VEGANO FOODS INC.
Management Discussion and Analysis
For the three months ended March 31, 2022
(expressed in Canadian dollars)

INTRODUCTION

The following management's discussion and analysis ("MD&A") is dated June 15, 2022, provides information concerning the financial condition and results of operations of Vegano Foods Inc. ("Vegano" or the "Company") for the three months ended March 31, 2022. The following MD&A should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the three months ended March 31, 2022 and the annual audited financial statements for the year ended December 31, 2021 and the notes thereto. The Company's financial statements and financial information included in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise stated, all dollar figures included therein and the following MD&A are presented in Canadian dollars.

Additional information relating to the Company is available on the Company's website at www.veganofoods.com.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Statements in this MD&A that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation ("forward-looking information"). Such forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward- looking information. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under section "Risks and Uncertainties" in this MD&A.

In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "anticipate", "believe", "expects" or "does not expect", "estimates", "outlook", "prospects"; "projection", "intends", "believes", "should", "will", "would" or the negative of these terms, and similar expressions intended to identify forward looking statements. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is given as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward-looking information 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 information.

OVERVIEW

Vegano Foods Inc. was incorporated under the Business Corporation Act of British Columbia on March 19, 2020. The registered office of the Company is located at 1055 West Georgia Street, Suite 1500, Vancouver BC V6E 4N7, Canada. The Company's principal activities relate to the sales and delivery of vegan meals and grocery staples to end customers through its proprietary technology platform.

The Company's common shares began trading on the Canadian Securities Exchange (the "CSE") under the trading symbol "VAGN" on February 15, 2022.

PRINCIPAL PRODUCTS AND SERVICES

Meal Subscription Service

The Company offers a selection of plant-based meals on a subscription basis, through its custom-built online platform www.veganofoods.com, which are delivered to its customers on a weekly basis. The meals are able to accommodate the following dietary preferences: vegan, vegetarian, and gluten-free. Vegano meals are available for delivery to Metro Vancouver, Vancouver Island, Squamish, Whistler and Pemberton, British Columbia.

During the year ended December 31, 2021, the Company manufactured meal kits, using high-quality ingredients sourced from local farmers and producers to ensure that its meal kits were delivered fresh to subscribers every week. The meal kits could be prepared in less than 45 minutes. The meal kit sales allowed the Company to capitalize on the demands for home delivery of fresh and plant-based, ready-to-cook ingredients that have been emerging in the market and secure a recurring income stream.

Starting January 31, 2022, the Company modified its meals subscription service, replacing meal kits with ready-made meals which require no further preparation by customers. The ready-made meals accommodate the same dietary preferences as the meal kits, are no longer manufactured inhouse, and are sourced from leading plant-based companies who are local to Vancouver, BC. The Company no longer manufactures meals or offers meal kits to customers.

As of the date of this MD&A there have been no other changes to the Company's subscription service.

Vegano Marketplace

The Company has successfully launched a vegan marketplace, accessible through the Company's website, offering a large selection of vegan grocery items with e-commerce shopping experience. The marketplace features Vegano proprietary branded supplement products as well as vegan, gluten-free, and vegetarian products from well-know plant-based brands, with the objective of aiming to become the world's largest online destination for plant-based food products.

HIGHLIGHTS AND DEVELOPMENTS

During the period from January 1, 2022 to the date of this MD&A:

- The Company transitioned from producing and offering meal kits to ready-made meals sourced from local companies, as described in "Principal Products and Services".
- The common shares of the Company began trading on the CSE on February 15, 2022.
- The Company developed and launched a digital marketing platform to enable other plant-based companies to market their products to Vegano's community, leveraging tools such as banner ads, blog features, SEO optimization services, collaborations and social media content to promote brands to Vegano's audience. The digital marketing platform is anticipated to generate an additional revenue stream with the sale of bundles to these plant-based brands.

- The Company entered into an amalgamation agreement with SMPL Oats Ltd. under which the Company will acquire all of the outstanding shares of SMPL Oats Ltd. Refer to "Proposed Transaction".

RESULTS OF OPERATIONS

During the three months ended March 31, 2022, the Company recorded a net loss of $1,049,458 compared to a net loss of $863,176 for the same period of the prior year. The increase in net loss of $186,282 is primarily attributable to increased corporate activities, the Company's efforts to complete the listing of its common shares on the CSE, and non-cash share-based compensation during the three months ended March 31, 2022. A detailed discussion of the components which make up net loss for each period is below.

Revenue

During the three months ended March 31, 2022, the Company recognized revenue of $143,610 (March 31, 2021 - $50,074) generated from the sale of meal kits and prepared meals totaling $107,171 (March 31, 2021 - $50,074) and the sale of grocery staples via Vegano Marketplace totaling $36,439 (March 31, 2021 - $nil). Sales for the three months ended March 31, 2021 are reflective of meal kits subscriptions newly launching in December 2020, whereas sales for the three months ended March 31, 2022 are reflective of the growth in meal kits and prepared meals subscribers since launch as well as the additional revenue stream of Vegano Marketplace which launched in May 2021.

Cost of goods sold and gross profit (loss)

Cost of goods sold consists of costs of ingredients, direct labour, packaging and shipping, merchandise, and other direct costs. During the three months ended March 31, 2022, the Company incurred $272,159 (March 31, 2021 - $57,467) in costs of goods sold and a negative gross margin of $128,549 (March 31, 2021 - $7,393) or 90% (March 31, 2021 - 15%) of total revenue. The negative gross margin was due to the Company being in a transitional period during the three months ended March 31, 2022 as its subscription service shifted from internally manufactured meal kits to outsourced ready made meals. As a result, the Company incurred increased direct labour costs, food costs and delivery costs.

Operating expenses

	Three months ended March 31, 2022	**Three months ended March 31, 2021**
Advertising and promotion	$ 104,094	$ 137,223
Amortization of intangible asset	-	19,366
Consulting fees	190,833	95,828
Depreciation of equipment	6,312	3,198
General and administrative	126,878	105,117
Professional fees	158,715	109,743
Salaries and benefits	139,093	185,409
Share-based compensation	149,398	68,002
Travel expenses	43,472	112,307
Total operating expenses	**$ 918,795**	**$ 836,193**

Operating expenses increased by $82,602 for the three months ended March 31, 2022 compared to the three months ended March 31, 2021. Variances within expense items are summarized below.

- Decrease in advertising and promotion of $33,129 was due to curtailing advertising and promotion initiatives during the three months ended March 31, 2022. During the three months ended March 31, 2021, the Company focused on advertising and promotion to support the recently launched meal kits subscriptions to bolster sales.

- Decrease in amortization of intangible asset of $19,366 was due to the Company as determining its website was impaired and writing off the carrying value of $71,008 during the three months ended December 31, 2021.

- Increase in consulting fees of $95,005 is explained by engaging business advisory services with respect to acquisition target identification, market research and business development during the three months ended March 31, 2022.

- General and administrative expenses consist of expenses relating to business activities such as occupancy costs for kitchen and office spaces, costs for website maintenance and user interface development, kitchen and office supplies, utilities, and meals and entertainment. The increase in general and administrative expenses of $21,761 is primarily due to increased filing fees incurred in connection with the Company's recent listing on the CSE. These increased costs were partially offset by reductions in rent expense due to the closure of leased commercial space and meals and entertainment in an effort to conserve cash resources.

- Increase in professional fees of $48,972 was due to higher legal fees incurred during the three months ended March 31, 2022 in connection with the Company's listing on the CSE on February 15, 2022.

- Decrease in salaries and benefits of $46,316 was due to the change in meal subscription service offerings during the three months ended March 31, 2022. The Company reduced its workforce as a result of outsourcing prepared meal production.

- Increase in share-based compensation of $81,396 is explained by the number of stock options granted in each period and the underlying vesting terms and resulting fair values recognized.

- Decrease in travel expenses of $68,835 as a result of the Company's focus on completing the listing on the CSE during the three months ended March 31, 2022 whereas during the three months ended March 31, 2021 the Company was focused on engagement with shareholder and investors.

Other expenses

During the three months ended March 31, 2021, the Company recorded accretion expense and finance costs of $6,178 and $12,328, respectively, related to a convertible note issued to the CEO of the Company on July 10, 2020. Refer to "Related Party Disclosures".

SUMMARY OF QUARTERLY RESULTS

Three months ended,	Quarter	Total revenue	Net loss	Basic and diluted net loss per share
March 31, 2022	Q1	$ 143,610	$ (1,049,458)	$ (0.02)
December 31, 2021	Q4	179,779	(1,505,575)	(0.03)
September 30, 2021	Q3	126,520	(883,070)	(0.02)
June 30, 2021	Q2	51,321	(715,868)	(0.01)
March 31, 2021	Q1	50,074	(863,176)	(0.03)
December 31, 2020	Q4	11,528	(405,458)	(0.02)
September 30, 2020	Q3	11,650	(595,436)	(0.03)
June 30, 2020	Q2	-	(117,787)	(0.01)

Historical quarterly results of operations and loss per share data do not necessarily reflect any recurring expenditure patterns or predictable trends.

Revenue has generally increased each quarter as the number of subscribers of meal deliveries has grown over time, in addition to the launch of Vegano Marketplace in the second quarter of fiscal 2021 which further increased total revenue.

The Company's expenditures and net loss are primarily driven by the availability of financing and the timing of new product and offering launches and corporate and strategic transactions. Net loss has generally increased over the previous eight quarters as corporate activities increased and the Company transitioned to a publicly listed entity in the first quarter of fiscal 2022.

OFF BALANCE SHEET ARRANGEMENTS

As at the date of this MD&A, the Company has not entered into any off-balance sheet arrangements.

LIQUIDITY AND CAPITAL RESOURCES

The following table summarizes the Company's cash flows for the three months ended March 31, 2022 and 2021:

	Three months ended March 31, 2022	Three months ended March 31, 2021
Cash used in operating activities	$ (787,523)	$ (756,042)
Cash used in investing activities	(63,547)	(263,624)
Cash provided by (used in) financing activities	(32,950)	2,886,299
Increase (decrease) in cash	(884,020)	1,866,633
Cash, beginning of period	1,439,582	2,275,929
Cash, end of period	**$ 555,562**	**$ 4,412,562**

During the three months ended March 31, 2022, the Company used cash of $787,523 in operating activities. As the Company is in its early-stage and only started carrying on business in its current capacity as of December 2020, the cash used to fund the development of its operations exceeded the cash inflows from revenue that it generated. As a result, the Company has relied on its ability to raise financing through the issuance of equity securities to obtain sufficient cash flows. There is no certainty that equity financing will continue to be available at the times and in the amounts required to fund the Company's future activities.

Cash used in investing activities for the three months ended March 31, 2022 related to the purchase of a Company van for $68,547, net of proceeds received of $5,000 from the sale of kitchen equipment. Cash used in investing activities for the three months ended March 31, 2021 related to an investment of $250,000 in common shares of Superbolt Tea Inc. and the purchase of equipment for $13,624.

Cash used by financing activities for the three months ended March 31, 2022 relates to the repurchase of 130,000 common shares for consideration paid of $32,500 and share issuance costs paid of $450. Cash generated by financing activities for the three months ended March 31, 2021 includes the proceeds on issuance of common shares of $2,263,781, proceeds received for common shares to be issued of $674,287, and proceeds from loans issued of $6,071, net of share issuance costs paid of $57,840

As at March 31, 2022, the Company had working capital of $300,335 (December 31, 2021 - $1,222,034). As at March 31, 2022, the Company has not generated profits or positive cash flows from operations. These conditions cast significant doubt about the Company's ability to continue as a going concern. The Company is dependent on its ability to develop profitable operations and to continue to raise adequate financing from external sources to carry out its business objectives.

RELATED PARTY DISCLOSURES

The Company has determined that related parties consist of the Company's Directors and its senior officers who are responsible for planning, directing and controlling the activities of the Company. From the date of incorporation on March 19, 2020 to the date of this MD&A, a summary of current and former directors and senior officers of the Company are summarized as follows:

- Conor Power, CEO and Director (appointed on March 19, 2020)
- Justin Kates, Former Director (appointed on March 19, 2020; resigned on December 18, 2020)
- Alexander McAulay, CFO (appointed on November 30, 2020)
- Kaylee Astle, Former COO (appointed on January 1, 2021; resigned January 1, 2022)
- Luka Petkovic, Former VP of Sales (appointed on March 19, 2020; resigned on March 31, 2021)
- Julie Daley, Director (appointed on August 10, 2021)
- Joel Primus, Director (appointed on August 10, 2021)

Remuneration attributed to key management personnel are summarized in the table below.

		Three months ended March 31, 2022		**Three months ended March 31, 2021**
Salaries and benefits(1)	$	85,909	$	129,923
Consulting(2)		117,658		22,857
Share-based compensation(3)		109,968		56,241
Rent (4)		3,000		-
	$	**316,535**	**$**	**209,021**

(1) Conor Power, CEO - $37,823 (2021 - $44,135); Company controlled by Kaylee Astle, former COO - $42,086 (2021 - $46,250); Luka Petkovic, former VP of Sales - $nil (2021 - $39,538); Joel Primus, director - $3,000 (2021 - $nil); Julie Daley, director - $3,000 (2021 - $nil)

(2) Company controlled by Conor Power, CEO - $101,250 (2021 - $nil);Kristin Fedchuk, fiancée of the CEO - $16,408 (2021 - $22,857)

(3) Conor Power, CEO - $nil (2021 - $31,245); Kaylee Astle, former COO - $nil (2021 - $13,279); Alex McAulay, CFO $nil (2021 - $11,717); Joel Primus, director - $15,555 (2021 - $nil); Julie Daley, director - $15,555 (2021 - $nil); Kristin Fedchuk, fiancée of the CEO - $78,858 (2021 - $nil)

(4) Kristin Fedchuk, fiancée of the CEO - $3,000 (2021 - $nil)

During the three months ended March 31, 2022, the Company incurred professional fees of $86,462 (March 31, 2021 - $33,356) to ACM Management Inc., a company controlled by Alex McAulay, CFO. The Company outsources bookkeeping, financial reporting, and corporate secretarial services to ACM Management Inc.

As at March 31, 2022, accounts payable and other liabilities include $2,769 (December 31, 2021 - $8,654) due to Conor Power, CEO for accrued salaries and benefits. The amount is non-interest bearing, unsecured and due on demand.

As at March 31, 2022, accounts payable and other liabilities include $14,875 (December 31, 2021 - $13,010) due to Kaylee Astle, former COO and/or a company controlled by her for accrued salaries and benefits and expense reimbursements. The amount is non-interest bearing, unsecured and due on demand.

As at March 31, 2022, accounts payable and other liabilities include $27,377 (December 31, 2021 - $25,000) due to ACM Management Inc., a company controlled by Alex McAulay, CFO for professional fees, as described above. The amount is non-interest bearing, unsecured and due on demand.

As at March 31, 2022, accounts payable and other liabilities include $nil (December 31, 2021 - $8,459) due to SMPL Oats, a company with common directors, for expense reimbursement. The amount is non-interest bearing, unsecured and due on demand.

As at March 31, 2022, accounts payable and other liabilities include $3,000 (December 31, 2021 - $nil) due to Joel Primus, director of the Company, for directors fees. The amount is non-interest bearing, unsecured and due on demand.

As at March 31, 2022, accounts payable and other liabilities include $3,000 (December 31, 2021 - $nil) due to Julie Daley, director of the Company, for directors fees. The amount is non-interest bearing, unsecured and due on demand.

As at March 31, 2022, accounts payable and other liabilities include $8,837 (December 31, 2021 - $5,687) due to Kristin Fedchuk, fiancée of the CEO for consulting fees. The amount is non-interest bearing, unsecured and due on demand.

As at March 31, 2022, the amount due from a related party included in other receivables consisted of $30,203 (December 31, 2021 - $nil) in advances to Conor Power, CEO, for the purpose of expenses to be incurred on behalf of the Company. This amount is non-interest bearing, unsecured and is due on demand.

All transactions with related parties were intended to be carried on the same basis as they would have occurred if the transaction was with an arm’s length party.

OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares without par value.

The Company has securities outstanding as follows:

	March 31, 2022	**Date of Report**
Common shares	56,490,465	57,925,798
Stock options	4,950,000	5,700,000
Warrants	193,600	193,600
Total – fully diluted	**61,634,065**	**63,819,398**

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed by the Company are set out in Note 3 to the audited annual financial statements for the year ended December 31, 2021 and to the condensed consolidated interim financial statements for the three months ended March 31, 2022.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Company's financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingencies at the date of the Company's financial statements, and revenue and expenses during the reporting period. Estimates and assumptions are subject to uncertainty and actual results could significantly differ from those estimated. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Significant estimates in the Company's financial statements include the following:

- Economic recoverability of intangible assets
- Useful lives of equipment and intangible assets
- Fair value of share-based payments
- Fair value of investment

The most significant judgments in applying the Company's financial statements include:

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty

Actual results could differ from management's best estimates as additional information could become available in the future and may have an impact on future periods.

RISKS ARISING FROM FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors 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:

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the degree to which the inputs used to estimate the fair values are observable:

- Level 1 – Unadjusted quoted price in active market for identical assets or liabilities;

- Level 2 - Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices);

- Level 3 - inputs for the asset or liability that are not based on observable market data.

The fair values of cash and cash equivalents, receivables, accounts payable and other liabilities and loans payable approximate their carrying values due to their short-term nature.

The Company's long-term investment is considered to represent a level 3 fair value measurement. The Company estimates the fair value of this investment based on information available to management at each reporting date, including but not limited to recent financings completed and announcements with respect to corporate transactions.

As at March 31, 2022 and December 31, 2021, the fair value of the investment was determined to be $1.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash held in bank accounts. The majority of cash is deposited in bank accounts held with a major bank and reputable online payment processing platforms. As the Company's cash is held by only one bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity by maintaining adequate cash balances and by raising equity financings. The Company has no assurance that such financings will be available on favorable terms. In general, the Company attempts to avoid exposure to liquidity risk by obtaining corporate financing through the issuance of common shares.

As at March 31, 2022, the Company had cash and cash equivalents of $555,562 to settle current liabilities of $464,731 which fall due for payment within twelve months of the statement of financial position. All of the Company's contractual obligations are current and due within one year. All of the Company's financial liabilities are due on demand.

CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and sustain the future development of its business. The capital structure of the Company comprises of all components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue common shares through private placements. The Company is not exposed to any externally imposed capital requirements. There were no changes to the capital management of the Company during the three months ended March 31, 2022.

RISKS AND UNCERTAINTIES

The following are certain risk factors and uncertainties relating to the business of the Company. These risks, described below, as well as additional risks and uncertainties not presently known to the Company, or that are currently considered immaterial, may impact the Company, operating results, liquidity and financial condition and could have material adverse affects. If any or all of these risks become increasingly significant and threaten the Company as a going concern. Refer to the Risk Factors section of the Final Prospectus.

Limited Operating History

The Company has a very limited history of operations and is considered a start-up company. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of the Company's success must be considered in light of its early stage of operations.

Negative Operating Cash Flow

The Company's business has incurred losses since its inception. Although the Company expects to become profitable, there is no guarantee that will happen, and the Company may never become profitable. The Company currently has a negative operating cash flow and may continue to have a negative operating cash flow for the foreseeable future. To date, the Company has not generated positive net income and a large portion of the Company's expenses are fixed, including expenses related to facilities, equipment, contractual commitments and personnel. As a result, the Company expects for its net losses from operations to improve. The Company's ability to generate additional revenues and potential to become profitable will depend largely on its ability to manufacture and market its products and services. There can be no assurance that any such events will occur or that the Company will ever become profitable. Even if the Company does achieve profitability, the Company cannot predict the level of such profitability. If the Company sustains losses over an extended period of time, the Company may be unable to continue its business.

Dependence on Key Personnel and Consultants

The success of the Company will be largely dependent upon the performance of its management and key employees. Failure by the Company to retain or to attract and retain additional key employees with necessary skills could have a materially adverse impact upon the Company's growth and profitability. These individuals, and the contributions they will make, are important to the future operations and success of the Company. The unexpected loss or departure of any of the key officers, employees or consultants of the Company could be detrimental to the Company's future operations. The Company's success will depend in part on its ability to attract and retain qualified personnel, as they are needed. The competition for highly skilled technical, management, sales and other employees is high in the Company's industry and the cost of hiring and retaining such personnel has been increasing. There can be no assurance that the Company will be able to engage the services of such personnel or retain the Company's current personnel.

PROPOSED TRANSACTION

On March 28, 2022, the Company and its wholly-owned subsidiary, 1355441 B.C. Ltd. ("Subco"), and SMPL Oats Ltd. ("SMPL") entered into an amalgamation agreement. Pursuant to the agreement:

- Subco will amalgamate with SMPL pursuant to the provisions of the BCBCA and the shareholders of SMPL will each receive 0.8936 shares of the Company in exchange for the cancellation of each SMPL share
- In consideration, the Company is expected to issue 28,571,428 common shares and 19,460,512 share purchase warrants to the existing shareholders of SMPL
- The share purchase warrants are exercisable into one common share of the Company and are broken down as follows:
    - 1,468,606 warrants exercisable at $0.112 expiring February 9, 2024
    - 5,808,481 warrants exercisable at $0.056 expiring July 13, 2023
    - 182,654 warrants exercisable at $0.056 expiring August 30, 2023
    - 31,812 warrants exercisable at $0.056 expiring October 8, 2023
    - 141,190 warrants exercisable at $0.056 expiring December 21, 2023
    - 5,750,000 warrants exercisable at $0.056 expiring March 25, 2024

  - 6,721,306 warrants exercisable at $0.112 expiring two years from the date of closing the acquisition
- The corporation continuing from the amalgamation will be a wholly-owned subsidiary of the Company

Completion of the transaction is subject to fulfilling all exchange, as well as any other necessary regulatory or shareholder approvals. Completion of the transaction is also subject to a number of conditions. There can be no assurance that the transaction will be completed as proposed or at all.

SUBSEQUENT EVENTS

Pursuant to a 12 month consulting agreement for services valued at $21,000 per month, on April 4, 2022, April 28, 2022 and May 31, 2022, the Company issued 175,000, 300,000 and 323,077 common shares, respectively, pursuant to this consulting agreement. As at March 31, 2022, the balance of obligation to issue shares of $10,500 related to this consulting agreement.

On April 5, 2022, the Company entered into a debt settlement agreement with ACM Management Inc., a company controlled by the Chief Financial Officer of the Company, for the issuance 187,256 common shares to settle $16,854 in amounts payable by the Company. The common shares were issued on April 6, 2022.

On April 5, 2022, the Company entered into a debt settlement agreement with a vendor for the issuance of 100,000 common shares to settle $10,500 in amounts payable by the Company. The common shares were issued on April 6, 2022.

On April 6, 2022, the Company issued 350,000 common shares to settle $31,500 in amounts payable by the Company pursuant to a debt settlement agreement with a vendor.

On April 7, 2022, the Company granted 750,000 stock options with an exercise price of $0.09 for a period of two years to a consultant of the Company. The options vested immediately.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A.