

FOREMOST VENTURES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
SIX MONTHS ENDED AUGUST 31, 2019

OVERVIEW

The following management discussion and analysis (“MDA”) of the financial position of Foremost Ventures Corp. (the “Company”), and results of operations prepared on October 23, 2019, should be read in conjunction with the unaudited condensed interim financial statements for the six months ended August 31, 2019 and the audited financial statements for the year ended February 28, 2019. All amounts are stated in Canadian dollars unless otherwise indicated. These financial statements together with this MDA are intended to provide investors with a reasonable basis for assessing the financial performance of the Company.

The head office, the principal address, and the registered and records office of the Company are located at Suite 1510, 789 West Pender Street, Vancouver, BC, V6C 1H2.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Additional information related to the Company is available for view on SEDAR at www.sedar.com or by requesting further information from the Company’s head office in Vancouver.

DESCRIPTION OF BUSINESS

The Company was incorporated under the Business Corporations Act (British Columbia) on November 28, 2018. It was incorporated for the purposes of becoming a Capital Pool Company (“CPC”) as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4.

The Company completed its final prospectus on May 2, 2018 for the purposes of completing an IPO becoming a CPC trading on the TSX-V.

In June 2018, the Company completed its IPO, issuing 2,000,000 common shares at \$0.10 per share for total gross proceeds of \$200,000. The Company also issued non transferrable agents warrants to purchase 200,000 common shares at a price of \$0.10, expiring 24 months from the date of issuance.

The principal business of the Company is to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction (“QT”). The Final Prospectus was filed and is available for view on SEDAR.

The proposed business of the Company and the completion of a QT involves a high degree of risk and there is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment within the requisite time period. Additional funds will be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast doubt about the Company’s ability to continue as a going concern. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

Pursuant to the LOI (Note 1), the Company is proposing to complete a business combination with SmartShare by way of share exchange, merger, amalgamation, arrangement or similar form of transaction, whereby the shareholders of SmartShare will become security holders of the Resulting Issuer. The final form of the transaction will be set forth in a definitive agreement to be entered into among the parties that will replace the LOI. Upon completion of the Proposed Transaction, the Company will continue to carry on the business of SmartShare and may complete a name change, as may be approved by the board of directors of the Company and the TSX-V.

The LOI contemplates, that prior to the execution of a definitive agreement, SmartShare will complete a financing of \$350,000.

In conjunction with the Proposed Transaction, the Company will affect a share consolidation on a one-new-for-two-old basis and complete a private placement with gross proceeds of a minimum of \$1,200,000 and up to maximum of \$2,000,000. It is expected that common shares of the Company will be issued on 10.4 basis for each common share of SmartShare, to the shareholders of SmartShare as consideration for 100% of the issued and outstanding common shares of SmartShare. Accordingly, the Proposed Transaction will constitute a reverse takeover of the Company by SmartShare.

The Company will also loan SmartShare up to \$50,000, which will be provided in two installments of \$25,000 each. The first loan instalment will be unsecured and provided to SmartShare on the later of 10 business days of signing the LOI or after the Company receives the necessary regulatory approval for the loan. During May 20219, the first installment of \$22,500 being \$25,000 less a hold back for a TSX-V payment was provided to SmartShare. The second loan instalment will be secured and provided to SmartShare within 10 business days of SmartShare completing, to the satisfaction of the Company, the appropriate disclosure documents required to be filed by with the TSX-V relating to the Proposed Transaction.

Completion of the Proposed Transaction is subject to a number of conditions, including, but not limited to approval by the Exchange and shareholders' approval if required pursuant to regulatory or corporate law requirements. In addition, completion of the Proposed Transaction is subject to certain standard closing conditions, including the completion of due diligence investigations to the satisfaction of each of the Company and SmartShare, execution of a definitive agreement, and there being no material adverse change in the business of the Company or SmartShare prior to completion of the Proposed Transaction. Closing of the Proposed Transaction is also subject to completion of the offerings under the minimum financing and concurrent private placement.

On October 17, 2019, the Company announced that the above LOI with SmartShare was terminated and that the Company received repayment of its loan to SmartShare in full.

The Company is currently pursuing other potential qualifying transactions.

RESULTS OF OPERATIONS

At August 31, 2019, the Company had no continuing source of operating revenues and related expenditures.

During the three months ended August 31, 2019, the Company reported a net loss of \$9,674 compared to a net loss of \$35,117 for the three months ended August 31, 2018. The decrease in the net loss is a result of stock options were granted during the period ended August 31, 2018. No stock options were granted in the current period. During the six months ended August 31, 2019, the Company reported a net loss of \$12,589 compared to a net loss of \$59,657 for the six months ended August 31, 2019. The decrease in net loss was a result of stock option granted during the period ended August 31, 2018 as well as increased costs in the comparative period as the Company completed its IPO.

The Company has not paid any dividends on its common shares and has no present intention of paying dividends, as it anticipates that all available funds for the foreseeable future will be used to finance its business activities.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The following is a summary of selected financial information compiled from the quarterly interim financial statements ending August 31, 2019:

	Net loss for the period	Loss per share
November 30, 2017	\$Nil	\$Nil
February 28, 2018	\$161	\$0.00
May 31, 2018	\$24,540	\$0.01
August 31, 2018	\$35,117	\$0.01
November 30, 2018	\$484	\$0.00
February 28, 2019	\$23,367	\$0.04
May 31, 2019	\$2,915	\$0.00
August 31, 2019	\$9,674	\$0.00

Discussion

The variability of net loss during the four most recent quarters is mainly due to the increase in activity and services utilized in connection to the Company's completion of the prospectus and completion of the IPO; whereas, in the preceding quarters the Company had no comparable activity.

Due to the limited historical activity in the Company, and its recent increase in activity in preparation of the prospectus and filing its IPO, no trends have been noted in reviewing the summary of selected financial information for the eight quarters ended August 31, 2019.

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations to date through the issuance of common shares. The Company continues to seek capital through various means including the issuance of equity and/or debt.

In November 2017, the Company issued 2,000,000 common shares at \$0.05 per share for gross proceeds of \$100,000.

Upon the Company completion of the IPO financing, the common shares issued to the Company's founders (2,000,000) were subject to escrow and deposited with the trustee under the escrow agreement. Pursuant to the agreement, 10% of the escrowed common shares will be released from escrow on the issuance of the final Exchange bulletin on the closing of a QT and an additional 15% will be released every six months following the initial release over a period of thirty six months.

In June 2018, the Company completed its IPO financing, issuing 2,000,000 common shares at \$0.10 per share for total gross proceeds of \$200,000. The Company also issued non-transferrable agents warrants to purchase 200,000 common shares at a price of \$0.10, expiring February 23, 2020.

The Company has working capital at August 31, 2019 of \$170,183 (February 28, 2019 - \$182,952).

There can be no assurance of successfully completing future financings or a Qualifying Transaction. The Company may need to raise further capital to continue operations and complete its Qualifying Transaction. Management is actively seeking such opportunities.

Stock options

In June 2018, the Company granted 400,000 stock options to its directors and officers to acquire 400,000 common shares at a price of \$0.10 per common share, exercisable for a period of 5 years from the date the common shares begin trading on the exchange.

Warrants & Agent's Warrants

In June 2018, in connection with the completion of the IPO financing, the Company issued non-transferrable agents warrants to acquire an aggregate of 200,000 common shares expiring 24 months from the date of issuance at an exercise price of \$0.10 per share.

RELATED PARTY TRANSACTIONS

During the six months ended August 31, 2019, the Company did not incur transactions with directors and officers, or companies that are controlled by directors or officers of the Company.

FINANCIAL RISK MANAGEMENT

The Company is exposed to minimal financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Interest rate

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash on hand to meet its financial obligations.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's exposure to credit risk is on its cash held in bank accounts. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to currency risk.

Capital Management

The Company's capital structure consists of cash and share capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to complete a Qualifying Transaction. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. In order to carry out the planned activities and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management since inception. The Company is not subject to externally imposed capital requirements (Note 1 to the financial statements).

Classification of financial instruments

Fair values

The fair values of cash and accounts payable approximate their carrying values due to the short-term to maturities of these financial instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

Cash is measured at fair value using level 1 input.

ADDITIONAL INFORMATION

Off-Balance Sheet Arrangements

As at August 31, 2019, and up to the current date, the Company had no off-balance sheet arrangements.

Legal proceedings

As at the current date, management was not aware of any legal proceedings involving the Company.

Outstanding Share Data

As at August 31, 2019 and the date of this MD&A, the Company has the following outstanding securities:

- 1) Common shares: 4,000,000
- 2) Warrants: 200,000 (agents warrants)
- 3) Stock options: 400,000

The outstanding agents warrants have an exercise price of \$0.10, with an expiry date on June 15, 2020. The stock options have an exercise price of \$0.10, with an expiry date on June 15, 2023.

Contingent liabilities

As at August 31, 2019 and up to the current date, management was not aware of any outstanding contingent liabilities relating to the Company's activities.

Any forward-looking information in this MDA is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the company, and other factors.

CAPITAL DISCLOSURE

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition of a new business. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to acquire and sustain future development of a business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended August 31, 2019. The Company is not subject to externally imposed capital requirements.

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 IFRS 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.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any directors in a conflict will disclose their interests and abstain from voting in such matters. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.