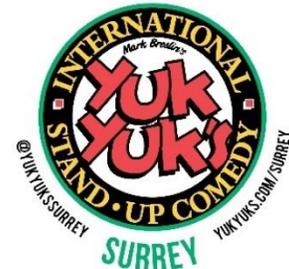




ICARUS CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months and nine months ended September 30, 2024



This Management Discussion and Analysis (“MD&A”) of Icarus Capital Corp. (the “Company”) dated as of November 8, 2024 provides analysis of the Company’s financial results for the three months and nine months ended September 30, 2024. The following information should be read in conjunction with the annual financial statements and the notes thereto, for the year ended December 31, 2023, which have been prepared in accordance with IFRS accounting standards (“IFRS”). These documents along with others published by the Company are available on SEDAR at www.sedarplus.ca.

COMPANY DESCRIPTION

Icarus Capital Corp. (the “Company”) is incorporated and domiciled in Canada under the Business Corporations Act (British Columbia). The Company’s registered place of business is located at 4988 Duncliff Rd Richmond BC V7E 3N1.

On March 14, 2022, the Company closed the IPO of 2,000,000 of its common shares at a price of \$0.10 per share for \$200,000 in gross proceeds.

Leede Jones Gable Inc. (the “Agent”) acted as Agent for the Offering. The Company paid a commission of 10% of gross proceeds to the Agent and granted the Agent stock options to acquire 10% of the common shares issued in the offering exercisable for a period ending 60 months from the date the Company’s common shares are listed on the TSX Venture Exchange exercisable at \$0.10 per share.

At the closing of the Offering, the Company also granted stock options (the “Options”) to directors and officers of the Company to acquire up to an aggregate of 400,000 Common Shares. The Options are exercisable within ten years from the date of grant at an exercise price of \$0.10 per share.

On September 29, 2023 Icarus completed its qualifying transaction which included the acquisition of 1401935 Alberta Ltd. (refer to Filing Statement for further information) and commenced operations of the Yuk Yuk’s Comedy Club located in the Elbow River Casino in Calgary, AB.

The Common Shares commenced trading on the TSX-V under the stock symbol “ICRS” on September 29, 2023.

On June 4, 2024, 250,000 new options were awarded in accordance with Icarus’ option plan. Together with the new grant, there are a total of 650,000 options outstanding. The new options are exercisable for 10-years from the date of grant, at a price of \$0.05 per share, and are subject to a four-month hold period from the date of grant.

FORWARD LOOKING STATEMENTS

This MD&A may contain “forward-looking statements” which reflect expectations regarding future results of operations, performance and achievements of the Company. All statements, other than a statement of historical fact, may be forward-looking statements. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as “anticipate,” “believe,” “estimate,” “expect” and similar expressions. The statements reflect the current beliefs of the management of the Company and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. The risks include those outlined under the “Risk Factors” section of this MD&A and elsewhere in the Company’s public disclosure documents. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct. Readers are cautioned not to place undue reliance on these forward- looking statements. All forward-looking statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

FINANCIAL CONDITION

Liquidity

For the three months ended September 30, 2024, the Company used cash from operations of \$208,027 and recorded a use of cash of \$17,895 from financing activities. The Company had working capital at September 30, 2024 of (\$110,479) largely comprised of current portions of loans payable and lease payables for the next twelve months.

Management believes the Company has sufficient working capital at this time to meet its ongoing financial obligations. However, the Company has launched a capital raise as outlined below in the Events Subsequent to Period End section later in this report. The Company may also choose to raise additional debt and/or equity capital in the future, although there is no assurance that the Company will raise sufficient funds through the issuance of additional debt and/or equity in the current volatile capital markets.

Financing activities and capital expenditures

During the three months ended September 30, 2024, the Company did not issue any additional shares nor make any capital expenditures.

Operations

The Company recorded a loss of \$108,868 ((\$0.02) per share) for the three months ended September 30, 2024. The Company's general and administrative expenses included professional services of \$20,405 and management and consulting fees of \$37,409.

The following table is a summary of the Company's quarterly financial results for the past several quarters:

	Revenue \$	Net Income (Loss) \$	Total Assets \$	Loss Per Share \$
September 30, 2024	193,837	(108,868)	753,270	(0.02)
June 30, 2024	273,005	(104,942)	748,047	(0.02)
March 31, 2024	305,269	692	921,063	0.00
December 31, 2023	392,510	(97,352)	940,127	(0.02)
September 30, 2023	-	(38,465)	624,080	(0.01)
June 30, 2023	-	(32,554)	3,886	(0.01)
March 31, 2023	-	(26,621)	1,024	(0.01)
December 31, 2022	-	(156,841)	49,070	(0.04)
December 31, 2021	-	(8,477)	93,023	0.00

Capital Management

The Company's policy is to attain a strong capital base so as to maintain investor, creditor and market confidence and to sustain the future development of the business. The Company manages its capital

structure and makes adjustments to it in light of changes in economic conditions and the risks characteristic of the underlying resource assets.

The Company has not paid or declared any dividends since the date of its incorporation, nor are any dividends contemplated in the foreseeable future.

The Company does not have any externally imposed capital requirements.

There were no changes in the Company's approach to capital management during the period.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include directors, the chief executive officer ("CEO") and the chief financial officer ("CFO") of the Company.

During the three months ended September 30, 2024, management fees of \$30,000 were paid to executive officers. A total of \$102,000 in management fees have been accrued in previous periods but not yet paid to executive officers and were agreed to be deferred for a period of more than 12 months and reclassified as long-term liabilities.

OUTSTANDING SHARE DATA

Authorized

Unlimited common shares

Issued

Type of Security	Balance as of June 30, 2024	Balance as of the date of this MDA	Exercise Price	Expiry Date
Common shares	6,567,827	6,567,827	NA	NA
Agent's warrants	200,000	200,000	\$0.10	March 13, 2027
Directors' options	400,000	400,000	\$0.10	March 11, 2032
Directors' officers' options	250,000	250,000	\$0.05	June 4, 2024
Total	7,417,827	7,417,827		

COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES

As of the date of the MD&A, the Company does not have any commitments, expected or unexpected, or uncertainties.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, and accrued liabilities. Management does not believe these financial instruments expose the Company to any significant interest, currency or credit risks. Financial assets are required to be initially measured at fair value and subsequently classified at amortized costs or fair value on the basis of the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Financial liabilities are initially measured at fair value and subsequently classified as amortized cost.

QUALIFYING TRANSACTION

On September 29, 2023, the Company finalized their purchase of the shares of 1401935 Alberta Ltd. ("1401935"), doing business as "Yuk Yuk's Comedy Club" that constituted the Company's Qualifying Transaction. The Consideration will be paid with a \$200,000 bank loan and \$100,000 in vendor financing and the issuance of 225,000 shares of the Company.

In a concurrent transaction, Icarus executed a trademark license agreement (the "TLA") with Yuk Yuk's Inc. ("Yuk Yuk's") and was granted the exclusive rights to use Yuk Yuk's trademarks worldwide, as outlined in the TLA. This is expected to include Yuk Yuk's branded social media accounts, the right to use existing content and the right to produce additional digital audio and video content; as well as to host Yuk Yuk's branded shows.

SUBSEQUENT ACQUISITION TRANSACTION

On June 28, 2024 the non-arm's length acquisition of all the outstanding shares of Yuichi Inc. from Garry Yuill, CFO was approved – which added Yuk Yuk's Comedy Club Surrey to Icarus Capital Corp.'s operations (as previously announced in a news release dated June 28, 2024). On July 1, 2024 the acquisition was completed.

EVENTS SUBSEQUENT TO PERIOD END

October 28, 2024 the Company announced a Listed Issuer Finance Exemption Offering (the "Offering"). The Offering will be for a minimum of 1,265,000 and maximum of 2,186,666 units of the Issuer (the "Units") at a price of \$0.10 per Unit. Each Unit consists of one (1) common share of the Issuer (a "Unit Share") and one half (1/2) common share purchase warrant (a "Warrant"). Each Warrant is exercisable into one half (1/2) common share, or two warrants can be converted to one share at a price of \$0.10 (a "Warrant Share" and collectively with the Units, the Units Shares and the Warrants, the "Securities") for a period of 36 months. The Offering is available at www.icaruscapital.ca/invest for 45 days to December 12, 2024. The Offering document is available at www.sedarplus.ca.

October 29, 2024 the Company announced that it has entered into a non-binding letter of intent (LOI) proposing a transaction and outlining the general terms whereby Icarus intends to acquire 100% of the shares of Yuk Yuk's Inc. and Funny Business Production Inc. The LOI does not constitute a comprehensive and binding agreement – such an agreement will arise only upon the negotiation, settlement and execution of a complete share purchase agreement following completion of due diligence procedures and securing adequate financing to complete the acquisition. The purchase and full

terms will be finalized at the time a complete share purchase agreement is executed but is anticipated to be comprised primarily of cash consideration but may include issuance of shares of Icarus as well. Mark Breslin has agreed to stay on in a salaried position for a number of years to ensure a smooth transition. The full details of the announcement are available at www.sedarplus.ca.

RISK FACTORS

In our prospectus filed on SEDAR on December 15, 2021, in connection with our initial public offering, we have set our discussion of the risk factors which we believe are the most significant risks faced by the Company. An adverse development in any risk factor or a combination of risk factors could result in material adverse outcomes to the Company's undertakings and to the interests of stakeholders in the Company including its investors. Readers are cautioned to take into account the risk factors to which the Company and its operations are exposed.

Liquidity Risk

The Company currently has limited financial resources and limited operating income and has no assurance that additional funding will be available to it to enable it to meet its obligations as they become due. Although the Company has been successful in the past in financing its activities, there can be no assurance that it will be able to do so in the future.

Dilution

If the Company issues treasury shares to finance acquisition or participation opportunities, control of the Company may change, and subscribers may suffer dilution of their investment.

Directors and Officers

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company but will be devoting such time as required to effectively manage the Company.

Additionally, directors and officers of the Company may also serve as directors and/or officers of other reporting issuers from time to time.

The Company has not purchased "key-man" insurance, nor has it entered into non-competition disclosure agreements with management and has no current plans to do so.

Reliance on Management

The Company is relying greatly on the past business success of its directors and officers. Success of the Company is dependent upon the efforts and abilities of its directors and officers. The loss of any directors or officers could have a material adverse effect upon the business and prospects of the Company.

Volatile Financial Markets

The volatility occurring in the financial markets is a significant risk for the Company. As a result of the market turmoil, investors are moving away from assets they perceive as risky to those perceive as less

so. Issuers like the Company are considered risk assets and as mentioned above are highly speculative. The volatility in the markets and investors sentiment may make it difficult for the Company to access the capital markets in order to raise capital it will need to fund its current level of expenditures.