

## METEORITE CAPITAL INC.

### INTERIM MANAGEMENT'S DISCUSSION & ANALYSIS

#### Date

The following management's discussion and analysis ("MD&A") of the operations, results, and financial position of Meteorite Capital Inc. ("Meteorite" or the "Company"), dated November 28, 2019, covers the three and nine-months ended September 30, 2019 and should be read in conjunction with the unaudited condensed interim financial statements of the Company for the same period, which were prepared in accordance with International Accounting Standard 34 Interim Financial Reporting ("IAS 34") of International Financial Reporting Standards ("IFRS"). The MD&A supplements but does not form part of the condensed interim financial statements. Management is responsible for the preparation of the condensed interim financial statements and the MD&A for the three and nine-month period ended June 30, 2019. Additional information on the Company is also available on SEDAR at [www.sedar.com](http://www.sedar.com).

Where we say "we", "us", "our", or the "Company" we mean Meteorite unless otherwise indicated. All amounts are presented in Canadian dollars unless otherwise indicated.

#### Description of Business:

The Company was incorporated as a private company by Certificate of Incorporation issued pursuant to the provisions of Canada Business Corporations Act on April 27, 2018. The Company completed its initial public offering ("IPO") of 5,000,000 common shares for gross proceeds of \$750,000 on September 28, 2018. The Company's common shares were listed on the TSX Venture Exchange ("TSX-V") on October 12, 2018 and commenced trading on the TSX-V on the same day under the symbol "MTR.P".

The Company was listed as a Capital Pool Company ("CPC") as defined in TSX-V Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business with a view to completing a Qualifying Transaction as defined under TSX-V Policy 2.4.

#### Forward-looking statements

*Certain statements contained in this MD&A may constitute forward-looking statements. These 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 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 those 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. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.*

*With respect to forward-looking statements above and otherwise contained in this MD&A, the Company has made assumptions regarding, among other things:*

- *the legislative and regulatory environment;*
- *the impact of increasing competition;*
- *ability to obtain regulatory and shareholder approvals; and*

- *the Company's ability to obtain additional financing on satisfactory terms.*

*The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below:*

- *volatility in the market conditions;*
- *incorrect assessments of the value of acquisitions;*
- *due diligence reviews; and*
- *competition for suitable acquisitions.*

*The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of these risk factors set forth above.*

## **Overall Performance**

Meteorite is classified as a "Capital Pool Company" for the purposes of the policies of the TSX Venture Exchange (the "Exchange"). As a result, the Company's current business is to identify and evaluate businesses and assets with a view to completing a "Qualifying Transaction". Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a non-arm's length Qualifying Transaction is also subject to "majority of the minority approval" in accordance with Policy 2.4 of the Exchange. The Company has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Company is not specifically considering pursuing a company, asset or business in any specific business or industry sector, or in any particular geographical area, and the Company has reviewed and anticipates it will continue to review companies, assets and businesses in a broad range of industry sectors and geographical areas.

Until completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described in the Company's final prospectus dated September 17, 2018, the funds that will be raised pursuant to the Company's initial public offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

Although the Company has commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction and has actively evaluated potential candidates, the Company has not yet entered into an agreement in principle for any particular transaction.

## **Results of Operations**

As of September 30, 2019, the Company had no operations other than identifying a qualifying transaction.

For the three and nine-months ended September 30, 2019, Meteorite incurred operating expenses of \$18,572 and \$39,388 respectively (September 30, 2018: \$85,047 and \$92,374 for the three and nine-month period ended respectively). These operating expenses are related to professional fees, listing fees and bank fees.

Working Capital at September 30, 2019 was \$622,268 (December 31, 2018: \$661,656).

## **Selected Financial Information**

A summary of selected financial information is set out below:

	Three-months ended September 30, 2019	Nine-months ended September 30, 2019	Three-months ended September 30, 2018	Five-months ended September 30, 2018
Net Loss	\$18,572	\$39,388	\$85,047	\$92,374
Net Loss per share	\$0.00	\$0.01	\$0.04	\$0.04
Total expenses	\$18,572	\$39,388	\$85,047	\$92,374
Total assets	\$625,681	\$625,681	\$781,784	\$781,784
Cash used in operations	\$10,156	\$104,983	\$103,564	\$45,394
Long-term financial liabilities	\$0	\$0	\$0	\$0

For the period ended September 30, 2019, the Company reported no discontinued operations and declared no cash dividends.

#### Summary of Quarterly Results

	Three-months ended September 30, 2019	Nine-months ended September 30, 2019	Three-months ended June 30, 2018	Five-months ended June 30, 2018
Professional fees	\$18,535	\$33,342	\$21,637	\$28,947
Listing fees	\$8	\$5,987	\$63,374	\$63,374
Bank fees	\$29	\$59	\$36	\$53
Loss for the period	18,572	\$39,388	\$85,047	\$92,374
Loss per share	\$0.00	\$0.01	\$0.04	\$0.04

This summary of quarterly results should be read in conjunction with the unaudited condensed interim financial statements and related notes for the three and nine-months period ended September 30, 2019 and the three and five-month period ended September 30, 2018.

## **Discussion of Operations for the three and nine- months period ended September 30, 2019 and the three and five-month period ended September 30, 2018**

Loss and comprehensive loss for the three and nine-months period ended September 30, 2019 were \$18,572 and \$33,342 respectively (2018 - \$85,047 and \$92,374 for the three and five-months periods respectively) of which \$18,535 (2018 - \$51,637) for the three month period ended, and \$33,342 for the nine month period ended (2018 - \$28,947 five months) respectively was expended on professional fees, as well as \$29 (2018 - \$36) for the three month period ended, and \$59 for the nine month period ended (2018 - \$53 five months) respectively in bank charges and \$8 (2018 - \$63,374) for the three month period ended and \$5,987 for the nine months period ended (2018 - \$63,374 five months) respectively was expended on listing fees.

### **Transactions with Related Parties**

Related parties include the Board of Directors, the president, the chief financial officer, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions.

During the nine-month period ended September 30, 2019, a law firm of which an officer, director and shareholder of the Company is a partner, provided legal services in the amount of \$11,904 of which Nil was included in accounts payable and accrued liabilities (2018: 29,945). As at December 31, 2018 the accounts payable included an amount of \$64,008 related to such fees which were subsequently paid in the first quarter of 2019.

### **Outstanding Share Data**

At the date of this Discussion, the following is a description of the outstanding equity securities and exercisable securities previously issued by the Company:

	<b>Authorized</b>	<b>Description of Securities</b>
Voting or equity securities issued and outstanding	Unlimited Common shares	7,065,000 Common shares (2,065,000 deposited in escrow)
Options issuances and outstanding	Up to a maximum of 10% of Common shares outstanding	706,500 options to acquire 706,500 Common shares
Warrants issued and outstanding	Agent option to acquire 500,000 Common shares	160,000 warrants to acquire 160,000 Common shares

## **Financial Instruments and Risk Factors**

The Company's financial instrument consists of cash and its fair value approximates its' carrying value due to the relatively short-term maturity of the instrument. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from this financial instrument.

## **Liquidity and Capital Resources**

As at September 30, 2019, Meteorite had net working capital of \$622,268 (December 31, 2018 \$661,656) comprised of cash and Investment in short-term GIC. This included cash of \$681 (2018 - \$730,664) and a short-term investment of \$625,000 (December 31, 2018 – Nil). As a result, the Company is not exposed to the liquidity risk, and has sufficient funds to meet its ongoing obligations and to meet its objective of completing a Qualifying Transaction. Meteorite does not generate revenue from operations and any significant improvements in working capital would result from the issuance of share capital. Up to the date of this Discussion, the gross cash proceeds from the issue of share capital amounted to \$904,875.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the potential 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. The Company defines capital to include its working capital position and the capital stock, and option components (including warrants) of its shareholders' equity.

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 September 30, 2019. In accordance with the TSX Venture Exchange Policy 2.4 Capital Pool Companies and until Completion of a Qualifying Transaction, the Company will be subject to constraints related to the use of the funds obtained through the sale of its Common shares.

## **Contractual Obligations**

The Company has no long-term debt outstanding or contractual obligations.

## **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

## **Financial Risk Factors**

The Company's risk exposures and the impact on the Company's condensed interim financial statements are summarized below.

### *Credit risk*

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and receivables. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

### *Liquidity risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2019, the Company's cash and receivables exceeded its current liabilities. In order to meet future obligations as they become due, the Company may need to access funding from the issuance of equity securities, the exercise of stock options or warrants through other sources. The Company's access to financing is uncertain and there is no assurance of continued access to equity funding.

### *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices.

#### *a) Interest rate risk*

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risks on cash and on the Company's obligations are not considered significant.

#### *b) Foreign currency risk*

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in a foreign currency. As at September 30, 2019, the Company did not have any accounts in foreign currencies and considers foreign currency risk insignificant.

#### *c) Price risk*

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. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

### **Critical Accounting policies and Estimates updated**

Critical accounting estimates are those estimates that have a high degree of uncertainty and for which changes in those estimates could materially impact the Company's results.

Management used the Black-Scholes model to estimate the fair value of warrants issued. The estimated life of the warrants at the grant date is based on the legal life of the warrants and the expected exercise pattern of the warrant holders. The expected volatility used to calculate the grant date fair value estimated taking into account the historical volatility of similar companies' share price over the expected term of the warrants granted.

Actual results could differ from those estimates.

### **Additional Information**

Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com).