TWO OWLS VENTURES CORP.
INTERIM MD&A – QUARTERLY HIGHLIGHTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018

Background and Corporate Update

This Management Discussion and Analysis – Quarterly Highlights ("Quarterly Highlights") for Two Owls Ventures Corp. ("Two Owls" or the "Company") is prepared as at November 27, 2018 and should be read in conjunction with the Company's unaudited condensed interim financial statements for the nine months ended September 30, 2018 and in conjunction with its audited financial statements as at December 31, 2017 and for the period from incorporation on August 16, 2017 to December 31, 2017.

The unaudited condensed interim financial statements for the nine months ended September 30, 2018 have been prepared in accordance with International Financial Reporting Standard ("IFRS") and with International Accounting Standard 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB").

All dollar figures included therein and in the following Quarterly Highlights are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com. The head office of the Company is located at Suite 1100 – 1111 Melville Street, Vancouver, BC, V6E 3V6.

The Company is a Capital Pool Corporation (a "CPC"), defined by Policy 2.4 of the TSX-Venture Exchange ("TSX-V" or the "Exchange"). As a CPC, the Company's immediate objective is to identify and acquire either operating assets or a business, subject to shareholders' approval, that meet the criteria of a Qualifying Transaction, as defined by the TSX-V ("Qualifying Transaction"). Until such time that a Qualifying Transaction is completed, the Company will have no significant revenue and will incur expenses primarily for Qualifying Transaction investigation, TSX-V listing and filing requirements, professional services and office facilities and administration, subject to certain restrictions under Policy 2.4.

On November 7, 2018 Two Owls reported that the Company and Minerva Intelligence Inc. ("Minerva") had entered into a binding letter agreement (the "Letter Agreement") dated November 6, 2018 pursuant to which Two Owls will acquire all of the issued and outstanding shares in the capital of Minerva pursuant to a reverse-takeover transaction (the "Transaction"). The Transaction will constitute Two Owls' Qualifying Transaction, as defined in Exchange Policy 2.4 – Capital Pool Companies. The Transaction will be effected by way of a plan of arrangement, whereby Two Owls will acquire from the shareholders of Minerva, 100% of the issued and outstanding common shares of Minerva and Minerva will become a wholly owned subsidiary of Two Owls.

Minerva Intelligence Inc.

Minerva is a private Ontario corporation based in Vancouver, British Columbia, Canada. Minerva was incorporated on May 17, 2017; and its sole business has been to develop and market artificial intelligent (AI) software products.

The founders conceived and built the AI software based on decades of experience and expertise developed while working in the geological and cognitive computing fields. Minerva's MMI™ system ("the MMI™ system" or the "Software") combines human domain expertise (e.g., mineral exploration or landslide models) with information from public and private databases in a cognitive computer reasoning system to carry out complex tasks faster and more thoroughly than can be done by human beings. Knowledge engineering, logic programming and reasoning with uncertainty are key elements of Minerva's Software.

Minerva's MMI™ system has been developed to function in multiple diverse problem domains. In each domain in which it is deployed, a key element of its effective operation is the domain knowledge base and models deployed alongside the available voluminous and otherwise unwieldy data to which such knowledge base and models are applied. For this reason, Minerva gives its systems different names for the different domains within which it is deployed. Minerva's principal existing products are:

- MineMatch®: identifies mineral exploration targets in exploration data sets which are too vast and complex for humans to effectively evaluate.
- HazardMatch™: identifies and evaluates landslide hazards. Management believes that this product has potential applications in additional areas having similar requirements.
- MetMatch™: identifies and manipulates data in a metallurgical context.

Minerva is currently focused on applying its MineMatch® system (part of the MMI™ system) as a software service for enhancing the success rate of minerals exploration. Although mineral deposits are rare and complex with many different attributes, more than 100 years of scientific research has produced many powerful models used to predict where mineral deposits are most likely to occur. Minerva's MineMatch® system combines the power of human knowledge and experience with computer speed and reasoning to streamline mineral discovery. The principal market for Minerva's MineMatch® system lies with mineral exploration companies and institutions, both governmental and non-governmental, that promote minerals exploration, such as geological surveys and the World Bank.

Qualifying Transaction Terms

The Transaction will be effected by way of a plan of arrangement, whereby (i) Two Owls will incorporate a new Ontario subsidiary ("Subco"), (ii) Two Owls, Subco and Minerva will effect a three cornered amalgamation whereby Minerva and Subco will amalgamate and the shareholders of Minerva will receive shares of Two Owls, and (iii) Minerva will become a wholly owned subsidiary of Two Owls.

Subject to compliance with Exchange policies, Two Owls will first complete a consolidation of its common shares at a ratio of two (2) existing common shares for one (1) post-consolidation common share (the "Consolidation") immediately prior to and as a condition of the closing of the Transaction. The number of common shares issuable on exercise of outstanding Two Owls options will be adjusted accordingly based on the Consolidation ratio. Following the Consolidation, Two Owls will have 3,100,000 common shares outstanding and 510,000 stock options, including agent's options, outstanding with an exercise price of $0.20.

Pursuant to the arrangement, Two Owls will acquire from the shareholders of Minerva all of the issued and outstanding common shares of Minerva (the "Minerva Common Shares") and in consideration therefor, subject to Exchange approval, Two Owls will issue to each shareholder of Minerva five (5) post-Consolidation common share in the capital of Two Owls in exchange for each Minerva Common Share held by such shareholder. In addition, Two Owls will issue options in replacement of options outstanding in the capital of Minerva.

In conjunction with closing of the Transaction, the Company will change its name to "*Minerva Intelligence Inc*." or similar name to reflect its new business.

Closing of the Transaction is subject to certain conditions precedent first being met, including:

(i) negotiation and execution of a definitive arrangement agreement;

(ii) completion of the Consolidation and name change, referred to above;

(iii) approval of the Minerva shareholders and the Ontario Superior Court to the arrangement;

(iv) Exchange approval to the Transaction; and

(v) the resignation of the officers and directors of Two Owls, and the appointment of Minerva representatives.

Capital Structure

Minerva currently has issued and outstanding: (i) 7,715,001 Minerva Common Shares; and (ii) 390,000 stock options exercisable at $1.2669 per share. On closing, Two Owls will issue 38,575,005 post-consolidated shares and

1,950,000 options (exercisable at $0.2534 per share); such that there will be an aggregate of 41,675,005 shares and 2,460,000 options outstanding in the capital of the Company. An estimated 5,266,675 shares will be subject to escrow.

In addition and in accordance with the policies of the Exchange, the Company intends to pay finders' fees in connection with the Transaction through the issuance of 1,000,000 post-Consolidation shares of the Company.

Financing

Minerva recently completed two private placements of (i) 2,765,000 shares at US$1.00 per share for gross proceeds of US$2,765,000, and (ii) 1,450,000 shares at US$2.50 per share for gross proceeds of US$3,625,000. Minerva's working capital as of September 30, 2018 was $5,115,809. It is not anticipated there will be a concurrent financing undertaken in conjunction with the Transaction. No funds have been or will be advanced by Two Owls to Minerva prior to closing of the Transaction.

Other Matters

Trading of Two Owls' common shares will remain halted pending completion of the Transaction, subject to the earlier re-commencement of trading only upon Exchange approval and the filing of required materials with the Exchange as contemplated by Exchange policies.

The proposed Transaction is not a Non-Arm's Length Qualifying Transaction (as defined in Exchange Policy 2.4); and consequently the Transaction will not be subject to approval by the Company's shareholders.

No sponsor has been engaged by Two Owls regarding the proposed Transaction, and Two Owls will be making application to the Exchange for waiver of sponsorship.

Initial Public Offering

On March 14, 2018, the Company completed its initial public offering ("IPO") of 4,000,000 common shares at $0.10 per common share for gross proceeds of $400,000, and on March 26, 2018 the Company's shares commenced trading on the TSX-V under the symbol "OWL.P". The Company paid a cash commission of 10% of the gross proceeds, paid a corporate finance fee of $10,000 and issued to the IPO agent, Leede Jones Gable Inc., 400,000 agent's options (the "Agent's Options") to purchase an aggregate of 400,000 common shares of the Company at an exercise price of $0.10 per share. The Agent's Options expire on March 26, 2020.

Following the IPO, the Company has 6,200,000 common shares outstanding of which 2,200,000 are held in escrow and will be released over a 36-month period following the completion of a Qualifying Transaction. In addition, on March 26, 2018, the Company granted 620,000 incentive stock options to its directors, which are exercisable for a period of two years from the date of grant at an exercise price of $0.10 per common share.

Analysis of the Company's Financial Performance and Condition

The Company reported a loss of $5,397 ($nil per share) for the three months ended September 30, 2018. The loss was comprised of $225 of filing and listing fees, $2,511 of professional fees, $1,800 of office and administration and $861 of transfer agent fees.

The Company reported a loss of $60,842 ($0.02 per share) for the nine months ended September 30, 2018. The loss was comprised of $14,045 of filing and listing fees, $12,951 of professional fees, $4,201 of office and administration, $2,414 of transfer agent fees, and $27,231 of share based payments related to the grant of stock options (see above).

The Company reported a loss of $5,432 ($nil per share) for the period from incorporation on August 16, 2017 to September 30, 2017. The loss was comprised of $5,415 of professional fees and $17 of office and administration.

The Company anticipates incurring professional fees, such as legal fees and accounting and audit fees, and transfer agent fees, on an ongoing basis. A significant portion of the filing and listing fees relate to the Company's initial listing on the TSX-V and IPO, and as such, are expected to be non-reoccurring. The costs recognized for the grant of the incentive stock options are also expected to be non-reoccurring.

Liquidity and Changes to Expense Structure

As a CPC, the Company's routine expenses are limited to general administrative costs such as TSX-V listing and filing fees, audit fees and accounting fees, and transfer agent fees. When the Company has identified a potential Qualifying Transaction, additional legal or other transaction-related costs may be incurred, regardless of whether or not the transaction is ultimately completed. It is uncertain as to when a Qualifying Transaction can be completed as a successful Qualifying Transaction may depend on identifying a viable commercial enterprise, the availability of financing for the resulting issuer, and TSX-V approval. However, the Company's current cash balance (post-IPO) will be sufficient to maintain on-going operations for the next 12 months and to pursue a potential Qualifying Transaction, should one arise.

Related Party Transactions

There were no related party transactions during the nine months ended September 30, 2018, other than the granting of options to the Directors.

Forward-Looking Statements

Certain statements contained in the Quarterly Highlights may constitute forward-looking statements. Such forward-looking statements involve a number of 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 such forward-looking statements. These risks include, but are not limited to, the Company completing a Qualifying Transaction, and its ability to raise sufficient capital for short-term operations and to fund a Qualifying Transaction. Readers are cautioned not to place undue reliance on these forward-looking statements.