

POCML 6 INC.

(a Capital Pool Corporation)

Management's Discussion and Analysis

For the Period Ended: **September 30, 2021**

Date of Report: **November 29, 2021**

The following Management's Discussion & Analysis ("MD&A") of POCML 6 Inc. ("POCML 6" or the "Company") for the nine months ended September 30, 2021 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the MD&A for the fiscal year ended December 31, 2020. This Interim MD&A does not provide a general update to the MD&A, or reflect any non-material events since date of the MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the Company's MD&A, audited annual financial statements for the year ended December 31, 2020, together with the notes thereto, and unaudited condensed interim financial statements for the nine months ended September 30, 2021, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of November 29, 2021, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Information about the Company and its operations can be obtained from the offices of the Company.

Caution Regarding Forward-Looking Information:

Certain information contained in this MD&A constitutes forward-looking information, which is information regarding possible events, conditions or results of operations of the Company that is based upon assumptions about future economic conditions and courses of action and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated investment activities and results and financing activities, the impact of changes in accounting policies and other factors on our operating results, and the performance of global capital markets and interest rates.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. The forward-looking information contained in this MD&A is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

Selected forward-looking statements, assumptions, and risk factors are as follows:

Forward-looking statements	Assumptions	Risk factors
The Company proposes to work towards completing a Qualifying transaction.	The Company expects to identify an asset or business to acquire and close a Qualifying Transaction, on terms favourable to the Company.	The Company's inability to find a target, the inability to satisfy all of the conditions precedent (due diligence, shareholder and regulatory approval, financing) to complete a Qualifying Transaction, resulting in the Company remaining as a public shell.
The Company's ability to meet its working capital needs at the current level for the twelve-month period ending September 30, 2022.	The operating activities of the Company for the twelve-month period ending September 30, 2022, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; regulatory compliance and changes in regulatory compliance and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions; ongoing uncertainties relating to the COVID-19 virus.

Nature of the Business and Incorporation:

POCML 6 was incorporated under the *Business Corporations Act* (Ontario) on December 21, 2020 and is classified as a Capital Pool Company, as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Company's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The Company's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's-length transaction, of the majority of the minority shareholders.

The Company is domiciled in the province of Ontario, Canada and the head office and the registered head office of the Company is located at 130 King Street West, Suite 2210, Toronto, Ontario M5X 1E4.

The Company currently has one employee, Pat DiCapo, who is the Chief Executive Officer and Chief Financial Officer.

Operational Highlights

The Company has no revenues, so its ability to ensure continuing operations is dependent on it completing a Qualifying Transaction. At September 30, 2021, the Company had a net working capital of \$612,433 (December 31, 2020 – \$410,000). The Company had cash of \$612,433 (December 31, 2020 - \$410,000). Working capital and cash and cash equivalents decreased during the nine months ended September 30, 2021 due to cash used in operating activities.

The Company has sufficient capital to meet its ongoing operating expenses and continue to meet its obligations on its current projects for the twelve-month period ending September 30, 2022. Management may increase or decrease budgeted expenditures depending on exploration results and ongoing volatility in the economic environment. See “Liquidity and Capital Resources” below.

Trends

The Company plans to continue to search for suitable assets or businesses to acquire or merge with in order to maximize value for shareholders. Management regularly monitors economic conditions and estimates their impact on the Company’s operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Strong equity markets are favourable conditions for completing a public merger or acquisition transaction.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management’s going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labour availability and supply lines;
- Availability of government supplies, such as water and electricity;
- The ability to complete a RTO;
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of this MD&A, the Canadian federal government and the provincial government of Ontario have not introduced measures that have directly impeded the operational activities of the Company. Management believes the business will continue and accordingly, the current situation has not impacted management’s going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Apart from these and the risk factors noted under the heading “Risk Factors”, management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company’s business, financial condition or results of operations.

Results of Operations – Three months ended September 30, 2021

The Company recorded a net loss and comprehensive loss of \$1,421 during the three months ended September 30, 2021. There was no comparative period as the Company incorporated on December 21, 2020.

The net loss for the three months ended September 30, 2021 is represented by the following income and expenses incurred in the period:

Interest income	\$ (202)
Operating, general and administrative	\$ 1,623
Professional Fees	\$ -
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	\$ 1,421

The Company, during the nine month period ended September 30, 2021, incurred expenses related to ongoing administration.

Results of Operations – Nine months ended September 30, 2021

The Company recorded a net loss and comprehensive loss of \$117,295 during the nine months ended September 30, 2021. There was no comparative period as the Company incorporated on December 21, 2020.

The net loss for the nine months ended September 30, 2021 is represented by the following income and expenses incurred in the period:

Interest income	\$ (276)
Operating, general and administrative	\$ 27,170
Stock based compensation	\$ 81,485
Professional Fees	\$ 8,916
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	\$ 117,295

The Company, during the nine month period ended September 30, 2021, incurred expenses related to ongoing administration, as well as listing and filing fees all relating to the Company's listing on the Exchange and included in Office and general (see information elsewhere in this MD&A).

Liquidity and capital resources

As at December 31, 2020, the Company had cash of \$410,000, and as of September 30, 2021, the Company had cash of \$612,433

As of December 31, 2020 the Company had no liabilities, and as at September 30, 2021 had total liabilities of \$693.

Shareholder equity increased to \$611,740 as at September 30, 2021 (December 31, 2020 - \$410,000).

Quarterly Financial Results

Quarter Ended	Revenue	Income / (Loss)	Income/ (Loss) per share
September 30, 2021	-	(1,421)	-
June 30, 2021	-	(86,986)	(0.01)
March 31, 2021	-	(28,888)	-
December 31, 2020	-	-	-

Segmented Information

The Company has a single reportable geographic segment – Canada – and all of the Company's assets are located in Canada.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Investor Relations

During the nine month period ended September 30, 2021, the Company's management handled the Company's investor relations activities.

Outstanding Share Capital as at September 30, 2021

(a) Authorized

Unlimited number of common shares
Unlimited number of special shares

(b) Issued

11,000,000 common shares \$637,307

On April 6, 2021, the Company completed an Initial Public Offering (the "Offering") of 2,800,000 common shares at \$0.10 per share for gross proceeds of \$280,000 pursuant to a prospectus dated March 17, 2021. The Company paid share issuance costs of \$42,450 and granted the agent 196,000 compensation options to purchase common shares at a price of \$0.10 per common share for a period ending twenty-four months from the date the Company's common shares are listed on the TSX Venture Exchange. The cash raised from the Offering will be primarily used to pursue a Qualifying Transaction.

At the closing of the Offering, the Company granted stock options to directors and officers of the Company to acquire up to an aggregate of 1,100,000 common shares. The options may be exercised at any time prior to April 6, 2026, at a price of 10 cents per share.

(c) Escrowed shares:

On December 21, 2020 the Company issued 8,200,000 common shares at \$0.05 per share for total proceeds of \$410,000.

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange. 25% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 25% will be released on each of the dates which are 6 months, 12 months and 18 months following the Initial Release.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

Transactions with Related Parties

Key management personnel and directors received \$81,485 (2020 - \$nil) of stock based compensation during the period ended June 30, 2021.

Financial Instruments

The carrying values of cash, amounts receivable, and accounts payable and accrued liabilities approximate fair value due to the relatively short term maturities of these instruments.

Management of Capital

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued common shares, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a QT by the Company as defined under the policies of the Exchange.

Contingency

There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Company's shares from trading.

Risk Disclosures and Fair Value

The Company's financial instruments, consisting of cash, amounts receivable and accounts payable and accrued liabilities approximates fair value due to the relatively short term maturities of the instrument. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Outlook

Management believes the Company is well positioned to seek and complete a Qualifying Transaction. The Company believes that it has sufficient cash and capital resources.

Subsequent Events

On November 12, 2021, the Company issued 101,430 common shares through the exercise of compensation options for proceeds of \$10,143.