

Cranstown Capital Corp.
(A Capital Pool Company)
Management Discussion and Analysis
For the year ended March 31, 2022

Date: July 28, 2022

General

This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand Cranstown Capital Corp. (the "Company") financial statements for the year ended March 31, 2022. The discussion should be read in conjunction with the financial statements of the Company and the accompanying notes for the year ended March 31, 2022. The financial statements, together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to future performance. The financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

This MD&A was reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on July 28, 2022. The information contained within this MD&A is current to July 28, 2022.

The Company's critical accounting estimates, significant accounting policies and risk factors have been disclosed in the audited financial statements for the year ended March 31, 2022. All amounts are expressed in Canadian dollars unless noted otherwise.

Additional information relating to the Company, including regulatory filings, can be found on the SEDAR website at www.sedar.com.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These forward-looking statements can generally be identified as such because of the context of the statements, including such words as "believes", "anticipates", "expects", "plans", "may", "estimates", or words of a similar nature. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from anticipated future results and/or achievements expressed or implied by such forward-looking statements, which speak only as of the date the statements were made. Readers are therefore advised to consider the risks associated with any such forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth herein.

Description of Business and Overview

The Company was incorporated under the *Business Corporations Act* (British Columbia) on February 2, 2021 and is a Capital Pool Company under the policies of the TSX Venture Exchange (the "Exchange").

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The head office, registered office and records office are located at Suite 2800, Park Place, 666 Burrard Street, Vancouver, BC, V6C 2Z7.

On March 10, 2021, the Company appointed an agent to offer for sale to the public in the provinces of Alberta, British Columbia and Ontario a minimum of 3,000,000 and up to a maximum of 8,000,000 common shares at a price of \$0.10 per common share for gross proceeds of \$300,000 to \$800,000 (the "Offering"). The agent engaged in connection with the Offering of the common shares was to be paid a commission of 8% of the gross proceeds. In addition, the Company agreed to pay the agent a work fee of \$20,000 and reimburse the agent for its expenses, including legal fees up to a maximum of \$20,000, plus disbursements incurred pursuant to the Offering.

On July 8, 2021, the Company completed an initial public offering ("IPO") and listing of its common shares on the TSX Venture Exchange ("TSXV") as a Capital Pool Company ("CPC"). A total of 4,154,000 shares were issued at a price of \$0.10 per share to raise gross proceeds of \$415,400. In connection with the IPO, the Company paid cash share issue costs of \$67,149 and granted 332,320 Agent's warrants. The Agent's warrants are exercisable for a period of 24 months from closing at an exercise price of \$0.10 per common share.

The principal business of the Company is the identification and evaluation of assets or businesses with a view to completing a "Qualifying Transaction" as it is defined in the policies of the Exchange. The Company has not commenced commercial operations. There is no assurance that the Company will identify and complete a Qualifying Transaction within the time period described by the policies of the Exchange. Moreover, even if a potential Qualifying Transaction is identified by the Company, it may not meet the requirements of the Exchange.

To date, the Company has not generated revenues. Continued operations of the Company are dependent on the receipt of related party debt or equity financing on terms which are acceptable to the Company.

SUMMARY OF FINANCIAL RESULTS

		For the three months ended:				For the period from Incorporation on February 2, 2021 to March 31, 2021
		March 31, 2022	December 31, 2021	September 30, 2021	June 30, 2021	
Total Revenue	\$	Nil	Nil	Nil	Nil	Nil
Loss for the period	\$	8,619	1,353	122,836	28,893	3,918
Total Assets	\$	463,401	472,017	475,003	194,868	212,448
Total Liabilities	\$	478	478	2,111	15,182	3,866

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Operating Results, Financial Condition and Liquidity

Financial Condition

At March 31, 2022, the Company had current assets of \$463,401, current liabilities of \$478 and working capital of \$462,923.

Operating Results

The Company has not generated revenue for the year ended March 31, 2022 and expenses incurred include bank charges of \$353, filing fees of \$28,411, legal and professional fees of \$63,361, office expenses of \$577, share based compensation of \$67,791 and stationery and printing of \$1,208.

Capital Resource and Liquidity

At March 31, 2022, cash was \$463,401. The Company has been reliant on financial assistance from equity financing.

During the period from January 1, 2022 and ended March 31, 2022, the net cash flows used in operating activities were \$9,585, which is comprised of the net loss for the period of \$8,619 and non-cash changes related to accounts payable and accrued legal fees of \$966.

During the year ended March 31, 2022, the net cash flows used in operating activities were \$97,298, which is comprised of the net loss for the period of \$161,701, non-cash transactions related to share based compensation of \$67,791 and non-cash changes related to accounts payable and accrued legal fees of \$3,388.

During the year ended March 31, 2022, the net cash flows provided by financing activities were \$348,251.

There was no investing activity during the year ended March 31, 2022.

As of the date of this MD&A, the Company has no outstanding commitments. The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management has evaluated that the Company will be required to raise additional equity capital or other borrowings to be able to pay its liabilities and finance operating costs. The ability to raise sufficient funding cannot be determined at this time which creates a material uncertainty that casts doubt about the Company's ability to continue as a going concern.

Outstanding Share Data

As at March 31, 2022, 8,404,000 common shares were issued and outstanding.

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Related Party Transaction

During the year ended March 31, 2022, the Company granted 840,400 stock options to certain officers and directors of the Company, and incurred total share based compensation of \$67,791 in respect of these stock options. These stock options are exercisable at a price of \$0.10 per common share, expire on July 8, 2031, and vest immediately.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Critical Accounting Policies and Estimates

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities as at the date of the financial statements and reported amounts of expenses during the reporting period. Note 3 to the financial statements discusses these critical accounting policies and judgements.

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Business Risk and Uncertainties

There is no assurance that the Company will identify and complete a Qualifying Transaction within the time period described by the policies of the Exchange. Moreover, even if a potential Qualifying Transaction is identified by the Company, it may not meet the requirements of the Exchange.

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. 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.

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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