

AUDREY CAPITAL CORPORATION

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2022

This management's discussion and analysis ("MD&A") focuses on significant factors that affected Audrey Capital Corporation ("Audrey" or the "Company") during the nine months ended September 30, 2022. This MD&A should be read in conjunction with the accompanying unaudited interim financial statements and related notes thereto for the nine months ended September 30, 2022 (the "Financial Report") and the notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts presented in this MD&A are stated in Canadian dollars unless otherwise indicated.

Additional information related to Audrey is available on SEDAR at www.sedar.com.

This MD&A contains information up to and including October 18, 2022.

FORWARD-LOOKING INFORMATION

Certain statements in this report 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. For more information on forward-looking information, please refer to page 9 of this MD&A.

COMPANY OVERVIEW

The Company was incorporated on March 9, 2021 under the Business Corporations Act of British Columbia. The Company filed its final prospectus on SEDAR on September 27, 2021 is classified as a reporting issuer under the British Columbia Securities Commission ("BCSC").

The Company's Initial Public Offering (the "IPO") was completed on November 26, 2021, and the Company is classified as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. As a CPC, the Company's objective will be to identify and acquire either operating assets or a business, subject to regulatory approval, that meet the criteria of a Qualifying Transaction as defined by the TSX-V.

COMPANY DEVELOPMENTS AND OUTLOOK

On September 27, 2021, the Company filed its final prospectus on SEDAR, and on November 26, 2021, completed its IPO on the TSX-V.

RESULTS OF OPERATIONS

For the nine months ended September 30, 2022 and from incorporation on March 9, 2021 to September 30, 2021.

The Company incurred a net loss of \$137,799 for the nine months ended September 30, 2022. The Company incurred a net loss of \$51,564 for the period from incorporation on March 9, 2021, to September 30, 2021.

The following is summary of operating costs:

	Nine months ended September 30, 2022		From incorporation on March 9, 2021 to September 30, 2021	
EXPENSES				
Filing fees	\$	13,686	\$	11,196
General and administrative		27,000		18,193
Investor relations		375		-
Professional fees		7,779		22,175
Stock-based compensation		88,959		-
Total operating expenses	\$	137,799	\$	51,564

The significant expenditures for the nine months ended September 30, 2022 can be described as follows:

- Share-based payments expense for 500,000 stock options granted at \$0.10 per share to officers and directors of the Company.
- Accounting, corporate secretary, office and administrative costs in the amount of \$27,000.
- SEDAR and TSX-V filing fees in the amount of \$12,843

The significant expenditures for the period from incorporation on March 9, 2021 to September 30, 2021 period can be described as follows:

- Accrual of audit fees in the amount of \$18,000.
- Accounting, corporate secretary, office and administrative costs in the amount of \$18,000.
- SEDAR and TSX-V filing fees in the amount of \$11,196.

AUDREY CAPITAL CORPORATION
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2022

SUMMARY OF QUARTERLY RESULTS

The following is a summary of quarterly results for the six most recently completed quarters since incorporation on March 9, 2021.

	Three months ended	Three months ended	Three months ended	Three months ended	Three months ended	From incorporation on March 9, 2021 to June 30, 2021
	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021	Sep 30, 2021	
Loss for the period	\$ 13,191	\$ 18,091	\$ 106,517	\$ 233,389	\$ 15,685	\$ 35,879
Loss per share basic and diluted	\$ 0.001	\$ 0.001	\$ 0.005	\$ 0.013	\$ 0.001	\$ 0.003

The Results of Operations section above provides information regarding the significant expenditures for the period from incorporation on March 9, 2021 to September 30, 2022. During the period from incorporation on March 9, 2021 to September 30, 2021 the Company incurred costs related to incorporation and accrued costs for the Company's initial audit related to the Company's IPO. During the three months ended September 30, 2021, the Company incurred costs related to filing fees, accounting and administrative fees and reimbursements, legal costs, and accrued costs for the annual audit. During the three months ended December 31, 2021, the Company incurred costs related to accounting and administrative fees, reimbursements and accrued costs for the annual audit and share-based payments expense. During the three months ended March 31, 2022, the Company incurred costs related to accounting and administrative fees, filing fees and share-based payments expense. During the three months ended June 30 and September 30 2022, the Company incurred costs related to accounting and administrative fees and filing fees.

LIQUIDITY AND CAPITAL RESOURCES

As at:	September 30, 2022
Working capital	\$ 1,031,135
Total assets	1,031,583
Total liabilities	448
Share capital	1,207,151
Reserves	246,736
Deficit	(422,752)

The Company had cash of \$1,030,478 as at September 30, 2022.

At present, the Company has no operations that generate cash flow and its financial success is dependent on the Company's ability to successfully raise required funding through future equity issuances, asset sales, or a combination thereof.

Many factors influence the Company's ability to raise funds, including the health of global prices, the Company's track record, and the experience and quality of its management team. The Company relies on equity financings and the exercise of options and warrants to fund its acquisitions and its general and administrative expenses.

There is no guarantee that the Company will be able to secure additional financing in the future at terms that are favorable. To date, the Company has not used debt or other means of financing to further its operations, and the Company has no plans to use debt financing at the present time.

OUTSTANDING SHARE DATA

Refer to Note 4 of the Company's financial statements for the nine months ended September 30, 2022.

a) Common Shares

As at September 30, 2022, and as at the date of this MD&A, the Company had 20,000,000 common shares issued and outstanding. On March 31, 2021, the Company closed a private placement for 13,100,000 shares at a price of \$0.05 per share for total proceeds of \$655,000 (the "Seed Shares") and closed another private placement on August 3, 2021, for 400,000 shares at a price of \$0.05 per share for total proceeds of \$20,000. On November 26, 2021, the Company completed its IPO where it issued 5,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$500,000. On January 7, 2022, the Company closed a non-brokered private placement for the sale of 1,500,000 common shares at a price of \$0.10 per share for gross proceeds of \$150,000.

Upon completion of the IPO and reclassification of the Company as a Capital Pool Corporation ("CPC"), these Seed Shares will be transferred to escrow and will be released ratably over an 18-month period following the completion of the Company's Qualifying Transaction.

b) Stock Options

On May 12, 2021, the Board of Directors adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may, from time to time in its discretion and in accordance with TSX-V regulations, grant to Directors, Officers, employees or management company employees, and consultants to the Company, non-transferrable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 10 years from the date of the grant. Vesting terms will be determined at the time of grant by the Board of Directors.

Upon its IPO, the Company granted 1,800,000 stock options to Directors and Officers of the Company, exercisable at a price of \$0.10 for a five-year period following the date of their grant. During the nine months ended September 30, 2022, a total of 500,000 stock options were granted exercisable at \$0.10 for a five-year period and a total of 300,000 stock options were cancelled by the Company.

AUDREY CAPITAL CORPORATION
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2022

c) Share Purchase Warrants

In conjunction with its IPO, the Company granted 500,000 agent warrants exercisable into common shares of the Company at \$0.10 per share with an expiry date of November 26, 2026.

As at September 30, 2022 and as of the date of this MD&A, the issued and outstanding shares, options and warrants of the Company are as follows:

Shares	20,000,000
Options	2,000,000
Warrants	500,000

RELATED PARTY TRANSACTIONS

Related party transactions are measured at the amounts agreed upon by the parties. Related party transactions for the period from January 1, 2022 to September 30, 2022 are as follows:

- a) A company owned by a Director, Ian Slater, recharged costs in the amount of \$27,000 for the period from January 1, 2022 to September 30, 2022.
- b) Compensation of directors and members of key management personnel through share-based payments totalled \$88,959 for the period from January 1, 2022 to September 30, 2022.

Related party transactions for the period from incorporation on March 9, 2021 to September 30, 2021 are as follows:

- a) A company owned by a Director, Ian Slater, recharged costs in the amount of \$18,000 for the period from incorporation on March 9, 2021 to September 30, 2021.
- b) Farris LLP, in which two Directors; Jay Sujir and Peter M. Roth, are partners provided legal services to the Company in the amount of \$74,321 for the period from incorporation on March 9, 2021 to September 30, 2021.

FINANCIAL INSTRUMENTS

Refer to Note 6 of the Company's financial statements for the nine months ended September 30, 2022 for disclosure regarding the Company's financial instruments. The Company has designated its cash and amounts receivable as financial assets at amortized cost and accounts payable and accrued liabilities as financial liabilities at amortized cost.

Fair Value

Management has assessed that fair values of cash, GST receivables, and accounts payable and accrued liabilities approximate their carrying amounts, largely due to the short-term maturities of these instruments. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

As at September 30, 2022, the fair value of cash held by the Company was classified as Level 1 of the fair value hierarchy.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would potentially affect current or future operations or the financial condition of the Company.

PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

SUBSEQUENT EVENTS

There are no subsequent events occurring from September 30, 2022 to the date of this report.

CONTINGENCIES

The Company may be subject to various contingent liabilities that occur in the normal course of operations. The Company is not aware of any pending or threatened proceedings that would have a material adverse effect on the financial condition or future results of the Company.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of liabilities at the date of the financial statements, and the reported amounts of expenses during the reporting period. Actual reports could differ from management's estimates. The accounting estimates and judgments considered to be significant to the Company include the computation of share-based payments expense and warrants.

The Company uses the fair-value method of accounting for incentive stock options and warrants granted, modified, or settled. Under this method, the costs attributable to options granted are measured at fair value at the grant date and expensed over the vesting period. In determining the fair value, the Company makes estimates of the expected volatility of the stock, the expected life of the options, and an estimated risk-free interest rate. Changes to these estimates could result in the fair value of the share-based payments costs being less than or greater than the amount recorded. In determining the fair value of the warrants, the Company makes estimates of the expected volatility of the stock, the expected life of the warrants, and an estimated risk-free interest rate.

CHANGES IN ACCOUNTING POLICIES

The Company has not made any changes to accounting policies during period from January 1, 2022 to September 30, 2022. Refer to Note 3 of the Company's unaudited interim financial statements for the nine months ending September 30, 2022.

RISKS AND UNCERTAINTIES

The following are risk factors associated with the Company:

- a) the Company has not commenced commercial operations and has no assets other than cash, amounts receivable, and prepaid expenses. It has no history of earnings, and shall not generate earnings or pay dividends until at least after completion of the Qualifying Transaction;
- b) investment in the common shares of the Company highly speculative given the proposed nature of the Company's business and its present stage of development;
- c) the directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;
- d) there can be no assurance that an active and liquid market for the Company's common shares exists and an investor may find it difficult to resell its common shares;
- e) until completion of a Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- f) the Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction;
- g) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to successfully complete the transaction;
- h) completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the TSX-V and, in the case of a Non Arm's Length Qualifying Transaction (as such term is defined in the policies of the TSX-V), Majority of the Minority Approval (as such term is defined in the policies of the TSX-V);
- i) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Company of fair value for the Common Shares;
- j) upon public announcement of a proposed Qualifying Transaction, trading in the common shares will be halted and will remain halted for an indefinite period of time, typically until a Sponsor (as such term is defined in the policies of the TSX-V) has been retained and certain preliminary reviews have been conducted. The common shares will be reinstated to trading before the TSX-V has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Company completing the proposed Qualifying Transaction;

- k) Trading in common shares may be halted at other times for other reasons, including for failure by the Company to submit documents to the TSX-V in the time periods required;
- l) the TSX-V will generally suspend trading in the Company's common shares or delist the Company in the event that the TSX-V has not issued a Final Exchange Bulletin within 24 months from the date of listing;
- m) neither the TSX-V nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- n) in the event that management of the Company resides outside of Canada or the Company identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service of notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts; and
- o) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to an investor, which dilution may be significant and which may also result in a change of control of the Company.

As a result of these factors, this Offering is only suitable to investors who are willing to rely solely on management of the Company and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the common shares.

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

As permitted, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements and respective accompanying Management's Discussion and Analysis. In contrast to the certificates under National Instrument ("NI") 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting as defined in NI 52-109.

FORWARD-LOOKING INFORMATION

This MD&A contains “forward-looking information” (also referred to as “forward-looking statements”) within the meaning of applicable Canadian securities legislation. Forward-looking statements are provided for the purpose of providing information about management’s current expectations and plans and allowing investors and others to get a better understanding of the Company’s operating environment. All statements, other than statements of historical fact, are forward-looking statements.

In this MD&A, forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic, and competitive uncertainties and contingencies that may cause the Company’s actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking statements include, without limitation, the uncertainties associated with: potential acquisitions, financing of the Company’s acquisitions and other activities, and the overall impact of misjudgments made in good faith in the course of preparing forward-looking information.

Forward-looking statements involve risks, uncertainties, assumptions, and other factors, including those set out below, that may never materialize, prove incorrect, or materialize other than as currently contemplated, which could cause the Company’s results to differ materially from those expressed or implied by such forward-looking statements. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, or future events or performance (often, but not always, identified by words or phrases such as “expects”, “is expected”, “anticipates”, “believes”, “plans”, “projects”, “estimates”, “assumes”, “intends”, “strategy”, “goals”, “objectives”, “potential”, “possible” or variations thereof or stating that certain actions, events, conditions or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of fact, and may be forward-looking statements.

Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including without limitation:

- the ability of the Company to successfully acquire assets;
- access to funding to support the Company’s strategic plans and/or operating activities in the future;
- the volatility of currency exchange rates and global prices;
- the continued participation in the Company of certain key employees; and
- risks normally incident to the acquisition.

This list is not exhaustive of the factors that may affect any of the Company’s forward-looking statements. Investors are cautioned not to put undue reliance on forward-looking statements, and investors should not infer that there has been no change in the Company’s affairs since the date of this report that would warrant any modification of any forward-looking statement made in this document and other documents periodically filed with or furnished to the relevant securities regulators. All subsequent written and forward-looking oral statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events, or otherwise, subject to the Company’s disclosure obligations under applicable Canadian securities regulations. Investors are urged to read the Company’s filings with Canadian securities regulatory agencies, which can be viewed online at www.sedar.com.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A on October 18, 2022. A copy of this MD&A is filed on SEDAR.