021

(Expressed in Canadian Dollars)

INTRODUCTION

This management discussion and analysis ("**MD&A**"), prepared on August 27, 2021, should be read in conjunction with the unaudited consolidated financial statements for the period ended June 30, 2021 and the audited consolidated financial statements for the period ended December 31, 2020. All amounts are stated in Canadian dollars unless otherwise indicated. These financial statements together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of Plant & Co. Brands Ltd. ("the **Company**" or "**Plant&Co.**").

Management of the Company is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, are complete and reliable. The Company's board of directors (the "**Board**") follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Company's Audit Committee meets with management quarterly to review the financial statements and the MD&A and to discuss other financial, operating and internal control matters. The read is encouraged to review the Company's statutory filing on www.sedar.com.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain statements that constitute forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions or results "will", "may", "could", or "should" occur or be achieved. The forward-looking statements may include statements regarding exploration results and budgets, mineral resource estimates, work programs, capital expenditures, timelines, strategic plans, market price of commodities or other statements that are not of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties, and other factors. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes and litigation, fluctuations in commodity prices and currency exchange rates; uncertainty of estimates in capital and operating costs, recovery rates, production estimates and economic return; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; uncertainty regarding legalization; uncertainty regarding changes in laws, regulations and guidelines; and uncertainty as to timely availability of licenses, permits and other government approvals and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

It is the Company's policy that all forward-looking statements are based on the Company's beliefs and assumptions, which are based on information available at the time these assumptions are made. The forward-looking statements contained herein are as at August 27, 2021 and are subject to change after this date and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is a significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties, and other factors such as those described above. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

Additional information related to the Company is available for view on SEDAR at www.sedar.com or by requesting further information from the Company's head office in Vancouver.

Company Background

The Company was incorporated pursuant to the Canada Business Corporations Act on November 24, 2014 under the name Vapetronix Inc. The Company's corporate office is located at Suite 400 – 1681 Chestnut Street, Vancouver, British Columbia V6J 4M6. On June 23, 2017, the Company continued from the federal jurisdiction to the jurisdiction of British Columbia under the name Vapetronix Holdings Inc. On December 4, 2020, the Company changed its name from Eurolife Brands Inc. to Plant&Co. Brands Ltd. and changed its symbol on the CSE to “VEGN”.

Plant&Co. Brands Ltd. is a modern health and wellness company curating delicious plant-based foods. It offers a growing number of delicious plant-based food products through two leading plant-based brands Holy Crap Foods Inc. and YamChops, the vegan butcher.

The Company shares trade on the CSE under the symbol “VEGN”, on the Frankfurt Stock Exchange as “VGP” and on the over-the-counter pink sheets as “VGANF”.

Company Operations

Plant & Co. is focused on the health and wellness sector in North America. In 2021, the Company has made two important acquisitions in the plant-based food sector, Yampchops and Holy Crap Brands. These acquisitions establish the foundation to which Plant & Co will grow its operations. With these recent acquisitions, Plant & Co. has established immediate revenue generation. The Company will continue to grow this base as well as acquire additional assets that provide synergies to existing assets as well as expand the product base and geographical footprint of the business.

YamChops ~ Grown not raised™ ~, specializes in the preparation, distribution, and retail sales of dozens of proprietary plant-based meats, chicken, pork, fish, and various other vegan style food products in both a business-to-business (B2B) and business-to-consumer (B2C) revenue model. Yamchops is a plant-based butcher and marketplace offering protein alternatives, prepared foods, meals and specialty food products. Our products are in over a dozen retail, wholesale, and food service establishments. Over the last five months since acquisition, Yamchops has continued to operationalize and optimize their day-to-day deli counter and CPG operations with the help of Plant&Co management team and their food industry expertise. In a COVID19 business environment with continued lock-downs, the Yamchops team has continued to drive sales, increase market penetration with new retailers and food service contracts, all while reducing costs in almost every category to remain fiscally responsible during these times.

As COVID19 restrictions loosen in Ontario, Yamchop’s has outlined a strategic roadmap for increased profitability for the balance of 2021. Efforts to increase store traffic and revenue have been implemented, as we continue to see a return for direct counter orders. Yamchops has increased its marketing campaign on social media platforms, digital food service platforms such as Uber eats, and as a result have seen steady sales throughout the quarter, despite the impact of COVID19 on the business community in Toronto. Marketing on digital platforms will continue, alongside the outlined Q3 and Q4 roadmap for Yamchops that will allow the brand to continually increase in profitability. Our objective is to expand distribution, evolve product development and introduce new innovative products within Yamchops as we continually grow the Yamchops brand and its presence.

Holy Crap Cereal Brands is a line of high-fiber, plant-based super-seed cereals that helps you maintain good gut health. When you create a healthy gut, you create a happy mind. Based on this premise the strategy of this brand is to implement both a business-to-business (B2B) as well as a very strong business-to-consumer (B2C) revenue model for growth.
Since Acquisition in February 2021, Holy Crap Cereals has increased its retail footprint by adding several net new additional retailers to its portfolio, leading to net new growth, sales, and an increase of retail presence across Canada. In addition, it has also added BNQ as a food broker to further expand its footprint into the Canadian market.

In its B2C strategy Holy Crap reached another brand record, setting it's all-time high for online sales, and continues to increase its presence on not only its own E-com platform, but also on those of Amazon.ca and Amazon.com. Since acquisition, Holy Crap has generated it largest month over month increase in sales and profitability. In its 2021-2022 brand strategy roadmap Holy Crap will continue to push forward and drive sales revenue, increase its digital footprint, and continue to increase its retail store footprint.

Prior to the shift in focus to the plant-based food and wellness sector, Plant & Co. established three distinct technology platforms focused on the health and wellness aspects of CBD and THC products. These platforms have been carved out within the Company’s operations and will be distributed to existing shareholders subsequent to shareholder approval in early September 2021.

Company Highlights and Outlook

During the later part of 2020 and throughout 2021, the Company completed a number of key initiatives and transactions that have enhanced the operations of the Company and allowed it to develop its footprint in the plant-based market.

- In July 2021, the Company submitted its Notice of Meeting and Management Information Circular to Shareholders. The document outlined the Company's plans to carve-out all businesses and activities related to the cannabis sector. Later in 2021, the Company intends to distribute these assets in a single company to current shareholders. The Shareholders Meeting is scheduled for September 2, 2021.
- In June 2021, the Company entered into a strategic advisory agreement (the "**Advisory Agreement**") with Maricom Inc. and 2085086 Ontario Inc. (the "**Advisors**") represented by Sean Black, Mark Rechichi and Alex Rechichi to assist with the Private Placement and to arrange for Alex Rechichi, Mark Rechichi and Kevin Cole to join the board of directors of the Company (the "**Board**"). In consideration for the assistance with the Private Placement and the arrangement of strategic appointments to the Board (the "**Strategic Board Appointments**"), the Company has issued an aggregate of 27,000,000 non-transferrable share purchase warrants ("**Advisory Warrants**") to the Advisors. Each Advisory Warrant entitles the holder to acquire one Share at a price of $0.20 for a period of five (5) years from their date of issue and vest upon the occurrence of performance and market vesting triggers. Jerry Habuda and Lindsay Hamelin resigned as Directors at this time.
- In June 2021, the Company closed its non-brokered private placement for total gross proceeds of $600,000. The Company issued 3,000,000 units at a price of $0.20 per unit, where each unit consisted of one common share of the company and one common share purchase warrant of the company, where each warrant entitles the holder to purchase one common share within three years of the closing date at a price of $0.20 per common share.
- In February 2021 the Company via its wholly owned subsidiary Plant & Company Brands Group Inc. completed an amalgamation with Holy Crap Brands Inc. ("**Holy Crap Brands**") whereby the Company issued 29,300,000 common shares and 4,000,000 share purchase warrants entitling the current Holy Crap Brands warrant holders to purchase one common share of the Company at a price of $0.40.

  Holy Crap Brands produces a high fiber plant based super-seed nutritional cereal that is sold online and in retail locations across Canada.
- In January 2021, pursuant to a share purchase agreement, the Company acquired 100% of the issued and outstanding common shares of 2574578 Ontario Inc. and JDB Innovations Ltd., collectively referred to as "**Yamchops**" in exchange for payment of $770,000 and the issuance of 344,828 common shares of the Company.

  Yamchops is a plant-based butcher and marketplace restaurant offering protein alternatives, prepared foods, meals and specialty food products in Toronto. Yampchops is preparing for several franchise locations in North America.
- In December 2020, the Company completed a non-brokered private placement for gross proceeds of $4,200,500 through the issuance of 21,002,500 units at $0.20 per unit. Each unit consists of one common share and one common 2 year share purchase warrant exercisable into common shares of the Company at a price of $0.25 per share
- In October 2020, the Company entered into an asset purchase agreement with Plant and Co. Marche Inc. ("Marche") whereby the Company agreed to purchase the assets of Marche for consideration of 2,336,000 common shares with a fair value of $209,862. In connection with the purchase agreement, the Company issued 200,000 common shares with a fair value of $17,968 as finders fees.

  Marche is a Toronto based hybrid health and wellness brand offering niche products catering to health and wellness conscious consumers with a focus on plant-based, vegan, vegetarian, and specialty immune boosting products.
- In August 2020, the Company completed a non-brokered private placement for gross proceeds of $1,076,400 through the issuance of 5,979,999 common shares of the Company at a price of $0.18 per share.
- In July 2020, the Company effected a consolidation of its issued and outstanding common shares on the basis of one new common share for every ten common shares held.

FINANCIAL PERFORMANCE

SELECTED FINANCIAL INFORMATION

	For the Three months ended		For the Three months ended	
	June 30, 2021	June 30, 2020	**June 30, 2021**	June 30, 2020
Total Revenue	**443,145**	46,333	**705,080**	94,583
Net (loss) for the period	**(21,782,319)**	(240,101)	**(25,872,749)**	(1,457,593)
Net (loss) per share	**(0.22)**	(0.01)	**(0.28)**	(0.04)
Total comprehensive (loss)	**(21,782,319)**	(240,101)	**(25,872,749)**	(1,457,593)

	As at June 30, 2021	As at December 31, 2020
Total assets	**11,559,681**	5,291,133
Total long term financial liabilities	**748,315**	799,242
Working capital	**2,016,403**	4,029,124
Capital expenditures	**3,996**	2,845

RESULTS OF OPERATIONS

The following paragraphs provide information about the results of the Company's on-going operations for the three and six months ended June 30, 2021 and 2020.

Revenue

For the three and six months ended June 30, 2021, the Company generated revenue of $443,145 and $705,080 respectively as compared to $46,333 and $94,583 for the corresponding periods of 2020. Revenue is generated mostly from the sales of products by the two acquired entities Yamchops and Holy Crap Brands.

Net Loss for the period-end

For the three and six months ended June 30, 2021, the Company recorded a net loss of $21,782,319 and $25,872,749 respectively as compared to a net loss of $240,101 and $1,457,593 for the same periods of 2020. The increased loss was primarily due to higher General and Administrative costs and increased Share Based Compensation.

The large net loss for the periods has been created mainly from two non-cash items, an impairment charge and share based compensation. Accounting entries have been made on these two items which follows IFRS financial reporting standards. These two items are as follows:

(i) Plant & Co. issued common shares to the shareholders of Holy Crap Brands to purchase their company. On the day the Holy Crap Brands acquisition closed, the Company share price closed at $0.58, however Plant & Co. negotiated the Holy Crap transaction based on a $0.20 share price as this had been the average share price of the Company for the past few months. The share price of Plant & Co. had increased during the brief period from transaction negotiation to the day the transaction closed. IFRS requires that the value needs to be recorded when the transaction closes. As a result, the transaction was recorded at an inflated and inaccurate value with the net result being an over-statement of $11,134,000 or 29,300,000 shares multiplied by 38 cents ($0.58-$0.20). The share price traded back closer to 20 cents and the Company was unaware as to the reasons it traded higher for this brief period. This also reiterated the true value of the Holy Crap transaction.

A similar situation occurred with the purchase of Yamchops in January 2021. The effect was not as large as the purchase price did not have such a high share component. This transaction resulted in a $200,000 impairment.

ii) Share based compensation (as detailed below) calculations is another non-cash item that has contributed to our abnormal loss for the period. Over the past six months, Plant & Co. has repositioned its business strategy and added additional Board of Director strength. During this period, the Company has cancelled and re-issued common share options and issued performance warrants to the new Board members. The net result for financial reporting purposes is recording a share based compensation expense due to the vesting provisions of the option/warrant issuance. There has been no cash compensation paid to anyone for share based compensation.

Operating income at both Holy Crap Brands and Yamchops is strong and improving as Covid restrictions subside.

General and administrative expense

For the three and six months ended June 30, 2021, general and administrative expense totaled $1,111,746 and $3,496,173 respectively compared to$192,315 and $945,041 for the corresponding periods in 2020. General and administrative costs were higher as compared to the same period 2020 mostly due to increased advertising and marketing, business development costs and personnel cost which were higher due to a reorientation of the company from the cannabis sector to the plant-based food sector, and the two corporate acquisitions in the first quarter of 2021.

The following table provides a breakdown of general and administrative expense for the three and six months ended June 30:

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2021	2020	**2021**	2020
Accounting and legal	**129,954**	23,160	**207,239**	49,958
Advertising and marketing	**338,681**	36,818	**1,803,349**	399,804
Investor relations	**62,662**	6,500	**235,010**	23,260
Consulting	**265,637**	84,095	**581,314**	182,296
Office and sundry	**28,862**	11,455	**56,798**	131,928
Business development	**146,801**	30,287	**403,827**	157,795
Salaries and wages	**139,149**	-	**208,636**	-
Total General and Administrative	**1,111,746**	192,315	**3,496,173**	945,041

Share Based Compensation

For the three and six months ended June 30, 2021, share-based compensation totaled $8,963,909 and $11,161,358 respectively as compared to $39,501 and $437,571 for the corresponding periods of 2020. The Company uses share-based compensation as a supplement to regular compensation in order to conserve cash. In addition, the Company has issued common share performance warrants to the new Board members. Instantaneous vesting provisions create a large expense during the period.

Depreciation and amortization expense

The carrying value of computers, furniture and fixtures, leasehold improvements, right of use assets and vehicles on June 30, 2021, is $858,871 (December 31, 2020- $278,942). Amortization expense for these capital assets for the three and six months ended June 30, 2021 was $80,043 and $155,720 respectively as compared to $19,678 and $39,357 for the same periods of 2020, the increase relates to the depreciation of assets acquired in the two corporate acquisitions in the first quarter of 2021.

Capital expenditures and acquisitions

The Company had $713,198 of capital additions in the period ended June 30, 2021, due to the two corporate acquisitions.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The following is a summary of selected financial information compiled from the quarterly interim unaudited financial statements for the eight quarters ending December 31, 2020:

Quarter Ended	Revenue	Loss for the Period ($)	Loss per Share- Basic ($)
30-Jun-21	**705,080**	**(21,782,319)**	**(0.22)**
31-Mar-21	261,935	(4,070,430)	(0.05)
31-Dec-20	(29,392)	(2,370,520)	(0.05)
30-Sep-20	36,934	(551,553)	(0.01)
30-Jun-20	46,333	(240,101)	(0.01)
31-Mar-20	54,129	(1,217,492)	(0.03)
31-Dec-19	72,900	(2,044,324)	(0.30)
30-Sep-19	2,400	(2,035,786)	(0.10)

LIQUIDITY AND CAPITAL RESOURCES

Cash and Working Capital

The Company's cash on hand at June 30, 2021 is $1,638,964 down from $4,136,250 as at December 31, 2020, mostly due to the Yamchops corporate acquisition and higher general and administrative costs. The Company had a working capital surplus of 2,016,403 on June 30, 2021, down from $4,029,124 as at December 31, 2020.

As at the date of this MD&A, the Company has sufficient working capital to meet its ongoing financial obligations for the coming year.

Cash Used in Operating Activities

For the three and six months ended June 30, 2021, cash flows used in operating activities was $1,166,861 and $3,324,907 respectively as compared to $202,303 and $605,181 for the same periods of 2020. Cash used in operating activities was used for general operating activities.

Outstanding Share Data

The common shares of the Company trade on the CSE under the symbol "VEGN".

As at June 30, 2021 the Company has 104,357,421 shares issued and outstanding (2020 – 67,813,414).

On July 3, 2020, the Company completed a 10:1 share consolidation. All share numbers have been retroactively restated to reflect the consolidation.

The following individual transactions occurred throughout the periods of 2020 and 2021.

On January 10, 2020, the Company issued 566,667 common shares with a fair value of $226,667 to acquire intellectual property from 9385-4594 Quebec Inc.

On January 15, 2020, the Company issued 1,211,000 units at $0.50 per unit raising gross proceeds of $605,500. Each unit consisted of one common share of the Company and one transferable common share purchase warrant exercisable at $0.75 per warrant for 2 years.

On January 24, 2020, the Company cancelled an aggregate of 193,076 common shares for nil consideration.

On January 28, 2020, the Company granted an aggregate of 685,000 incentive stock options to certain consultants. The options are exercisable at $0.50 per common share for a period of 1-2 years. 231,000 of these options were exercised on

May 12, 2020, January 4, 2021, January 6, 2021 and January 27, 2021. 90,409 of these options were cancelled on November 23, 2020 and 20,000 of these options expired on January 28, 2021.

On January 30, 2020, the Company granted an aggregate of 430,000 incentive stock options to certain directors and a consultant. The options are exercisable at $0.50 per common share for a period of 2 years. 200,000 of these options were exercised on January 25, 2021.

On March 10, 2020, the Company issued 200,000 units of the Company at a price of $0.50 per unit. Each unit consists of one common share and one transferable common share purchase warrant with an exercise price of $0.75 per share, expiring 2 years from the date of issuance.

On March 9, 2020, the Company granted an aggregate of 200,000 incentive stock options to certain consultants. The options are exercisable at $0.50 per common share for a period of 2 years. These options were exercised on May 12, 2020 and January 25, 2021.

On March 11, 2020, the Company issued 519,750 common shares to consultants of the Company to settle debt in the amount of $259,875 and recognized a gain on settlement of $77,963.

On April 1, 2020, the Company granted an aggregate of 10,000 incentive stock options to a consultant. The options are exercisable at $0.50 per common share for a period of 2 years. These options were exercised on December 22, 2020.

On April 14, 2020, the Company issued 158,800 common shares on the exercise of warrants for settlement of $79,400 of debt.

On April 28, 2020, the Company granted an aggregate of 75,000 incentive stock options to a consultant. The options are exercisable at $0.50 per common share for a period of 2 years.

On May 12, 2020, the Company issued 200,000 common shares on exercise of options for total proceeds of $100,000.

On May 13, 2020, the Company cancelled 250,000 shares returned by a director and officer of the company, previously issued for milestone achievements.

On August 10, 2020, the Company issued 5,979,999 common shares of the Company at a price of $0.18 per share for a total value of $1,076,400. Of this total, 1,606,184 common shares with a fair value of $289,113 were issued.

On November 6, 2020, the Company issued 2,536,000 common shares with a fair value of $227,830 pursuant to a share exchange agreement dated August 18, 2020 entered into with Marche and 83,333 common shares with a fair value of $15,000 pursuant to a consulting agreement entered into with a director of the Company.

On November 23, 2020, the Company granted an aggregate of 3,300,000 incentive stock options to various consultants of the Company. The options are exercisable at $0.255 per common share for a period of 2 years. 50,000 of these options were exercised on February 2, 2021.

On November 23, 2020, the Company cancelled 475,600 options.

On December 14, 2020, the Company issued 21,002,500 common shares at $0.20 per common share pursuant to a non-brokered private placement raising total proceeds of $4,200,500. Each unit consists of one common share and one transferable common share purchase warrant with an exercise price of $0.25 per share, expiring 2 years from the date of grant. As part of this private placement an additional 631,750 finders' warrants were issued and valued at $393,029 using the Black-Scholes Option Pricing Model with the following inputs: expected price volatility of 185%, risk free interest rates of 0.25%, expected life of 2 years and no dividend yield.

On December 22, 2020, the Company issued 10,000 common shares at $0.50 per common share pursuant to an option exercise for total proceeds of $5,000.

On January 18, 2021, the Company issued 344,828 common shares at $0.58 per common share pursuant to a definitive share purchase agreement entered into with 2574578 Ontario Inc. and JDB Innovations Ltd. (previously defined as Yamchops) and each of the shareholders of Yamchops.

On January 18, 2021, the Company issued 109,589 common shares at $0.73 per common share to a finder in connection with the Yamchops transaction.

On February 12, 2021, the Company issued 29,300,000 common shares at $0.25 per common share pursuant to an amalgamation agreement dated November 25, 2020 among the Company, Plant & Company Brands Group Inc., a wholly-owned subsidiary of the Company, and Holy Crap Brands.

On June 18, 2021, the Company closed its non-brokered private placement for total gross proceeds of $600,000. The Company issued 3,000,000 units at a price of $0.20 per unit, where each unit consisted of one common share of the company and one common share purchase warrant of the company, where each warrant entitles the holder to purchase one common share within three years of the closing date at a price of $0.20 per common share.

From January to June 2021, the Company granted an aggregate of 12,050,000 incentive stock options to various directors, officers and consultants of the Company. The options are exercisable at prices ranging from $0.25 - $0.78 per common share for a period of 2 years and cancelled 5,348,091 of these options.

From January to June 2021, the Company issued 3,899,179 common shares pursuant to option and warrant exercises for total proceeds of $1,076,877

STOCK BASED COMPENSATION

The Company has a stock option plan that allows it to grant options to its directors, officers, employees and consultants, provided that the aggregate number of options granted shall not at any time exceed 10% of the total number of issued and outstanding common shares of the Company.

As at June, 2021, there were 9,775,000 stock options outstanding for the purchase of common shares (December 31, 2019: 2,345,900).

The share options outstanding as at June 30, 2020 are as follows:

Grant date	Number of options outstanding	Exercise price	Expiry date
April 28, 2020	75,000	0.50	April 28, 2022
November 23, 2020	2,250,000	0.26	November 22, 2022
January 5, 2021	350,000	0.45	January 5, 2023
January 19, 2021	200,000	0.78	January 19, 2023
April 30, 2021	5,625,000	0.25	April 30, 2023
May 10, 2021	1,275,000	0.26	May 10, 2023
	9,775,000	0.27	

The Company recognized $3,355,349 (2020 - $437,571) in share-based compensation on options during the period ended June 30, 2021.

On June 1, 2021, the Company entered into a strategic advisory agreement (the "**Advisory Agreement**") with Maricom Inc. and 2085086 Ontario Inc. (the "**Advisors**") represented by Sean Black, Mark Rechichi and Alex Rechichi to assist with the Private Placement and to arrange for Alex Rechichi, Mark Rechichi and Kevin Cole to join the board of directors of the Company (the "**Board**"). In consideration for the assistance with the Private Placement and the arrangement of strategic appointments to the Board (the "**Strategic Board Appointments**"), the Company agreed to issue an aggregate of 27,000,000 non-transferrable share purchase warrants ("**Advisory Warrants**") to the Advisors. Each Advisory Warrant entitles the holder to acquire one Share at a price of $0.20 for a period of five (5) years from their date of issue and vest upon the occurrence of the vesting triggers noted below:

Number of Advisory Warrants Vested	Vesting Trigger
5,200,000	Closing of the Private Placement
2,700,000	$0.50[1]
2,750,000	$0.75[1]
5,400,000	$1.00[1]
5,450,000	$1.50[1]
5,500,000	$2.00[1]

Note: (1) Closing price of the Common Shares on the Canadian Securities Exchange (or any other stock exchange that the Common Shares may trade) required to trigger vesting of Advisory Warrants.

Pursuant to the Advisory Agreement, Shawn Moniz, CEO, Secretary and a director of the Company, Donna Reddy, President of the Company and Dean Callaway, CFO of the Company, have agreed to enter into lock-up agreements preventing the sale and transfer of any securities of the Company.

In connection with the Closing and the Strategic Board Appointments, the Company issued the Advisory Warrants effective June 18, 2021. The Advisory Warrants and any securities issued upon exercise thereof are subject to a four month hold period pursuant to the policies of the Canadian Securities Exchange.

As at June 30, 2021, the Company had outstanding warrants as follows:

Expiry date	**Exercise price**	**Remaining life (years)**	**Warrants outstanding**
July 16, 2021	0.75	0.04	1,968,000
July 24, 2021	0.75	0.07	1,028,900
July 26, 2021	0.75	0.07	1,190,000
January 14, 2022	0.75	0.54	1,211,000
March 11, 2023	0.75	1.70	200,000
December 14, 2022	0.25	1.46	19,521,660
May 2, 2022	0.40	0.84	3,900,000
June 18, 2024	0.20	2.97	3,000,000
June 18, 2026	0.20	5.00	27,000,000
	0.28		59,019,560

The Company recognized $7,806,009 in share-based compensation on the issuance on the Advisory Warrants. The warrants were valued the Black-Scholes Option Pricing Model with the following inputs: expected price volatility of 179%, risk free interest rates of 0.97%, expected life of 5 years and no dividend yield.

RELATED PARTY TRANSACTIONS

The Company incurred the following transactions with companies that are controlled by directors and related parties of the Company:

	Period ended June 30, 2021	Year ended December 31, 2020
Consulting and other fees	**254,273**	177,266
Stock-based compensation	**9,637,556**	97,479
	9,891,829	274,745

ADDITIONAL INFORMATION

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet transactions.

Legal proceedings

As at the current date, management was not aware of any legal proceedings involving the Company.

Commitments - Contingent liabilities

As at the current date, management was not aware of any outstanding contingent liabilities or commitments relating to the Company's activities.

FINANCIAL RISK MANAGEMENT

The Company is exposed to minimal financial instrument related risks. The Board of the Company 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:

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. Financial instruments that potentially subject the Company to credit risk consist primarily of cash. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments and with property exploration and development. The Company manages liquidity risk by maintaining adequate cash balances.

The Company's expected source of cash flow in the upcoming year will be through equity financing, Revenue from its digital platforms, and through revenue producing M&A activities. Cash on hand as of June 30, 2021 and expected cash flows for the next 12 months are sufficient to fund the Company's ongoing operational needs.

Based on the contractual obligations of the Company as at June 30, 2021, cash outflows of those obligations are estimated and summarized as follows:

Payment Due by Year	2021	2022	2023 and beyond	Total
Accounts payable and accrued liabilities	306,059	-	-	306,059
Notes payable	-	110,000	-	110,000
Right-to-use obligations	66,888	81,676	223,109	371,673
	372,947	191,676	223,109	787,732

Market risk

Market risk is a risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

Interest rate risk consists of two components: to the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in prevailing market interest rates, the Company is exposed to interest rate cash flow risk; and to the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk at minimal levels.

Current financial assets and current financial liabilities are generally not exposed to interest rate risk because of their short-term nature and maturity. At June 30, 2021, the Company was not affected by interest rate risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency. Foreign currency risk is assessed as low.

Capital risk management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

FORWARD-LOOKING INFORMATION

Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the company, and other factors.

CAPITAL DISCLOSURE

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition of a new business. The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to acquire and sustain future development of a business. The Company has recently reactivated and acquired a business, which will require additional financial resources.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the current period. The Company is not subject to externally imposed capital requirements.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Board. The financial statements were prepared by management in accordance with IFRS and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.
Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board supervises the financial statements and other financial information through its audit committee.

This committee's role is to examine the financial statements and recommend that the Board approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any directors in a conflict will disclose their interests and abstain from voting in such matters. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

As at the date of this MD&A, the directors of the Company are Shawn Moniz, Marco Contardi, Alex Rechichi, Mark Rechichi and Kevin Cole.