

AUDREY CAPITAL CORPORATION

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

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, 2023 and to the date of this report. This MD&A should be read in conjunction with the accompanying financial statements and related notes thereto for the nine months ended September 30, 2023 (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.sedarplus.ca.

This MD&A contains information up to and including November 14, 2023.

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 8 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 and is classified as a reporting issuer under the British Columbia Securities Commission ("BCSC") as principal regulator, as well as Alberta, Manitoba, and Ontario.

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 June 26, 2023, Audrey announced it has entered into an qualifying transaction agreement dated June 23, 2023 (the "Qualifying Transaction Agreement") with Applied Graphite Technologies Corporation ("AGT"), a private company incorporated under the Business Corporations Act (British Columbia), pursuant to which the Corporation will acquire all of the issued and outstanding securities of AGT by way of a three-cornered amalgamation with a wholly-owned subsidiary of the Corporation ("Subco") to be incorporated under the laws of the Province of British Columbia, with such acquisition (the "Proposed Transaction") constituting a reverse take-over of the Corporation, subject to certain terms and conditions. The Company, as the resulting issuer following the completion of the Proposed Transaction (the "Resulting Issuer"), will continue the business of AGT. The Company intends that the Proposed Transaction will

AUDREY CAPITAL CORPORATION
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

constitute its Qualifying Transaction, as such term is defined in TSXV Policy 2.4 Capital Pool Companies. In connection with the Proposed Transaction, AGT and the Company will issue subsequent news releases setting out further information contemplated in Policy 2.4. On closing of the Proposed Transaction, it is anticipated that the common shares of the Resulting Issuer (the "Resulting Issuer Shares") will be listed for trading on the TSXV.

RESULTS OF OPERATIONS

For the nine months ended September 30, 2023 and September 30, 2022

The Company incurred a net loss of \$122,437 for the nine months ended September 30, 2023. The Company incurred a net loss of \$137,799 for the nine months ended September 30, 2022.

The following is a summary of operating costs:

	Nine months ended September 30, 2023		Nine months ended September 30, 2022	
EXPENSES				
Professional fees	\$	72,513	\$	7,778
General & Administrative		27,000		27,000
Filing fees		17,034		13,686
Investor relations		5,890		375
Share-based payments		-		88,960
Total operating expenses	\$	122,437	\$	137,799

The significant expenditures for the nine months ended September 30, 2023 can be described as follows:

- Professional fees consisting of \$11,872 for accounting fees and \$60,641 for legal fees;
- General & Administrative costs consisting of accounting and administrative fees and reimbursements of \$27,000; and
- Filing fees mostly consisting of SEDAR and TSX-V filing fees of \$16,915.

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

- General & Administrative costs consisting of accounting and administrative fees and reimbursements of \$27,000;
- Filing fees mostly consisting of SEDAR and TSX-V filing fees in the amount of \$12,843; and
- Share-based payments expense for 500,000 stock options granted at \$0.10 per share to employees, officers and directors of the Company.

AUDREY CAPITAL CORPORATION
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

SUMMARY OF QUARTERLY RESULTS

The following is a summary of quarterly results for the eight most recently completed quarters.

	Three months ended							
	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021
Loss for the period	36,233	61,136	25,068	24,122	13,191	18,091	106,517	233,389
Loss per share basic and diluted	0.00	0.01	0.00	0.00	0.00	0.00	0.00	0.04

During the three months ended September 30 2023, June 30 and March 31, 2023 the Company incurred costs mostly related to accounting, administrative and filing fees. During the three months ended December 31, September 30, and June 30, 2022, the Company incurred costs mostly related to accounting and administrative fees and filing fees. During the three months ended March 31, 2022, in addition to the recurring accounting, administrative and filing fees, the Company incurred approximately \$90,000 in stock based compensation costs due to the vesting of stock options. During the three months ended December 31, 2021, in addition to the recurring accounting, administrative, filing and audit costs, the Company incurred approximately \$123,000 in stock based compensation costs due to the vesting of stock options that were previously granted.

LIQUIDITY AND CAPITAL RESOURCES

Components	September 30, 2023	December 31, 2022
Working capital	\$ 884,577	\$ 1,007,014
Total assets	915,190	1,021,219
Total liabilities	30,613	14,205
Share capital	1,207,151	1,207,151
Reserves	246,737	246,737
Deficit	(569,311)	(446,874)

The Company had cash of \$913,833 and working capital of \$884,577 as at September 30, 2023.

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 equity prices, the Company's track record, and the experience and quality of its management team. The Company relies

AUDREY CAPITAL CORPORATION
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

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 period ended September 30, 2023.

a) Common Shares

As at September 30, 2023, and as at the date of this MD&A, the Company had 20,000,000 common shares issued and outstanding. On January 7, 2022, the Company closed a non-brokered private placement for 1,500,000 common shares at a price of \$0.10 per share for total proceeds of \$150,000.

Seed Shares have been transferred to escrow and will be released rateably over an 18-month period following the completion of the Company's Qualifying Transaction.

b) Stock Options

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 year ended December 31, 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. The stock options have been transferred to escrow and will be released rateably over an 18-month period following the completion of the Company's Qualifying Transaction.

The Company did not grant any stock options during the nine months ended September 30, 2023.

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, 2023 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, 2023 to September 30, 2023 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, 2023 to September 30, 2023.
- b) Farris LLP, in which two of the Directors, Jay Sujir and Peter Roth, are partners provided legal services to the Company in the amount of \$60,641 (2022 - \$6,683) for the nine months ended September 30, 2023. A balance of \$18,363 was due to Farris LLP as at September 30, 2023 (September 30, 2022 – nil).

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 \$88,960 for the period from January 1, 2022 to September 30, 2022.

FINANCIAL INSTRUMENTS

Refer to Note 7 of the Company's financial statements for the period ended September 30, 2023 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, 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.

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, 2023 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 the period from January 1, 2023 to September 30, 2023. Refer to Note 3 of the Company's financial statements for the nine months ending September 30, 2023.

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 and amounts receivable. It has no history of earnings and will not generate earnings or pay dividends until at least after completion of the Qualifying Transaction;
- b) investment in the common shares of the Company is 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 within 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.

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 several 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;

AUDREY CAPITAL CORPORATION
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

- 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.sedarplus.ca.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A on November 14, 2023. A copy of this MD&A is filed on SEDAR.