Hydaway Ventures Corp.
Management's Discussion and Analysis
For the six months ended August 31, 2024

INTRODUCTION

The following management's discussion and analysis of financial condition and results of operations ("MD&A") for the three and six months ended August 31, 2024 prepared as of October 23, 2024, should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and six months ended August 31, 2024 and the related notes thereto of Hydaway Ventures Corp. ("the Company" or "Hydaway"). The MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of the Company.

The referenced financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

The following discussion and analysis may contain forward-looking statements which are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth in the following discussion.

COMPANY OVERVIEW

The Company was incorporated on January 29, 2021 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 208A - 980 West 1st Street, North Vancouver, British Columbia, Canada.

The Company currently has no operating business and is a Capital Pool Company as defined in the TSX Venture Exchange ("TSX.V") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction under Policy 2.4.

On August 23, 2022, the Company successfully completed its initial public offering (the "IPO") and issued 2,500,000 shares of the Company at a price of $0.10 per share for proceeds of $250,000. The Company's common shares were listed on the TSX.V effective August 23, 2022, with its common shares commencing trading on the TSX.V on August 25, 2022 under the trading symbol "HIDE.P".

QUALIFYING TRANSACTION

On August 30, 2024, the Company entered into an amalgamation agreement (the "Amalgamation Agreement"), which was amended on October 16, 2024, with 1491386 BC Ltd. ("Hydaway Sub") and DMT Digital Corp., a company incorporated in British Columbia ("DMT"), whereby the Company will acquire all of the issued and outstanding common shares of DMT (the "DMT Shares") by means of a "three-cornered amalgamation" (the "Acquisition") whereby Hydaway Sub and DMT will amalgamate and continue as one company, as a wholly-owned subsidiary of the Company.

The Acquisition is intended to serve as the Company's proposed "qualifying transaction" (the "Qualifying Transaction"). Upon completion of the Qualifying Transaction, the Company anticipates it will be a Tier 2 industrial issuer on the TSX.V.

Pursuant to the Amalgamation Agreement, each shareholder of DMT (each, a "DMT Shareholder" and collectively, the "DMT Shareholders") immediately prior to the closing of the Acquisition (the "Closing") will receive one common share (a "Common Share") in the capital of the Company for every one DMT Share held. In addition to the escrow and resale restrictions pursuant to the policies of the TSX.V and applicable securities laws, the Common Shares issued to the DMT Shareholders will be subject to voluntary restrictions on resale, of which 20% of the Common Shares will be released on the date that is one month following Closing and an additional 20% of the Common Shares will be released every month thereafter. The voluntary restrictions on resale does not apply to DMT Shareholders holding less than 5,000 Common Shares immediately following the Closing.

The warrantholders of DMT immediately prior to Closing (the "DMT Warrantholders") will receive one Common Share purchase warrants (the "Warrants") for every one DMT Share purchase warrant (a "DMT Warrant") held, and each DMT Warrantholder will receive Warrants exercisable to acquire such number of Common Shares as is equal to the number of DMT Shares issuable under each such DMT Warrant at an exercise price equal to the exercise price of such DMT Warrant until the expiry date of such DMT Warrant.

The Company will complete a concurrent private placement (the "Concurrent Private Placement") of a minimum of 5,000,000 Common Shares and a maximum of 10,000,000 at a price of $0.10 per Common Share for aggregate gross proceeds of a minimum of $500,000 and a maximum of $1,000,000, concurrently with or prior to Closing. Subject to exchange approval, the Company may pay a finder's fee in cash, Common Shares or Warrants in connection with the Concurrent Private Placement.

The Qualifying Transaction is subject to the approval of the DMT Shareholders, the acceptance by TSX.V, the completion of the Concurrent Private Placement and the satisfaction of other customary conditions. The Qualifying Transaction is not subject to the approval of the shareholders of the Company.

RESULTS OF OPERATIONS

Six months ended August 31, 2024
The Company recorded a net loss of $44,497 ($0.02 per share) for the six months ended August 31, 2024 (2023 – $37,069 and $0.01 per share). The Company had no revenue, paid no dividends and had no long-term liabilities during the six months ended August 31, 2024.

Variances of note in the operational expenses are:

Filing fees of $8,127 (2023 - $3,730) includes stock transfer and regulatory fees. The transfer agent and filing fees were higher during the current fiscal period, due to the costs incurred with respect to the proposed Qualifying Transaction.

Office expenses of $3,141 (2023 - $5,135) were lower during the current fiscal period, because the Company incurred shareholder communication costs in 2023 compared to none in 2024.

Professional fees of $33,229 (2023 - $28,204) consist mainly of accounting and legal fees. The professional fees during the six months ended August 31, 2024 were higher, due to the costs incurred with respect to the proposed Qualifying Transaction.

Three months ended August 31, 2024
The Company recorded a net loss of $25,647 ($0.01 per share) for the three months ended August 31, 2024 (2023 – $26,859 and $0.01 per share). The Company had no revenue, paid no dividends and had no long-term liabilities during the three months ended August 31, 2024.

Variances of note in the operational expenses are:

Filing fees of $6,590 (2023 - $2,183) includes stock transfer and regulatory fees. The transfer agent and filing fees were higher during the current fiscal period, due to the costs incurred with respect to the proposed Qualifying Transaction.

Office expenses of $1,573 (2023 - $2,742) were lower during the current fiscal period, because the Company incurred shareholder communication costs in 2023 compared to none in 2024.

Professional fees of $17,484 (2023 - $21,934) consist mainly of accounting and legal fees. The professional fees during the three months ended August 31, 2023 were higher, as the Company recorded the actual invoice for the 2023 audit in the 2023 fiscal period which was higher than the previously recorded audit accrual.

SUMMARY OF SELECTED QUARTERLY RESULTS (UNAUDITED)

The following table sets forth selected financial information from the Company's unaudited quarterly consolidated financial statements for the eight most recently completed quarters.

	THREE MONTHS ENDED			
	August 31, 2024 $	**May 31, 2024 $**	**February 29, 2024 $**	**November 30, 2023 $**
Total assets	132,942	139,208	158,885	159,835
Working capital	113,561	114,208	133,058	150,835
Net loss	(25,647)	(18,850)	(17,777)	(12,889)
Net loss per share[(1)]	(0.01)	(0.01)	(0.01)	(0.01)
	THREE MONTHS ENDED			
	August 31, 2023	**May 31, 2023**	**February 28, 2023**	**November 30, 2022**
Total assets	171,724	204,609	210,594	229,280
Working capital	163,724	190,583	200,793	208,873
Net loss	(26,859)	(10,210)	(8,080)	(21,728)
Net loss per share[(1)]	(0.01)	(0.00)	(0.00)	(0.00)

[(1)]The basic and fully diluted calculations result in the same value due to the anti-dilutive effect of outstanding stock options and warrants if any.

The net losses for each of the eight quarters are mostly attributed to the operating costs incurred in order to identify and evaluate assets with a view to completing a Qualifying Transaction.

FINANCING ACTIVITIES

During the six months ended August 31, 2024, the Company issued 250,000 common shares pursuant to the exercise of Agent's warrants for total gross proceeds of $25,000. $13,445 was transferred from reserves to share capital as a result.

LIQUIDITY AND CAPITAL RESOURCES

As at August 31, 2024, the Company had cash of $120,368 and a working capital of $113,561. During the six months ended August 31, 2024, net cash used in operating activities was $50,598 and cash provided by financing activity was $25,000 which consisted of proceeds from exercise of warrants.

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital structure that optimizes the costs of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity as well as cash. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on the capital markets as its primary source of operating working capital and the Company's capital resources are largely determined by its ability to compete for investor support of its projects.

The Company's consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At August 31, 2024, the Company had accumulated losses of $213,258 since its inception and expects to incur further losses in the development of its business. The Company's ability to continue as a going concern is dependent upon raising additional capital to complete the

acquisition of an asset or business and the achievement of profitable operations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

CAPITAL EXPENDITURES

The Company incurred $nil in capital expenditures during the six months ended August 31, 2024 (2023 - $nil).

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 includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). During the three and six months ended August 31, 2024, the Company incurred $nil and $nil in key management compensation (2023 - $nil and $nil).

SIGNIFICANT JUDGMENTS AND ESTIMATES

The preparation of the Company's financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

i. the measurement of deferred income tax assets and liabilities
ii. the determination of fair value for share-based payments related to incentive stock options and compensation warrants granted, modified or settled

Significant accounting judgments

i. the evaluation of the Company's ability to continue as a going concern

NEW STANDARD AND INTERPRETATIONS NOT YET ADOPTED

The Company has performed an assessment of new standards issued by the IASB that are not yet effective. The Company has assessed that the impact of adopting these accounting standards on its financial statements would not be significant.

OFF-BALANCE SHEET ARRANGEMENTS

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

CURRENT SHARE DATA

As at the date of this MD&A, the Company has 4,750,001 common shares issued and outstanding and the following options and warrants outstanding:

Type of security	Number	Exercise Price	Expiry date
Stock options	275,000	$ 0.10	August 23, 2027

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim consolidated financial statements for the six months ended August 31, 2024 and this accompanying MD&A.

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate 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. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR+ at www.sedarplus.ca.

RISKS AND UNCERTAINTIES

The Company is currently subject to financial and regulatory risks. The financial risk is derived from the uncertainty pertaining to the Company's ability to raise capital to continue operations. Regulatory risks include the possible delays in getting regulatory approval for the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings and the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

The Company does not currently have an operating business. Where an acquisition or participation is warranted, funding in addition to the IPO funding may be required. These additional funds may not be available on terms acceptable to the Company. There is no assurance that the Company will complete an acquisition of business or asset within the time limitations permissible under the policies of the TSX.V, at which time the TSX.V may suspend or de-list the Company's shares from trading.

OTHER INFORMATION

Additional information relating to the Company can be found on SEDAR+ at www.sedarplus.ca.