

**DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

Dated: November 29, 2021

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

This management's discussion and analysis ("MD&A") reports on the operating results and financial condition of Duckhorn Ventures Ltd., for the nine months ended September 30, 2021 and is prepared as at November 29, 2021. Throughout this MD&A, unless otherwise specified, "Duckhorn" or "Company" refer to Duckhorn Ventures Ltd. This MD&A should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2020 and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB") and the unaudited interim financial statements for the period ended September 30, 2021, which were prepared in accordance with International Financial Reporting Standards ("IFRS") and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting (collectively referred to as the "Financial Statements"). Other information contained in these documents has also been prepared by management and is consistent with the data contained in the Financial Statements. All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are responsible to ensure that this MD&A does not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the periods covered. The financial statements together with the other financial information included in this MD&A fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date hereof and for the periods presented herein. The Board of Directors approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are 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 suggesting future outcomes or statements regarding an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially

DUCKHORN VENTURES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021

from those anticipated in such forward-looking statements. These forward-looking statements include but are not limited to statements concerning:

- The Company's ability to identify, successfully negotiate and/or finance an acquisition of a new business opportunity
- The Company's success at completing future financings
- The Company's strategies and objectives
- General business and economic conditions
- The Company's ability to meet its financial obligations as they become due
- The positive cash flows and financial viability of new business opportunities
- The Company's ability to manage growth with respect to a new business opportunity
- The Company's tax position, anticipated tax refunds and the tax rates applicable to the Company

Readers are cautioned that the preceding list of risks, uncertainties, assumptions, and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in or implied by these forward-looking statements. Due to the risks, uncertainties, and assumptions inherent in forward-looking statements, investors in securities of the Company should not place undue reliance on these forward-looking statements.

CORPORATE OVERVIEW AND OUTLOOK

Duckhorn was incorporated under the British Columbia Business Corporations Act on March 25, 2019. The Company's head office and records and registered office is located at 301 – 1665 Ellis Street, Kelowna, British Columbia V1Y 2B3.

The Company is currently managing its investment portfolio and is investigating and evaluating business opportunities to either acquire or in which to participate.

On May 29, 2019, ECC Diversified Inc. ("ECC") completed a strategic reorganization of its assets in which it spun out certain assets into Duckhorn. The transaction was carried out by way of statutory plan of arrangement (the "Arrangement") pursuant to the *Business Corporations Act* (British Columbia). Under the terms of the Arrangement, shareholders of ECC received one common share of the Company for every common share of ECC they held as of April 17, 2019. See Plan of Arrangement section for further details of this transaction.

In August 2019, the Company entered into a non-binding letter of intent (the "LOI") with Enosi Pharmaceuticals Corp. ("Enosi") with respect to the proposed acquisition by the Company of all the issued and outstanding equity securities of Enosi, and pursuant to which the Company loaned \$200,000 to Enosi. In January 2020, the parties mutually agreed to terminate the LOI, and the Company converted the loan into an equity interest in Enosi. See Investment in Enosi section for details of this transaction.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health

DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021

developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. To date, COVID-19 has not had an adverse impact on the Company.

On September 1, 2021, the Company has completed a consolidation of its issued and outstanding common shares on a 2:1 basis and a total of 9,131,917 post-consolidated common shares of the Company have been cancelled and returned to treasury. As a result, the Company currently has 3,333,333 common shares issued and outstanding.

During the period, Mike Castanho, Jeff Barber, and Anthony Alvaro were appointed as directors of the Company, replacing Scott Ackerman, Brent Ackerman, and Rick Cox. Jeff Barber was also appointed as CEO, President, CFO and Corporate Secretary of the Company.

PROPOSED TRANSACTION

On September 19, 2021, the Company and Helium Evolution Incorporated (“HEI”) entered into a definitive business combination agreement, whereby the Company will acquire all of the issued and outstanding securities of HEI by way of a three-cornered amalgamation involving HEI, Duckhorn and 2374145 Alberta Ltd., a wholly-owned subsidiary of Duckhorn that was incorporated solely for the purposes of the acquisition (the “Acquisition”).

HEI is a Canadian-based helium exploration and production company focused on developing assets in southern Saskatchewan. HEI has over three million acres of land under permit located near proven discoveries of economic helium concentrations.

Under the terms of the Acquisition, shareholders of HEI will be issued common shares of the Company (the “Consideration Shares”) in exchange for HEI Shares on a 1 HEI Share for 1.00542 Consideration Shares basis.

In connection with the Acquisition, HEI has completed a financing for gross proceeds of \$12.3 million through the issuance of 40,998,636 subscription receipts (“Subscription Receipts”) at a price of \$0.30 per Subscription Receipt. Upon closing of the Acquisition, each Subscription Receipt will automatically convert into one common share of HEI (“HEI Share”), which will be subsequently exchanged for 1.00542 common shares in the capital of the Company.

Upon completion of Acquisition, the combined entity will have a total of 78,738,462 common shares issued and outstanding on an undiluted basis.

Completion of the Acquisition is subject to a number of conditions including, listing of the shares of the resulting issuer on a Canadian stock exchange, the receipt of all requisite regulatory and shareholder approvals and other standard closing conditions. There can be no assurance that the Acquisition will be completed as proposed or at all.

DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021

SELECTED ANNUAL INFORMATION¹

	For the year ended December 31, 2020	For the period from incorporation on March 25, 2019 to December 31, 2019
Loss and comprehensive loss	\$ 170,873	\$ 235,722
Basic and diluted loss per share	\$ 0.01	\$ 0.01
Total assets	\$ 219,599	\$ 225,044

¹ Financial information prepared in accordance with IFRS.

SUMMARY OF QUARTERLY RESULTS¹

	For the three months ended September 30, 2021	For the three months ended June 30, 2021	For the three months ended March 31, 2021	For the three months ended December 31, 2020
Income /(Loss) for the period	\$281,412	\$(8,727)	\$(39,540)	\$(43,088)
Investments at fair value	\$-	\$-	\$-	\$-
Total assets	\$3,559	\$20,865	\$221,028	\$219,599
Basic/diluted income/(loss) per share	\$0.03	\$(0.00)	\$(0.00)	\$(0.00)
	For the three months ended September 30, 2020	For the three months ended June 30, 2020	For the three months ended March 31, 2020	For the three months ended December 31, 2019
Loss for the period	\$(40,686)	\$(41,038)	\$(46,061)	\$(127,038)
Investments at fair value	\$4,500	\$5,400	\$3,600	\$10,800
Total assets	\$222,523	\$222,138	\$220,189	\$225,044
Basic/diluted loss per share	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)

¹ Unaudited financial information prepared in accordance with IFRS

**DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

**RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2021 COMPARED TO THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2020**

Changes in fair value of investments for the three and nine months ended September 30, 2021 were \$nil and \$nil, respectively, compared to the three and nine months ended September 30, 2020 of \$(900) and \$(6,300), respectively. The unrealized loss resulted from investing activities of the Company in its publicly traded securities portfolio.

Interest income for the three and nine months ended September 30, 2021 was \$nil and \$nil, respectively, compared to the three and nine months ended September 30, 2020 of \$nil and \$712, respectively. Interest income was comprised of the interest accrual on the promissory note from Enosi.

Administration expenses for the three and nine months ended September 30, 2021 were \$1,019 and \$7,058, respectively, compared to \$3,045 and \$9,402 for the three and nine months ended September 30, 2020, respectively. These charges were for administration of the Company's office, maintenance of the Company's bank account and for rent.

Filing fees for the three and nine months ended September 30, 2021 were \$489 and \$2,313, respectively compared to \$nil and \$1,845 for the three and nine months ended September 30, 2020, respectively. These are expenses related to the filing requirements of the Company.

Finance expenses for the three and nine months ended September 30, 2021 were \$558 and \$7,897 respectively, compared to \$6,741 and \$19,920 for the three and nine months ended September 30, 2020, respectively. Finance expense is comprised of accrued interest on the outstanding promissory notes.

Professional fees for the three and nine months ended September 30, 2021 were \$33,532 and \$97,268 respectively, compared to \$30,000 and \$91,030 for the three and nine months ended September 30, 2020, respectively. These fees were incurred for accounting and legal services.

Recovery on write-down of accounts payable for the three and nine months ended September 30, 2021 were \$317,010 and \$317,010, respectively, compared to \$nil and \$nil for the three and nine months ended September 30, 2020, respectively. As part of the restructuring of the Company, the majority of its accounts payable was written off.

Net Income/(Loss) and comprehensive income/(loss) for the period

As a result of the activities discussed above, the Company experienced net income and comprehensive income for the three and nine months ended September 30, 2021 of \$281,412 and \$233,145, respectively, compared to a loss of \$40,686 and \$127,785 for the three and nine months ended September 30, 2020, respectively.

**DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

PLAN OF ARRANGEMENT

On May 29, 2019, ECC completed a strategic reorganization of its assets by way of a plan of arrangement (the "Arrangement") in which it spun out Duckhorn and other investee subsidiaries. This Arrangement involved the transfer of certain assets into Duckhorn.

Pursuant to the terms of the Arrangement, ECC distributed to each shareholder of ECC, as of April 17, 2019, one common share in the capital of Duckhorn and its other investee subsidiaries for every common share in the capital of ECC held. As a result, 9,965,250 common shares of the Company were issued. The value of each share was deemed to be \$0.01 for a total of \$99,653.

INVESTING ACTIVITIES

Changes in the Company's investment at fair value were as follows:

	September 30, 2021	December 31, 2020
	\$	\$
Opening Balance	-	10,800
Disposal of investment	-	(3,600)
Changes in fair value of investment	-	(7,200)
Ending Balance	-	-

Publicly traded securities

The Company's publicly traded securities can be sold at any time at the Company's discretion subject to market conditions and from time to time hold period restrictions of not more than four months pursuant to the terms of each respective private placement subscription agreement, as well as escrow restrictions, if applicable. During the year ended December 31, 2020, the Company sold 180,000 common shares of World Class Extractions Inc. ("WCE") with a fair value of \$3,600 to ECC. As consideration, the promissory note between ECC and the Company was reduced by \$6,300, resulting in a gain of \$2,700. As at December 31, 2020 the Company did not own any investments in publicly traded securities.

See also Promissory Notes Payable section.

INVESTMENT IN ENOSI

Pursuant to an agreement dated August 30, 2019, the Company loaned \$200,000, receivable by promissory note to Enosi in conjunction with the LOI. The principal outstanding under this promissory note bore interest at the simple rate of 10% per annum. On January 13, 2020, the Company and Enosi entered into an agreement to restructure their proposed transaction (the "Settlement Agreement"), resulting in the Company acquiring an equity interest in Enosi. Pursuant to the Settlement Agreement, Enosi issued 82,500 common shares in its capital to the Company in full satisfaction of all obligations owing by Enosi to the Company. Enosi is a private biotechnology company that is focused on translating novel

DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021

technologies into valuable therapeutics in the treatment of cancer and autoimmune disease. In the current quarter, the Company transferred the 82,500 common shares to ESOF 2017 for full and final settlement of the \$200,000 note as well as \$38,123 in interest payable, thereby recording a gain of \$30,671.

PROMISSORY NOTES PAYABLE

ECC

Pursuant to an agreement dated March 25, 2019, the Company purchased 90,000 common shares (subsequently split 2:1 resulting in 180,000 common shares) of WCE from ECC for an aggregate price of \$21,150, payable by promissory note. The principal outstanding under this promissory note bears interest at the simple rate of 10% per annum. The entire unpaid principal and any interest is fully and immediately payable upon demand. The Company may repay the principal and all accrued interest thereon at any time and from time to time without notice or penalty. During the year ended December 31, 2020, the Company sold its investment in WCE to ECC. As consideration for the transfer, the promissory note was reduced by \$6,300, resulting in a gain on debt settlement of \$2,700. The Company incurred interest expense of \$1,208 on the promissory note during the period ended September 30, 2021 (2020 - \$1,054). As of September 30, 2021, the promissory note had a balance of \$nil (December 31, 2020 - \$18,535) including accrued interest payable of \$nil (December 31, 2020 - \$388).

THE EMPRISE SPECIAL OPPORTUNITIES FUND (2017) LIMITED PARTNERSHIP ("ESOF2017")

Pursuant to an agreement dated August 30, 2019, the Company received \$200,000 from ESOF2017, payable by promissory note. The promissory note bears interest at the simple rate of 12% per annum and is unsecured. The entire unpaid principal and any interest is fully and immediately payable upon demand. The Company may repay the principal and all accrued interest thereon at any time and from time to time without notice or penalty.

During the year ended December 31, 2020, ESOF 2017 advanced a further \$5,250, and during the period ended September 30, 2021, a further \$7,000.

During the period ended September 30, 2021, with the transfer of the 82,500 Enosi shares, the Company repaid the promissory note of \$200,000 plus interest of \$38,123, thereby recognizing a gain of \$30,671.

The Company incurred interest expense of \$6,689 on the promissory note during the period ended September 30, 2021 (December 31, 2020 - \$24,540). As at September 30, 2021, the promissory note had a balance of \$nil (2020 - \$237,878) including accrued interest payable of \$nil (2020 - \$32,628).

SHARE CAPITAL

Authorized

Unlimited number of common and preferred shares without par value. There are no preferred shares issued and outstanding.

**DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

On September 1, 2021, the Company completed a share consolidation on a 2 old for 1 new share basis. All share and per share information has been retroactively adjusted to reflect the share consolidation.

Issued and outstanding

As at December 31, 2021, the Company had 12,465,250 common shares issued and outstanding. As at September 30, 2021 and as of the date of this MD&A, the Company had 3,333,333 common shares issued and outstanding.

On March 25, 2019, the Company received \$25,000 through the issuance of 2,500,000 common shares at \$0.01 per share.

On May 29, 2019, ECC completed a strategic reorganization of its assets in which it spun out certain assets into Duckhorn. The transaction was carried out by way of an Arrangement pursuant to the *Business Corporations Act* (British Columbia). Under the terms of the Arrangement, shareholders of ECC received one common share of the Company for every common share of ECC they held as of April 17, 2019; as a result, 9,965,250 common shares of the Company were issued. The value of each share is deemed to be \$0.01 for a total of \$99,653.

On September 1, 2021, certain shareholders of the Company agreed to cancel an aggregate of 9,131,917 post-consolidated common shares registered in their name and return them to treasury.

	Number of Shares	Amount
		\$
Balance, (incorporation) - March 25, 2019	-	-
March 25, 2019 – share issuance	2,500,000	25,000
May 29, 2019 – share issuance re Arrangement	9,965,250	99,653
Balance, December 31, 2019, 2020	12,465,250	124,653
September 1, 2021 – return to treasury	(9,131,917)	-
Balance, September 30, 2021, and as at the date of this MD&A	3,333,333	124,653

Stock options

On March 25, 2019, the Company adopted a stock option plan (the “Stock Option Plan”) whereby it can grant incentive stock options to directors, officers, employees, and technical consultants of the Company. The maximum numbers of shares that may be reserved for issuance under the Stock Option Plan is limited to 10% of the issued common shares of the Company at any time. The vesting period for all options is at the discretion of the Board of Directors. The exercise price will be set by the Board of Directors at the time of grant and cannot be less than the discounted market price (if any) of the Company’s common shares.

The Stock Option Plan provides that the number of common shares that may be reserved for the issuance to any one individual upon exercise of all stock options held by such an individual may not exceed 5% of

DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021

the issued common shares, if the individual is a director or officer, or 2% of the issued common shares, if the individual is a consultant or engaged in providing investor relations services, on a yearly basis. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

On May 29, 2019 the Company granted stock options to officers and a consultant of the Company to acquire up to an aggregate of 1,245,000 common shares. Each option is exercisable to acquire one common share at a price of \$0.04 any time prior to May 29, 2024.

A summary of the Company's stock option activity is as follows:

	Number of Options	Weighted average Exercise Price
Balance, as of March 25, 2019	-	\$ -
Granted	1,245,000	0.04
Balance, December 31, 2019, and 2020	1,245,000	\$0.04
Cancelled	(1,245,000)	\$0.04
Balance, September 30, 2021, and as at the date of this MD&A	-	-

LIQUIDITY AND CAPITAL RESOURCES

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

A summary of the Company's cash flows during the nine months ended September 30, 2021 and September 30, 2020 is as follows:

	For the nine months ended September 30, 2021	For the nine months ended September 30, 2020
Cash flows provided/(used) in operating activities	\$ (583)	\$ (2,181)
Increase (decrease) in cash for the period	(583)	(2,181)
Cash, beginning of the period	830	3,095
Cash, end of the period	\$ 247	\$ 914

**DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

Cash flows provided/(used) in operating activities were \$(583) for the nine months ended September 30, 2021 as compared to \$(2,181) for the nine months ended September 30, 2020. The cash was used to pay for administrative expenditures.

As a result of the above activities, at September 30, 2021, the Company has \$247 of cash to settle current liabilities of \$45,664. As such, the Company has insufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year.

The Company will remain dependent upon the financial support of its shareholders and debt holders. If the Company is unable to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

Additionally, the Company likely has insufficient funds from which to finance any identified business acquisition and as such will require additional financing to accomplish the Company's long-term strategic objectives. Future funding may be obtained by means of issuing share capital and/or debt financing. There can be no certainty of the Company's ability to raise additional financing through these means.

The Financial Statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. The accompanying interim financial statements do not reflect adjustments that may be necessary if the going concern assumption were not appropriate. If the going concern basis were not appropriate, adjustments may be necessary to the carrying amounts and/or classification of assets and/or liabilities and the reported expenses in these financial statements. Such adjustments could be material.

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.

The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them are recorded at their exchange amounts as agreed upon by transacting parties.

Summary of expenses incurred:

Nature	Relationship	For the nine months ended September 30, 2021 \$	For the nine months ended September 30, 2020 \$
Interest on promissory notes	Due to shareholders of the Company	7,897	19,920

The Company has secured promissory notes with different related parties; ECC and The Emprise Special Opportunities Fund (2017) ("ESOF2017") are both shareholders of the Company. During the year ended

**DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

December 31, 2020, \$5,250 was secured as an additional loan from ESOF2017. During the period ended September 30, 2021, an additional \$7,000 was secured as an additional loan from ESOF2017. See Promissory Notes and Loan Payable section for details relating to these promissory notes and loan.

Amount due to related parties included in promissory notes payable:

Nature	Relationship	September 30, 2021	December 31, 2020
Promissory note (ECC)	Shareholder of the Company	\$ -	\$ 18,535
Promissory note (ESOF2017)	Shareholder of the Company	\$ -	\$ 237,878

RISKS AND UNCERTAINTIES

Strategic Risk

At present, the Company has very limited sources of funding from which to repay its existing obligations and fund on-going operating costs. If the Company is unable to obtain adequate additional financing, management might be required to curtail the Company's operations. If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case its ability to continue as a going concern may be adversely affected.

There is also no guarantee that the Company will be able to complete the acquisition of or participation in a new business opportunity. If an acquisition of or the participation in corporations, properties, assets, or businesses is identified, the Company may find that even if the terms of an acquisition or participation are economic, it may not be able to finance such acquisition or participation and additional funds will be required to enable the Company to pursue such an initiative. There is no guarantee that additional financing will be available or that it will be available on terms acceptable to management of the Company. The Company will be competing with other companies, many of which will have far greater resources and experience than the Company. No assurance can be given that the Company will be successful in raising the funds required for an acquisition.

Fluctuation in Investments

The Company's investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject shares could be subject to wide fluctuations in response to various factors beyond the Company's control, including, quarterly variations in the subject companies' results of operations, changes in earnings (if any), estimates by analysts, conditions in the industry of the subject companies and general market or economic conditions. In recent years equity markets have experienced extreme price and volume fluctuations. These fluctuations have had a substantial effect on market prices, often unrelated to the operating performance of the specific companies. Such market fluctuations could adversely affect the market price of the Company's investments. As at September 30, 2021, the Company does not hold any investments in public companies.

Private Issuers and Illiquid Securities

The Company may invest in securities of private companies, illiquid securities of public companies and publicly-traded securities that have low trading volumes. The value of these investments may be affected

DUCKHORN VENTURES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021

by factors such as investor demand, resale restrictions, general market trends and regulatory restrictions. Fluctuation in the market value of such investments may occur for a number of reasons beyond the control of the Company and there is no assurance that an adequate market will exist for investments made by the Company.

Lack of Dividend Policy

The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Company's Board of Directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

Possible Dilution to Present and Prospective Shareholders

The Company's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence of Key Personnel

The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries.

FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Market Risk

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk and are disclosed as follows:

(i) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollars. As at September 30, 2021, the Company is not exposed to currency risk.

(ii) Interest rate risk

DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

(iii) Price rate risk

The Company has no exposure to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. Management believes that the credit risk related to its cash is negligible.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At September 30, 2021, the Company has limited sources of revenue and has a cash balance of \$247 to settle current liabilities of \$45,664. As such, the Company has insufficient cash to fund corporate overhead costs and the repayment of the Company's debt obligations for the next year. Until such time as the Company's investments increase in value or begin generating significant dividend income, the Company will remain dependent upon the financial support of its shareholders and debt holders or the sale of investments. If the Company is unable to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

Additionally, the Company likely has insufficient funds from which to finance any identified business acquisition and as such will require additional financing to accomplish the Company's long-term strategic objectives. Future funding may be obtained by means of issuing share capital and/or debt financing. There can be no certainty of the Company's ability to raise additional financing through these means. If the Company is unable to continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern.

Consequently, the Company is exposed to liquidity risk as at September 30, 2021.

Fair Value Risk

When participating in investment activities, the Company may incur losses if it is unable to resell the securities it has purchased or if it is forced to liquidate its holdings at less than their respective carrying values. The Company is also exposed to fair value risk as a result of its trading activities in publicly traded

DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021

securities. All the Company's investments are carried on a FVTPL basis and are recorded at their fair value. As such, changes in fair value affect earnings as they occur.

The fair value of cash, accounts receivable, and accounts payable and accrued liabilities at September 30, 2021 approximate their carrying values due to their short term to maturity.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year included:

Income tax

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in profit or loss both in the period of change, which would include any impact on cumulative provisions, and in future periods. Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as the amounts recognized in profit or loss in the period in which the change occurs.

Valuation of investments at fair value

The Company recognizes its investments at fair value. Fair value is determined on the basis of market prices from independent sources, if available. If there is no market price, then the fair value is determined by using valuation models. The inputs to these models are derived from observable market data where possible, but where observable data is not available, judgment is required to establish fair values. There is inherent uncertainty and imprecision in estimating the factors that can affect fair value, and in estimating fair values generally, when observable data is not available. Changes in assumptions and inputs used in valuing financial instruments could affect reported fair values.

Stock options

**DUCKHORN VENTURES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021**

Determining the fair value of stock options requires estimates related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could have a significant impact on the Company's future operating results or on other components of shareholders' equity.

CRITICAL ACCOUNTING JUDGEMENT

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the statements are, but are not limited to, the following:

Going Concern

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. The factors considered by management are disclosed in Note 1 of the interim financial statements.

OFF-BALANCE SHEET ARRANGEMENTS

The Company currently has no off-balance sheet arrangements.