



**Management's Discussion and Analysis
For the Year Ended June 30, 2021**

TO OUR SHAREHOLDERS

This Management's Discussion and Analysis ("MD&A") is provided to enable a reader to assess the financial position and results of operations of Axiom Capital Advisors Inc. (the "Company", or "Axiom") for the year ended June 30, 2021.

This MD&A should be read in conjunction with Axiom's financial statements for the year ended June 30, 2021, together with the accompanying notes found therein.

This document presents the views of management as at September 15, 2021. Additional information on Axiom can be found on SEDAR at www.sedar.com.

Information contained in the Management Discussion and Analysis ("MD&A") is presented on the same basis as the financial statements and was prepared in accordance with International Financial Reporting Standards ("IFRS") and is presented in Canadian dollars, Axiom's functional currency.

FORWARD-LOOKING STATEMENTS

The MD&A contains certain forward-looking statements within the meaning of Canadian securities laws. These statements relate to future events or future performance and reflect management's expectations regarding the Company's financial condition, growth, results of operations, performance, financial needs, business prospects and opportunities. Forward-looking statements reflect management's current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue", "target" or the negative of these terms or other comparable terminology intended to identify forward-looking statements.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward looking statements included in this MD&A, the Company has made various material assumptions, including but not limited to ongoing CRA policies that are favourable to the Company's business model, current market competition, general business and economic conditions, and the Company's ability to successfully execute its plans and intentions. Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and we cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, readers should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including, among other things, changes in government monetary, fiscal and economic policies; changes in general economic conditions; legislative and regulatory developments; competition.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements.

There have been no events or circumstances that have occurred during the year to which the MD&A relates, or to a period that is not yet complete, that are reasonably likely to cause actual results to differ materially from the forward-looking information identified in this MD&A.

The Company's forward-looking statements are based on the reasonable beliefs, expectations and opinions of management on the date of this Prospectus (or as of the date they are otherwise stated to be made). Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. We do not undertake to update or revise any forward-looking statements, except as, and to the extent required by, applicable securities laws in Canada.

COMPANY BACKGROUND AND DESCRIPTION OF THE BUSINESS

Axiom was incorporated on January 28, 2020, pursuant to the provisions of the *Business Corporations Act* (Alberta), with its head office and registered office located at 210, 2020 – 4 Street SW, Calgary, Alberta, T2S 1W3. The Company's first fiscal year end was June 30, 2020. The Company is a subsidiary of Axiom Advisors Inc.

The Company listed its shares on the Canadian Securities Exchange (CSE) on August 13, 2020 (Symbol "ACA").

The main business of the Company is to sell a minority interest in the subsidiaries it forms to arms-length purchasers ("Purchasers"), which allows debt securities of the subsidiaries to be eligible for registered savings plans. The Company refers to this process as "Rent-A-Subco" in its marketing materials. A registered savings plan is a registered retirement savings plan, registered education savings plan, registered retirement income fund, a tax-free savings account or other similar registered savings plan. The Purchasers use the capital raised at their own discretion, without reliance on the management or resources of the Company. The Company's management and capital are not committed to these subsidiaries, nor does the Company receive any economic benefit from the operations of the subsidiaries.

Although Axiom's legal control over the subsidiaries is not restricted, agreements with subsidiaries define the permissible fees that the Company may charge. Additionally, the agreements forbid the Company from receiving additional compensation, including but not limited to dividends, from the subsidiaries and any change to such an agreement would require approval by the minority shareholders of the subsidiary. As the Company cannot use its power over the subsidiaries to affect the amount of its return, it does not meet the definition of control under IFRS 10, and therefore it does not consolidate or otherwise report the financial statements of its subsidiaries.

Axiom also offers administrative services to companies raising capital, which involves the management of the fund-raising process, processing of securities documents and payments to the investors. Axiom does not raise capital for these companies.

SIGNIFICANT ACCOUNTING POLICIES

A complete summary of the Company's significant accounting policies is provided in the consolidated financial statements for the year ended June 30, 2021.

CRITICAL JUDGEMENTS AND ESTIMATES

The preparation of the consolidated financial statements requires that the Company's Management make assumptions and estimates of uncertain future events on carrying amounts of the Company's assets and liabilities at the end of the reporting period. Actual future outcomes could differ from present estimates and assumptions, potentially having material future effects on the Company's consolidated financial statements. Estimates are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable in the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The Company is also required to make critical judgements in applying certain accounting policies.

RESULTS OF OPERATIONS

Axiom has one administrative contract with a real estate development company (the "Developer"). The contract is for 36 months, with an effective date of February 1, 2020 and pays the Company \$5,000 per month for its services. The Company acquired the administration agreement from Axiom Advisors Inc., a corporation controlled by officers and directors of the Company, for \$125,000. The Company issued 5,000,000 Class A shares at a price of \$0.025 per share as consideration. The Developer has had its project delayed and so the parties have agreed to delay the payments to the Company for up to six months. However, as of the end of the fiscal year, the project has not yet resumed even though it is expected that it will at some point in the future. In compliance with accounting standards IAS36, the Company has recorded an impairment loss equal to the value of the contract, resulting in the intangible asset having a zero balance. In addition, the Company has written-off as a bad debt \$20,000 that is owing from the same

contract. If the Developer's project and the corresponding payments to the Company resume, then the Company would reverse some or all of the impairment loss if it meets the criteria described in IAS36.

On December 31, 2020, the Company sold its first Subco under its Rent-a-Subco program. Capital issued by the Subco in excess of a certain dollar amount is subject to a further fee. To date, the Company has not received any additional revenue from the Subco. The Company has entered into discussions with other groups interested in this program, however no additional Subcos have been sold.

Having obtained its listing on the CSE on August 13, 2020, Axiom is focused on marketing its services through webinars, video and other electronic formats, including direct contact with lawyers, accountants and similar groups that advise companies in the capital raising process. To further its marketing efforts, the Company is actively seeking a sales and marketing individual that would dedicate a portion of their time solely to Subco marketing efforts.

The Company has not declared any dividends or made any distributions since incorporation. It is the Board's plan, subject to future financial growth and profitability, to pay annual dividends. The amount will be determined annually by the Board. The Company has not paid any executive salaries.

SELECTED FINANCIAL INFORMATION

The following selected financial information is derived from the financial statements of the Company for the year ended June 30, 2021 and June 30, 2020 (balances only); no other prior period comparison activity has been provided since the Company was not incorporated during the reporting period in the prior year.

FINANCIAL POSITION HIGHLIGHTS

	As at June 30, 2021	As at June 30, 2020
Net working capital	\$ (44,190)	\$ 2,666
Total current assets	\$ 5,683	\$ 47,727
Total assets	\$ 5,683	\$ 155,367
Total current liabilities	\$ 49,873	\$ 45,061
Total shareholders' equity (deficit)	\$ (44,190)	\$ 110,306

The purchase of the administration agreement was recorded as an intangible asset on the financial statements. After incurring amortization of \$10,216 during the fourth quarter, an impairment loss of \$65,976 was recorded at year-end, reducing the value of the intangible asset to zero.

CASH FLOW HIGHLIGHTS

	Quarter 4 June 30, 2021	Quarter 3 March 31, 2021	Quarter 2 December 31, 2020	Quarter 1 September 30, 2020	Quarter 4 June 30, 2020
Net cash provided (used) by:					
Operating activities	\$ (17,268)	\$ (12,195)	\$ (21,795)	\$ (38,017)	\$ (7,222)
Financing activities	16,461	12,689	14,888	-	4,500
Investing activities	-	-	-	-	-
Increase (decrease) in cash	(807)	494	(6,907)	(38,017)	(2,722)
Cash beginning of period	3,297	2,803	9,710	47,727	50,449
Cash at end of period	\$ 2,490	\$ 3,297	\$ 2,803	\$ 9,710	\$ 47,727

STATEMENT OF COMPREHENSIVE LOSS HIGHLIGHTS

ANNUAL

	Year ended June 30, 2021	Period from incorporation on January 28, 2020 to June 30, 2020
Revenue	\$ 40,000)	\$ 25,000
Net and comprehensive loss	\$ (154,496)	\$ (79,494)
Loss per share basic and diluted	\$ (0.024)	\$ (0.014)

QUARTERLY

	Quarter 4 June 30, 2021	Quarter 3 March 31, 2021	Quarter 2 December 31, 2020	Quarter 1 September 30, 2020	Quarter 4 June 30, 2020
Revenue	\$ -	\$ -	\$ 25,000	\$ 15,000	\$ 15,000
Expenses	113,848	22,286	28,982	29,380	67,137
Net and comprehensive loss	\$ (113,848)	\$ (22,286)	\$ (3,982)	\$ (14,380)	\$ (52,137)
Loss per share basic and diluted	\$ (0.017)	\$ (0.003)	\$ (0.001)	\$ (0.002)	\$ (0.009)

THREE MONTH PERIOD ENDED JUNE 30, 2021

There was no revenue during this three month period.

Expenses include amortization of intangible asset of \$10,416, regulatory fees of \$4,912 incurred by the Company in connection with its listing on the CSE, and rent costs of \$5,100. As discussed above, the Company recognized an impairment loss of \$65,976 to fully reduce the remaining intangible asset to zero and incurred a bad debt of \$20,000 to write-off the unpaid accounts receivable as a result of the delays in the Developer's contract. The Company did not pay any executive salaries for this three month period.

The Company was preparing for its listing on the CSE during the quarter ended June 30, 2020 and had no other operations.

YEAR ENDED JUNE 30, 2021

Revenue of \$40,000 is comprised of \$30,000 from the administration agreement with the Developer and \$10,000 from the sale of a Subco.

Expenses include amortization of intangible asset of \$41,664, professional fees of \$17,072, regulatory fees of \$18,207 incurred by the Company in connection with its listing on the CSE, rent costs of \$20,400, and bad debt charges of \$20,000 and an impairment loss of \$65,976.

The Company did not pay any executive salaries or declare any dividends for the year.

SHARE CAPITAL

The Company is authorized to issue an unlimited number of voting Class A Common Shares. As at June 30, 2021 the Company has 6,472,100 voting Class A Common Shares; no shares were issued during the three month period ending June 30, 2021.

As of June 30, 2021, there are 4,203,075 Class A Common Shares owned by the directors that are held in escrow.

RELATED PARTY TRANSACTIONS

KEY MANAGEMENT COMPENSATION

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and includes both executive and non-executive directors. The Company considers all of its directors and executive management team members to be key management personnel. The Company paid \$nil in management compensation for the year ended June 30, 2021.

BUSINESS RISKS

EXECUTIVE MANAGEMENT

Axiom is dependent on members of its senior management and non-executive directors. A loss of one or more of these individuals could adversely affect Axiom's business. Axiom has minimized the impact of losing any one individual by cross-training senior management to assume a variety of roles within the Company.

REGULATION

The Company is subject to various laws and regulations; any changes to these statutes, or court decisions, regarding their application could negatively impact the Company. Specifically, Axiom's business model and shared ownership of its subsidiaries with third party Purchasers is reliant on regulations under the Income Tax Act, and there can be no assurance that the governments or regulators will not adopt laws or regulatory requirements that could adversely affect this line of business.

CREDIT RISK

Credit risk arises from the potential that a counterparty will fail to perform its contractual obligations and arises principally from the Company's receivables from customers and cash bank balances. The carrying amount of accounts receivable represents the maximum credit exposure. As of June 30, 2021, the Company had \$3,193 in GST receivable.

At year end, the Company had \$2,490 in cash bank balances. The Company manages the credit exposure related to cash by selecting financial institutions with high credit ratings. Given these credit ratings, management does not expect any counterparty to fail to meet its obligations.

LIQUIDITY RISK

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure it will have sufficient liquidity to meet its liabilities when due. The Company's ongoing liquidity will be impacted by various external events and conditions. Management regularly reviews future cash requirements to ensure adequate funds are available. The Company's management and directors have been funding any cash shortfall and it is expected that they will continue to do so.

At year end, the Company had \$835 in accounts payable and accrued liabilities and a working capital deficit of \$44,190.

COMMITMENTS

The Company has no lease agreements or commitments for the year ended June 30, 2021.

SUBSEQUENT EVENTS

There were no subsequent events to report.