

AQUAZOOM HYDROPOWER SOLUTIONS INC.

Management's Discussion & Analysis

This management's discussion and analysis ("MD&A") is provided to enable the reader to assess material changes in financial condition and results of operations of AQUAZOOM HYDROPOWER SOLUTIONS INC. ("AHSI" or the "Company") for the year ended February 28, 2023 and one month ended July 7, 2022. This MD&A should be read in conjunction with the audited financial statements of the Company for the year ended February 28, 2023 and one month ended July 7, 2022, prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A complements and supplements, but does not form part of the Company's financial statements.

All dollar amounts contained herein are expressed in Canadian dollars unless otherwise indicated.

This MD&A has been prepared as of June 29, 2023.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

FORWARD-LOOKING INFORMATION OR STATEMENTS AND CAUTIONARY FACTORS THAT MAY AFFECT FUTURE RESULTS

Certain statements contained in the following MD&A 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 work programs, capital expenditures, timelines, strategic plans, market price of commodities or other statements that are not statement 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 currency exchange rates; uncertainty of estimates of capital and operating costs; the need to obtain additional financing and uncertainty as to the availability and terms of future financing; 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 policies 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, and are subject to change. 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 significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate. Forward-looking information or statements in this MD&A include, but are not limited to, information or statements concerning our expectations regarding the ability to raise additional funds and find additional value in the biotechnology assets held.

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 factors including: the possibility that opportunities will arise that require more cash than the Company has or can reasonably obtain; dependence on key personnel; dependence on corporate collaborations; potential delays; uncertainties related to early stage of technology and product development; uncertainties as to fluctuation of the stock market; uncertainties as to future expense levels and the possibility of unanticipated costs or expenses or cost overruns; and other risks and uncertainties which may not be described herein. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.

BUSINESS OVERVIEW

AQUAZOOM HYDROPOWER SOLUTIONS INC. ("AHSI" or the "Company") was incorporated under the British Columbia Business Corporations Act as a wholly-owned subsidiary of a reporting issuer, Explorinvest Capital Corp. ("Explorinvest") on March 11, 2021. On April 1, 2021, Explorinvest and AquaZoom AG entered into a letter of intent (the

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“LOI”) providing for the amalgamation of the Company and AquaZoom AG to form the Issuer to commence operations in business to implement hydro vortex technology in sustainable power generation projects. The agreement expired and was terminated.

Explorinvest entered into an arrangement agreement (the “Arrangement Agreement”) with its wholly- owned subsidiary: AHSI. Under the terms of the Arrangement Agreement, Explorinvest would complete a plan of arrangement (the “Plan of Arrangement”) which would divest Explorinvest of the asset consisting of the LOI, which would be divested to the Company in consideration of 14,403,698 common shares of the Company.

Explorinvest received shareholder approval to the Arrangement at an annual general and special meeting of shareholders held on December 17, 2021, and received final approval to the Arrangement from the Supreme Court of British Columbia on January 7, 2022. Shares for the plan of Arrangement have been issued on July 7, 2022.

On September 13, 2022 Explorinvest entered into a business combination agreement (the “Agreement”) with StickIt Ltd., an Israeli private company ("StickIt"). Pursuant to the Agreement, the Company and StickIt have agreed to a proposed arm's length acquisition (the "Transaction") by the Company of 100% of the issued and outstanding securities of StickIt in exchange for the issuance of securities of the Company. The Transaction is intended to constitute the Company's Reverse Take- Over. On closing of the Transaction, the business of the Company will be the business of StickIt. The Company will seek shareholder approval for special matters in connection with the Transaction, to the extent required by applicable law or as deemed advisable by the parties. The Transaction is conditional on, among other things, the Company receiving an independent valuation of Stickit at or above \$50,000,000.00 (fifty million dollars) and the Company completing one or more private placement(s) (collectively, the “Concurrent Financings”) for gross proceeds of an aggregate of CA\$3,000,00. Unless the parties agree otherwise, the Agreement will terminate if, among other things, the Transaction did not complete by March 31, 2023. However, the management has plan to seek an extension.

The Company's head office is located at 302-370 Esplanade East, North Vancouver, British Columbia, V7L 1A4.

SELECTED ANNUAL INFORMATION

The Company's Financial Statements for the year ended for the year ended February 28, 2023 and one month ended July 7, 2022 have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”). The following selected financial information is taken from the annual financial statements and should be read in conjunction with those statements.

	February 28, 2023 (8months) \$	July 7, 2022 (1 month) \$
Cash	100	100
Total assets	100	100
Total liabilities	14,954	-
Shareholders' equity	(14,854)	100
Deficit	(14,954)	-
Revenue	-	-
Net and comprehensive loss	(14,954)	-
Basic and diluted loss per share	(0.001)	-

RESULTS OF ANNUAL OPERATIONS

For the year ended February 28, 2023 compared to one month ended July 7, 2022:

During the year ended February 28, 2023, the Company incurred a net loss and comprehensive loss of \$14,954 compared to a net loss and comprehensive loss of \$NIL for one month ended July 7, 2022. This loss is primarily a result of the following:

- (i) Professional fees increased by \$10,474 to \$10,474 (2022 - \$NIL), these fees were made up primarily of accounting and legal fees.
- (ii) Transfer agent and regulatory fees increased by \$4,480 to \$4,480 (2022 - \$NIL).

RESULTS OF OPERATIONS AND SELECTED QUATERLY FINANCIAL DATA

The following table provides summary financial data prepared in accordance with IFRS:

Selected quarterly financial data

	Quarter ended	Revenue	Net income (loss)	Net income (loss) and comprehensive income (loss)	Basic and diluted earnings (loss) per common share
Q4/21	February 28, 2023	-	(9,476)	(9,476)	(0.001)
Q3/22	November 30, 2022	-	(1,575)	(1,575)	(0.00)
Q2/22	August 31, 2022	-	(3,903)	(3,903)	(0.00)
Q1/22	July 1, 2022**	-	-	-	0.00
Q4/21	May 31, 2022	-	-	-	0.00
Q3/21	February 28, 2022	-	-	-	0.00
Q2/21	November 30, 2021	-	-	-	0.00
Q1/21	August 31, 2021	-	-	-	0.00
Q4/20	May 31, 2021*	-	-	-	0.00

* From March 11, 2021, date of incorporation to May 31, 2021

** One Month Period Ended July 7, 2022

For the three months ended February 28, 2023, and 2022

During the three months ended February 28, 2023, the Company incurred a net loss and comprehensive loss of \$9,476 compared to a net loss and comprehensive loss of \$NIL as of February 28, 2023, 2022. This loss is primarily a result of the following:

- (i) Professional fees of \$8,899 (2022 - \$NIL), these fees were made up primarily of accounting and legal fees.
- (ii) Transfer agent and regulatory fees of \$577 (2022 - \$NIL).

OUTSTANDING SHARE DATA

As at February 28, 2023, there are:

- 14,403,698 common shares outstanding;
- No warrants outstanding or stock options

LIQUIDITY AND CAPITAL RESOURCES

The Company does not have sufficient working capital to continue operations in the normal course for the foreseeable future and will require additional financing to remain financially solvent.

The Company's financial statements for the year ended February 28, 2023 have been prepared on a going concern basis, which assumes that the Company will continue in operation in the foreseeable future and will be able to realize its assets and settle its liabilities in the normal course of business. For the year ended February 28, 2023, the Company incurred an operating loss of \$14,954 and has incurred accumulated losses of \$14,954 since inception. AHSI has a business combination agreement with StickIt Ltd., an Israeli private company in the business of manufacturing a cannabis based product marketed internationally where the product is permitted legally and therefore, until the acquisition is completed, has no regular source of income, other than interest income it may earn on funds invested in short-term deposits. As a result, AHSI's ability to conduct operations is based on its current cash and its ability to raise funds, primarily from equity sources, and there can be no assurance that AHSI will be able to do so.

To the extent that the Company continues to incur losses and its resources are insufficient to fund the Company until profitability is reached, the Company will need to raise additional funds through debt or equity financing. If additional funds

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are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced, and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock.

No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. If adequate funds are not available, the Company may be required to delay expenditures or acquisitions.

Management is currently investigating a range of strategic options available with a view to generating income sufficient to pay its liabilities and ongoing operating expenses, and maximizing shareholder value.

For the year ended February 28, 2023, cash used in operating activities was \$NIL (2022-\$NIL).

For the period ended February 28, 2023, cash used by investing activities was \$Nil (2022-\$NIL).

For the period ended February 28, 2023, cash provided by financing activities was \$Nil (2022-\$100).

RELATED PARTY TRANSACTIONS

Key management personnel are persons responsible for planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

For the period ended February 28, 2023, the Company incurred \$NIL (2022-\$NIL) for consulting or management fees provided by directors and had \$1,575 (2022-\$NIL) balance in accounts payable due to CFO who paid for professional fee related to the interim financial statements.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, taxes recoverable, accounts payable, and due to the related parties, the fair values of which are considered to approximate their carrying values due to their short-term maturities.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Strategic and operational risks

Strategic and operational risks are risks that arise if the Company fails to carry out business operations and/or to raise sufficient equity and/or debt financing in financing development. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at February 28, 2023, the Company had \$14,954 accounts payable outstanding and the carrying value of cash and cash equivalents was \$100.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at February 28, 2023 the Company had a cash balance of \$100 and current liabilities of \$14,954.

Interest risk

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements for the year ended February 28, 2023.

SIGNIFICANT ACCOUNTING POLICIES

Please refer to the February 28, 2023 and one month ended July 7, 2022 audited financial statements of the Company for details on significant accounting policies.

RECENT ACCOUNTING PRONOUNCEMENTS

Various pronouncements have been issued by the International Accounting Standards Board (IASB) or IFRS Interpretations Committee that will be effective for future accounting periods. The company closely monitors new accounting standards as well as amendments to existing standards and assesses what impact, if any, they will have on the financial statements. Most of the standards are not expected to have a material impact to the company but one standard that is applicable and currently being evaluated is summarized below.

In February 2021, the IASB issued narrow-scope amendments to IAS 1, Presentation of Financial Statements, IFRS Practice Statement 2, Making Materiality Judgements, and IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors. The amendments require the disclosure of material accounting policy information rather than disclosing significant accounting policies, and clarify how to distinguish changes in accounting policies from changes in accounting estimates. The amendments are effective for annual periods beginning on or after January 1, 2023, although earlier application was permitted. We are currently assessing the impacts of the amended standards but do not expect a significant impact to our financial disclosures.

RISKS AND UNCERTAINTIES

These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company.

The financing and development of the Issuer's business are subject to a number of factors, including laws and regulations in the areas of taxation, permitting and others, including hiring qualified people, and obtaining necessary services in jurisdictions where the Issuer operates. The current trends relating to these factors are favorable but could change at any time and negatively affect the Issuer's operations and business.

Start-Up Venture

As a start up venture the Company's prospects are affected by the risks, expenses, and difficulties frequently encountered by companies in the growth stage, particularly companies in highly competitive markets. As an early growth stage company, the risks include, but are not limited to, evolving and unpredictable business models and growth management. To address these risks, the Company must, among other things, expand its customer base, implement and successfully execute its business and marketing strategy, continue to develop and upgrade its operations, provide superior service to customers, respond to competitive developments, and attract, retain, and motivate qualified personnel. There is no assurance that it can be profitable in the future.

The success of the Company is dependent upon certain factors that may be beyond the Company's control. There is no assurance that it can raise the funds required to operate.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include lost records, loss or damage or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in marketing and financial corporations. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and

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in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

ADDITIONAL INFORMATION

Additional information pertaining to the Company is available on the SEDAR website at www.sedar.com.

APPROVAL

The Company's Board of Directors has approved the Company's financial statements for the year ended February 28, 2023 and one month ended July 7, 2022. The Company's Board of Directors has also approved the disclosures contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and is available on www.sedar.com.

Vancouver, BC

June 28, 2023