

Management Discussion and Analysis

MIZA III VENTURES INC.

For the fiscal year ended January 31, 2024

The Management Discussion and Analysis (“MD&A”) prepared May 28, 2024 should be read in conjunction with the operating results and financial position and cash flows for the year ended January 31, 2024 and related notes (the “Financial Statements”) of Miza III Ventures Inc. (“Miza III” or the “Company”), which were prepared in accordance with International Financial Reporting Standards (“IFRS”). All dollar amounts referred to in this MD&A are expressed in Canadian dollars, unless otherwise noted. Readers are cautioned that this MD&A contains certain forward-looking information. Please see the “Forward-Looking Statements” section below for a discussion of the use of such information in this MD&A.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute “forward-looking statements” within the meaning of Canadian securities laws. Forward-looking statements reflect the Company's current views with respect to future events, are based on information currently available to the Company and are subject to certain risks, uncertainties, and assumptions, including those discussed above.

Forward-looking statements can be identified by the use of words such as “intends”, “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ from those expressed or implied by the forward-looking statements. Such factors include, among others, risks related to fluctuation of currency exchange rates, as well as other factors discussed under “Risk Factors”.

Although the Company has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained in this MD&A are made as of the date of this MD&A. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company will update forward-looking statements in its management discussion and analysis as required.

DESCRIPTION OF BUSINESS

MIZA III VENTURES INC. (the “Company”) is a company domiciled in Canada. The Company was incorporated on January 18, 2021 under the laws of the Province of British Columbia. The address of the Company’s registered and head office is Suite 600, 890 West Pender Street, Vancouver, B.C., V6C 1J9.

The Company is a Capital Pool Corporation (“CPC”) as defined in Policy 2.4 of the TSX Venture Exchange (“Exchange”).

This report will also be made available on SEDAR at www.sedarplus.ca

SHARE CAPITAL

Authorized

The Company is authorized to issue an unlimited number of common shares without nominal or par value.

Issued

There are 18,100,000 Common Shares issued and outstanding as of May 28, 2024.

On June 26, 2023, 100,000 agent's options were exercised at \$0.10 per share for total cash consideration of \$10,000. No other issuances were completed during the year.

Stock Options

The Company granted stock options to its directors and officers to purchase an aggregate of 500,000 common shares at a price of \$0.10 per common share exercisable for a period of five years from the date of grant on July 2021.

Escrow Shares

As of January 31, 2024, a total number of 3,000,000 shares are held in escrow. Pursuant to the terms of the escrow agreement, 750,000 of these shares will be released on the date of the QT completion and the remaining shares will be released over a period of 30 months.

SELECTED ANNUAL INFORMATION

	Year Ended January 31, 2024	Year Ended January 31, 2023	Year Ended January 31, 2022
Revenue	\$ Nil	\$ Nil	\$ Nil
Net and comprehensive loss	\$ (104,716)	\$ (79,864)	\$ (152,794)
Basic and Diluted Loss per Share	\$ (0.006)	\$ (0.004)	\$ (0.03)
Number of common shares outstanding	18,100,000	18,000,000	18,000,000
<u>Statement of Financial Position data</u>			
Working capital	\$ 1,180,088	\$ 1,274,804	\$ 1,354,668
Total assets	\$ 1,221,400	\$ 1,283,954	\$ 1,372,316

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected financial data reported by the Company for the year ended January 31, 2024 and the previous eight quarters.

	Three Months Ended			
	January 31, 2024	October 31, 2023	July 31, 2023	April 30, 2023
Current assets	\$ 1,221,400	\$ 1,228,951	\$ 1,234,627	\$ 1,275,591
Total assets	\$ 1,221,400	\$ 1,228,951	\$ 1,234,627	\$ 1,275,591
Current liabilities	\$ 41,312	\$ 14,175	\$ 7,875	\$ 18,600
Share capital	\$ 1,480,643	\$ 1,475,041	\$ 1,475,041	\$ 1,465,041
Comprehensive loss	\$ (34,687)	\$ (11,977)	\$ (40,239)	\$ (17,813)
Basic loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Outstanding shares	18,100,000	18,100,000	18,100,000	18,100,000

SUMMARY OF QUARTERLY RESULTS (con't)

	Three Months Ended			
	January 31, 2023	October 31, 2022	July 31, 2022	April 30, 2022
Current assets	\$ 1,283,954	\$ 1,292,794	\$ 1,335,488	\$ 1,356,525
Total assets	\$ 1,283,954	\$ 1,292,794	\$ 1,335,488	\$ 1,356,525
Current liabilities	\$ 9,150	\$ 3,943	\$ 33,390	\$ 26,565
Share capital	\$ 1,465,041	\$ 1,465,041	\$ 1,465,041	\$ 1,465,041
Comprehensive loss	\$ 14,047	\$ 11,336	\$ 29,616	\$ 24,865
Basic loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Outstanding shares	18,000,000	18,000,000	18,000,000	18,000,000

RESULT OF OPERATIONS

Year ended January 31, 2024

During the year ended January 31, 2024, the Company recorded a loss of \$104,716. The loss is mainly due to an increase in professional fees of \$56,834 incurred during the year (2023 – 29,202).

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalents on January 31, 2024, was \$1,220,118 compared to the January 31, 2023, cash balance of \$1,280,590. Working capital decreased to \$1,180,088 as of January 31, 2024, compared to \$1,274,804 as of January 31, 2023, due to operating costs.

Cash used in operating activities for year ended January 31, 2024, was \$70,472 which was attributed to the loss during the year of \$104,716 (January 31, 2023 – \$79,864) and the changes in the working capital items comprising of a increase of accounts payable and accrued liabilities of \$32,162 (January 31, 2023 – \$8,498), and an increase of \$2,082 on prepaid expenses (January 31, 2023 – \$7,503).

Cash provided by financing activities for the year ended January 31, 2024, was \$10,000 resulting from the exercise of 100,000 warrants (2023 - \$NIL).

The Company's ability to continue as a going concern basis depends on its ability to successfully raise additional financing. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing may be favorable.

As of January 31, 2024, the Company has no material cash contractual obligations.

RELATED PARTY TRANSACTIONS

During the year ended January 31, 2024, the Company accrued \$12,600 (2023 - \$12,607) in office administration fees to a director of the Company.

During the year ended January 31, 2024, the Company accrued \$18,800 (2023 - \$18,900) for office rent to a director of the Company.

During the year ended January 31, 2024, the Company paid \$6,400 (2023 - \$6,825) in accounting fees to a director of the Company.

As at January 31, 2024, \$21,950 (2023 - \$9,250) is due to directors of the Company, which is included in accounts payable and accrued liabilities.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no material undisclosed off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on our results of operations or financial condition.

LEGAL PROCEEDINGS

The Company has not been a party to any legal proceedings since inception.

COMMITMENTS

The Company has no long-term commitments.

RISKS AND UNCERTAINTIES

In conducting its business, the Company faces a number of risks and uncertainties including dependence on key personnel, the requirement and ability to raise additional capital through future financings.

Future Financings

The Company's continued operation will be dependent upon the ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained on acceptable terms. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in some or all of the properties or joint ventures, or reduce or terminate some or all of the operations.

Dependence on Key Personnel

The success of the Company is currently largely dependent on the performance of the directors and officers. There is no assurance that the Company will be able to maintain the services of the directors and officers, or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and the prospects.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's Management and have been examined and approved by the Board of Directors. The financial statements were prepared by management in accordance with generally accepted Canadian accounting principles and include certain amounts based on Management's best estimates using careful judgment. The selection of accounting principles and methods is Management's responsibility.

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities.

The Board of Directors supervises the financial statements and other financial information through its audit committee, which is comprised of a majority of non-management directors.

This committee's role is to examine the financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.