

GOOD2GO CORP.
(A Capital Pool Corporation)

Management's Discussion and Analysis

**For the Three and Six Months Ended
August 31, 2020**

(Expressed in Canadian Dollars)

OVERVIEW

Good2Go Corp., was incorporated under the laws of the province of Ontario on February 28, 2018 (“Good2Go” or the “Company”) and is classified as a Capital Pool corporation, as defined in Policy 2.4 of the TSX Venture Exchange (the “Exchange”). The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction (“QT”). The Company has not commenced operations and has no assets other than cash held in trust. 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 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 the lesser of 30% of the gross proceeds realized by the Company, in respect of the sale of its securities, or \$210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Company, as defined under the policies of the Exchange. The Company is required to complete its QT on or before two years from the date the Company receives regulatory approval.

The Company’s head office and registered office is located at 1 King Street West, Suite 1505, Toronto, Ontario, M5H 1A1. The Company’s common shares trade on the TSX Venture Exchange under the symbol GOTO.P. The Company’s public filings can be accessed and viewed via the System for Electronic Data Analysis and Retrieval (“SEDAR”) at www.sedar.com.

The following Management’s Discussion and Analysis of Good2Go should be read in conjunction with the Company’s Unaudited Condensed Interim Financial Statements for the three and six months ended August 31, 2020 and notes thereto. This Management’s Discussion and Analysis is dated September 23, 2020 and has been approved by the Board of Directors of the Company.

The Company’s Unaudited Condensed Interim Financial Statements for the three and six months ended August 31, 2020, were prepared using the same accounting policies and methods of computation as those described in our Financial Statements for the year ended February 29, 2020. Any subsequent changes to IFRS that are given effect in the Company’s annual financial statements for the year ending February 28, 2021, could result in restatement of the Unaudited Condensed Interim Financial Statements. The Unaudited Condensed Interim Financial Statements should be read in conjunction with the Financial Statements for the year ended February 29, 2020. All amounts herein are presented in Canadian dollars, unless otherwise noted.

The Unaudited Condensed Interim Financial Statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the IFRS Interpretations Committee (“IFRIC”). The Unaudited Interim Condensed Consolidated Financial Statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB and interpretations issued by IFRIC.

FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking information and forward-looking statements as such terms are defined under Canadian securities laws (collectively, “forward-looking statements”). Forward-looking statements relate to future events or the Company’s future performance. All statements, other than statements of historical fact, may be forward-looking statements.

Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “predict”, “propose”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar expressions. These statements involve known and unknown risks, uncertainties, many of which are beyond the Company’s control, and other factors that may cause actual results or events to differ materially from those anticipated in such forward-

looking statements. 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 and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. Forward-looking statements contained in this MD&A speak only as of the date of this MD&A, or such other date as may be specified herein, and are expressly qualified, in their entirety, by this cautionary statement. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

OVERALL PERFORMANCE

For the three months ended August 31, 2020, the Company recorded a net loss and comprehensive loss of \$18,406 and a net loss per share of \$0.01 compared to a net loss and comprehensive loss of \$1,365 and a net loss per share of Nil for the three month period ended August 31, 2019. The increase in net loss and comprehensive loss during the three month period ended August 31, 2020, was primarily attributed to an increase in professional fees of \$16,918 to \$17,314 compared to \$396 for the same three month period in 2019. The higher professional fees recorded in the current quarter were related to the Company's proposed qualifying transaction.

For the six months ended August 31, 2020, the Company incurred a net loss and comprehensive loss of \$23,529 and a net loss per share of \$0.01 versus a net loss and comprehensive loss of \$3,466 and a net loss per share of Nil for the six month period ended August 31, 2019. The increase in net loss and comprehensive loss for the six months ended August 31, 2020, was a result of higher professional fees of \$18,353 to \$18,749 compared to \$396 for the six month period in 2019, and an increase of filing fees of \$1,750 over the prior period.

RISK AND UNCERTAINTIES

The following describes certain risks, events and uncertainties that could affect the Company and that each reader should carefully consider. Please refer to the Company's final prospectus dated June 21, 2018, for additional risks, events and uncertainties that could affect the Company.

External financing may be required to fund the Company's activities primarily through the issuance of common shares. There can be no assurance that the Company will be able to obtain adequate financing. The securities of the Company should be considered a highly speculative investment.

The Company has not generated significant revenues and does not expect to generate significant revenues in the near future. In the event that the Company generates significant revenues in the future, the Company intends to retain its earnings in order to finance further growth. Furthermore, the Company has not paid any dividends in the past and does not expect to pay any dividends in the foreseeable future.

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. The expected impacts on global commerce are anticipated to be far reaching. To date there have been significant wide-spread stock market declines and the movement of people and goods has become restricted. As the Company has no material operating income or cash flows, it will be reliant on additional financing to fund ongoing operations and future acquisitions. An extended disruption may affect the Company's ability to obtain additional financing and complete a Qualifying Transaction ("QT"). The impact on the economy and the Company is not yet determinable; however, the Company's financial position, results of operations and cash flows in future periods may be materially affected. In particular, there may be heightened risk of liquidity or going concern uncertainty. The extent to which COVID-19 impacts the Company's ability to complete a QT on a timely basis, or at all, and the market for its securities will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the pandemic and the actions taken to contain or treat the COVID-19 pandemic.

Risk Disclosures and Fair Values

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

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern, in order to provide returns for the shareholders and benefits for other stakeholders. The Company includes equity, comprised of share capital, warrant reserve, contributed surplus, and deficit, 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 common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the Exchange policy 2.4.

SUMMARY OF QUARTERLY RESULTS

The following table reflect the summary of quarterly results for the periods set out.

For the quarter ending	August 31 2020	May 31, 2020	February 29, 2020	November 30, 2019
Total assets	202,526	182,998	214,616	203,040
Total revenue		-		-
Total expenses	18,406	5,123	16,136	27,194
Net loss	18,406	5,123	16,136	27,194
Basic and diluted loss per share	(0.01)	(0.00)	(0.00)	(0.00)

For the three months ended August 31, 2020, the Company incurred a net loss of \$18,406 and a net loss per share of \$0.01, and recorded professional fees of \$17,314 and transfer agent fees of \$1,092.

For the three months ended May 31, 2020, the Company recorded, transfer agent fees of \$945, filing fees of \$2,743 and professional fees of \$1,435 resulting in a net loss of \$5,123 and a net loss per share of \$0.00.

For the three month period ended February 29, 2020, the Company incurred a net loss of \$16,136 and recorded \$9,451 in professional fees, \$5,876 in listing fees and \$809 in transfer agent fees and expenses and a net loss per share of \$0.00.

For the three month period ended November 30, 2019, the Company incurred professional fees in the amount of \$25,989 and transfer agent fees of \$1,205, resulting in a net loss for the quarter of \$27,194 and a net loss per share of \$0.00.

For the quarter ending	August 31, 2019	May 31, 2019	February 28, 2019	November 30, 2018
Total assets	231,712	242,202	246,329	247,338
Total revenue	-	-	-	-
Total expenses	1,365	2,101	34,431	1,736
Net loss	1,365	2,101	34,431	1,736
Basic and diluted loss per share	(0.00)	(0.00)	(0.03)	(0.00)

For the three month period ended August 31, 2019, the Company recorded transfer agent fees of \$969 and professional fees of \$396 resulting in a net loss for the quarter of \$1,365 and a net loss per share of \$0.00.

For the three month period ended May 31, 2019, the Company incurred a loss of \$2,101 and a net loss per share of \$0.00. During the quarter ending May 31, 2019, the Company recorded transfer agent fees of \$1,108 and filing fees of \$993.

For the three month period ended February 28, 2019, the Company recorded a net loss of \$34,431 and a net loss per share of \$0.03. During the three month period ended February 28, 2019, the Company incurred professional fees of \$28,120, filing fees of \$5,200, transfer agent fees of \$404, and listing fees of \$707.

For the quarter ended November 30, 2018, the Company recorded a net loss of \$1,736 and a net loss per share of \$0.00. During the three month period ended November 30, 2018, the Company incurred transfer agent fees of \$1,346 and filing fees of \$390.

RESULTS OF OPERATIONS

For the three months ended August 31, 2020, the Company recorded a net loss and comprehensive loss of \$18,406 and a net loss per share of \$0.01 compared to a net loss and comprehensive loss of \$1,365 and a net loss per share of \$0.00 for the three month period ended August 31, 2019.

During the three months ended August 31, 2020, the Company recorded transfer agent fees of \$1,092 versus transfer agent fees of \$969 for the three months ended August 31, 2019 and professional fees of \$17,314 versus professional fees of \$396 for the same three month period in 2019. The higher costs experienced during the three month period in 2020, were primarily related to increased professional fees related to the Company's proposed qualifying transaction.

For the six months ended August 31, 2020, the Company recorded a net loss and comprehensive loss of \$23,529 and a net loss per share of \$0.01 compared to a net loss and comprehensive loss of \$3,466 and a net loss per share of \$0.00 for the six month period ended August 31, 2019.

During the six months ended August 31, 2020, the Company recorded transfer agent fees of \$2,037 versus transfer agent fees of \$2,077 for the six months ended August 31, 2019, filing fees of \$2,743 compared to filing fees of \$993 for the six month period in 2019, and professional fees of \$18,749 versus professional fees of \$396 for the same six month period ended August 31, 2019. The higher costs recorded during the six month period ended August 31, 2020, were primarily related to increased professional fees attributed to the Company's proposed qualifying transaction and increased filing fees for the Company's year-end financial statements.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not had any off-balance sheet arrangements from the date of its incorporation (February 28, 2018) to the date of this MD&A.

CAPITAL EXPENDITURES

The Company has not had any capital expenditures from the date of its incorporation (February 28, 2018) to August 31, 2020.

FINANCING ACTIVITIES

During the three month period ended August 31, 2020, 208,100 Agent Warrants were exercised for gross proceeds of \$20,810.

LIQUIDITY AND CAPITAL RESOURCES

As at August 31, 2020, the Company had current assets of cash held in trust in the amount of \$202,526 (February 28, 2020: \$214,616). In addition, the Company had current liabilities of \$19,653 (February 28, 2020: \$29,024) and working capital of \$182,873 (February 28, 2020: \$185,592) which the Company deems sufficient to meet its ongoing obligations in the coming year.

At August 31, 2020, the Company had 405,000 common share purchase options issued with an exercise price of \$0.10 expiring July 16, 2023. If any of these options are exercised, it would generate additional capital for the Company.

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting policies and critical accounting estimates are summarized in Note 2 to the Financial Statements.

Measurement Uncertainty

The preparation of financial statements, in conformity with IFRS accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates used in the Financial Statements.

NEW ACCOUNTING STANDARDS ISSUED AND ADOPTED

IFRS 16, Leases (IFRS "16"). Issued in January 2016, IFRS 16 which establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. IFRS 16 applies to annual reporting periods beginning on or after January 1, 2019. As at August 31, 2020 the Company does not have any significant lease obligations.

4. SHARE CAPITAL AND RESERVES

a) Share Capital

Authorized:

Unlimited common shares

Issued:

The following table sets out the changes in common shares during the period.

	Number of Common Shares	Amount \$
Balance, February 29, 2020 and February 28, 2019	5,203,570	308,468
Exercise of agent warrants	208,100	31,835
Balance, August 31, 2020	5,411,670	340,303

In March 2018, the Company issued 3,000,000 common shares at a purchase price of \$0.05 per common share for gross proceeds of \$150,000. The 3,000,000 common shares issued at \$0.05 per share will be held in escrow pursuant to the requirements of the Exchange. All common shares issued to directors, officers and shareholders prior to the completion of a Qualifying Transaction are deposited in escrow until the final exchange bulletin is issued.

In July, 2018, the Company completed its initial public offering (the “Offering”) of 2,200,000 common shares at a purchase price of \$0.10 per common share for gross proceeds of \$220,000 and incurred costs of \$50,423 directly related to the Offering.

In connection with the Offering, the Company granted to Haywood Securities Inc. (the “Agent”), common share purchase warrants to acquire 220,000 common shares (the “Agent Warrants”). Each Agent Warrant is exercisable to acquire one common share at a price of \$0.10 until July 17, 2020. In connection with the Offering, the Agent was paid a cash commission equal to 10% of the aggregate gross proceeds from the Offering, a corporate finance fee of \$12,500 and reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering.

In October 2018, 3,570 Agent Warrants were exercised for gross proceeds of \$357. The value attributed to these warrants was \$189 (see Note 4 b).

In July 2020, 208,100 Agent Warrants were exercised for gross proceeds of \$20,810. The fair value attributed to these warrants was \$11,025 (see note 4 b).

Weighted Average Shares Outstanding

The following table summarizes the weighted average shares outstanding:

	Three Months Ended August 31		Six Months Ended August 30	
	2020	2019	2020	2019
Weighted Average Shares Outstanding, basic and diluted	2,320,061	2,203,570	2,261,815	2,203,570

As at August 31, 2020 and 2019, 3,000,000 common shares were excluded from the calculation as they were contingently issuable and all conditions necessary for their issuance have not been satisfied. As at August 31, 2020 there were 405,000 Options that could be exercised, however they are anti-dilutive.

The effects of any potential dilutive instruments on loss per share are anti-dilutive and therefore have been excluded from the calculation of diluted loss per share.

b) Common Share Purchase Warrants

The following table sets out the changes in warrants during the periods set out:

	Number of Warrants	Weighted Average Price \$
Balance, February 29, 2020 and February 28, 2019	216,430	\$0.10
Agent warrants exercised	(208,100)	0.10
Agent warrants expired	(8,330)	0.10
Balance, August 31, 2020	-	-

In connection with the Offering, the Company granted to the Agent Warrants to acquire 220,000 common shares. Each Agent Warrant is exercisable to acquire one common share at a price of \$0.10 until July 17, 2020. The fair value of the Agent Warrants were estimated on the date of the issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 1.92%, expected volatility 100% and expected life of 2 years. The fair value attributed to the 220,000 Agent Warrants was \$11,655.

In October 2018, 3,570 Agent Warrants were exercised for gross proceeds of \$357. The fair value attributed to these warrants was \$189.

In July 2020, 208,100 Agent Warrants were exercised for gross proceeds of \$20,810. The fair value attributed to these warrants was \$11,025.

On July 17, 2020, 8,330 Agent Warrants expired and the fair value attributed the Agent Warrants of \$441 was recorded in contributed surplus.

The following table summarizes the outstanding warrants as at August 31, 2020 and February 29, 2020, respectively:

Number of Warrants	Exercise Price	Expiry Date	Weighted Average Remaining Life (Years)	Warrant Value (\$)
-	-	-	-	-
Number of Warrants	Exercise Price	Expiry Date	Weighted Average Remaining Life (Years)	Warrant Value (\$)
216,430	\$0.10	July 17, 2020	0.38	11,466

c) Common Share Purchase Options

The Company has a stock option plan to provide incentives for directors, officers, employees and consultants of the Company. Options may be granted for a maximum term of five years from the date of the grant. They are non-transferable and are exercisable as determined by the Directors when the option is granted. Options expire within 12 months after completion of a qualifying transaction or within 90 days of termination of employment or holding office as director or officer of the Company and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option. The stock option plan is subject to regulatory approval. Any shares issued upon exercise of the options prior to the Company entering into a Qualifying Transaction will be subject to escrow restrictions.

Upon closing of the Offering, the Company granted 405,000 common share purchase options to directors and officers. Each common share purchase option entitles the holder to acquire one common share of the Company at an exercise price of \$0.10 until July 16, 2023 (the "Options"). The fair value of the Options were estimated on the date of the issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate 2.04%, expected volatility 100%, forfeiture rate 0% and expected life of 5 years. The Company recorded the estimated fair value of the Options of \$30,344 as non-cash stock-based compensation expense.

The following table is a summary of the status of the Company's stock options and changes during the period ended May 31, 2020:

	Number of Options	Weighted Average Exercise Price \$
Balance, August 31, 2020, February 29, 2020 and February 28, 2019	405,000	0.10

The following table is a summary of the Company's stock options outstanding and exercisable as at August 31, 2020 and February 29, 2020, respectively:

Options Outstanding				Options Exercisable	
Exercise Price	Number of Options	Weighted Average Remaining Life (Years)	Expiry Date	Number of Options	Weighted Average Exercise Price \$
\$0.10	405,000	2.87	July 16, 2023	405,000	0.10

Exercise Price	Options Outstanding			Options Exercisable	
	Number of Options	Weighted Average Remaining Life (Years)	Expiry Date	Number of Options	Weighted Average Exercise Price \$
\$0.10	405,000	3.38	July 16, 2023	405,000	0.10

d) Contributed Surplus

Contributed surplus transaction for the respective periods are as follows:

	<u>Amount \$</u>
Balance, February 29, 2020	-
Expiry of Agent Warrants	441
Balance August 31, 2020	441

PROPOSED TRANSACTION

The Company entered into a revised letter of intent with Garyn Angel Enterprises Inc. (also referred to as “Magical Brands”) to pursue a business combination with Magical Brands, a Florida-based product innovation and consumer branding company in a securities exchange transaction (the “LOI”). Under the terms of the LOI the Company received a non-refundable deposit of \$13,429 (US\$10,000) to be applied to its costs incurred in connection with the completion of the Qualifying Transaction. The proposed transaction contemplated is subject to certain conditions and applicable shareholder, corporate and Exchange approvals in order to constitute the Company’s “Qualifying Transaction” as such term is defined under the policies of the Exchange. No assurances are being made that the Qualifying Transaction will be consummated.

RELATED PARTY TRANSACTIONS

For the three and six month periods ending August 31, 2020, the Company incurred legal fees in the amount of \$17,314 to WeirFoulds LLP which relate to a proposed Qualifying Transaction (For the three and six months ended August 31, 2019: Nil). Wayne Egan, a director of the Company is also a partner of WeirFoulds LLP.