

CAPRICORN BUSINESS ACQUISITIONS INC.
(A Capital Pool Corporation)

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED APRIL 30, 2019

August 19, 2019

The following Management's Discussion and Analysis ("MD&A") of the operating results and financial position of Capricorn Business Acquisitions Inc. ("Capricorn" or the "Company") is supplementary to, and should be read in conjunction with the audited financial statements of the Company for the year ended April 30, 2019 ("Fiscal 2019"). The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All figures are in Canadian dollars unless stated otherwise.

FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements which by their nature, necessarily involve risks and uncertainties that could cause results to differ materially from those contemplated by these forward-looking statements. Management considers the assumptions on which these forward-looking statements are based to be reasonable at the time the statements were prepared, but cautions the reader that they could cause actual results to differ materially from those anticipated.

Company Profile

Capricorn was incorporated under the Business Corporations Act (Ontario) on May 7, 2008 and is classified as a Capital Pool Corporation as defined in TSX Venture Exchange Inc. (the "TSX-V" or the "Exchange") Policy 2.4. The Company has nominal assets other than cash and proposes to identify and evaluate potential acquisitions or businesses with a view to completing a qualifying transaction (the "Qualifying Transaction" or the "QT"), as defined in Exchange Policy 2.4.

The directors of the Company continue to seek out appropriate potential business opportunities with a view to complete a QT within the meaning of the TSX-V policies.

As at August 19, 2019, members of the Company's management team and Board of Directors consisted of:

Name	Position
Yvan Routhier	Chief Executive Officer, Chairman of the Board and Director
Gerald Goldberg	Chief Financial Officer, Director
David Posner	Director
Oleksandr Storcheus	Director
Yisroel Weinreb	Director

Recent Developments

On February 3, 2019, the Company entered an agreement with Blockchain Innovations Corp. to mutually terminate the letter of intent (“LOI”) previously announced between the parties.

On July 1, 2019, the Company entered into a LOI with Tikkun Pharma, Inc., d/b/a Tikun Olam Skincare (“TO Skincare”), under the general terms and conditions pursuant to which the Company and TO Skincare would be willing to complete a transaction that will result in a reverse take-over of Capricorn by the shareholders of TO Skincare, and which is intended to constitute the QT of Capricorn pursuant to the policies of the Exchange. See Subsequent Events for more details.

On July 1, 2019, the Company amended the terms of an aggregate amount of \$45,000 (the “Loan”) from three lenders, by extending the maturity date by a further six months to December 16, 2019. See Subsequent Events for more details.

Selected Financial Information

The Company’s selected financial information as at and for the three most recently completed financial years ended April 30 are summarized as follows:

	Year ended April 30, 2019	Year ended April 30, 2018	Year ended April 30, 2017
Total expenses	\$ 31,830	\$ 24,928	\$ 115,647
Extinguishment of debts	21,868	-	150
Net loss and comprehensive loss	(9,962)	(24,928)	(115,497)
Loss per share	(0.002)	(0.004)	(0.039)
Total assets	219,691	240,230	302,094
Total liabilities	101,493	112,070	149,006
Shareholders’ equity	118,198	128,160	153,088

Results of Operations

Year ended April 30, 2019

The Company incurred a net loss of \$9,962 during the year ended April 30, 2019, compared to a net loss of \$24,928 in the prior year. While total professional fees increased in Fiscal 2019 (2019 – \$17,096 versus 2018 – \$8,859), the overall decrease in net loss is mainly due to a gain on extinguishment of accounts payable balances recorded in the current year.

The loss per share for the year ended April 30, 2019 was \$0.002 compared to a loss per share of \$0.004 in the prior year.

Summary of Quarterly Results

The following table presents selected financial data of Capricorn for its last eight quarters as reported in the particular period:

Period	Interest income	Net income (loss) (\$)	Income (loss) per share (\$)
2019 Q4	-	12,734	0.002
2019 Q3	-	(3,063)	(0.001)
2019 Q2	-	(12,078)	(0.002)
2019 Q1	-	(7,555)	(0.001)

2018 Q4	-	(8,948)	(0.002)
2018 Q3	-	(8,051)	(0.001)
2018 Q2	-	(2,285)	(0.000)
2018 Q1	-	(5,644)	(0.001)

Liquidity and Financial Position

As at April 30, 2019, Capricorn had a cash balance of \$218,749, compared to a cash balance of \$239,288 as at April 30, 2018. Total liabilities were \$101,493 as at April 30, 2019, compared to \$112,070 as at April 30, 2018. The decreases in cash and accounts payable and accrued liabilities are primarily attributable to professional fees paid, net of filing fee accruals, as well as an extinguishment of debts which occurred during the year.

Shareholder' equity decreased from \$128,160 as at April 30, 2018 to \$118,198 as at April 30, 2019, as a result of the net loss of \$9,962 incurred during the year ended April 30, 2019.

The Company believes it has sufficient remaining capital resources to consummate an alternative Qualifying Transaction.

Capital Resources

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity.

The Company includes equity, comprised of share capital, share-based payments reserve and accumulated deficit in the definition of capital.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's capital management objectives, policies and processes have remained unchanged during the years ended April 30, 2019 and 2018.

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements.

Related-Party Transactions

During the year ended April 30, 2019, the Company did not enter into any related-party transactions.

Outstanding Share Capital and Stock Options Data

As at April 30, 2019, Capricorn had authorized an unlimited number of common shares without par value for issuance and had issued 6,750,509 common shares. As at April 30, 2019, the number of stock options outstanding and exercisable was 674,050.

As of the date of this MD&A, the number of common shares and stock options on hand had remained unchanged.

Summary of Significant Accounting Policies

Cash and cash equivalents

Cash and cash equivalents include demand deposits with banks, money market accounts, and other

investments with original maturities of 90 days or less. Balances of cash and cash equivalents in financial institutions may at times exceed the government-insured limits. As at April 30, 2019, the Company did not have any cash equivalents.

Financial instruments

On July 24, 2014, the IASB issued the completed IFRS 9 – Financial Instruments (“IFRS 9”) to come into effect on January 1, 2018 with early adoption permitted.

IFRS 9 includes finalized guidance on the classification and measurement of financial assets. Under IFRS 9, financial assets are classified and measured either at amortized cost, fair value through other comprehensive income (“FVTOCI”) or fair value through profit or loss (“FVTPL”) based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 largely retains the existing requirements in IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”), for the classification and measurement of financial liabilities.

The Company adopted IFRS 9 in its financial statements on May 1, 2018. Due to the nature of its financial instruments, the adoption of IFRS 9 had no impact on the opening accumulated deficit balance on May 1, 2018. The impact on the classification and measurement of its financial instruments is set out below.

Financial assets and financial liabilities, including derivatives, are recognized on the statements of financial position when the Company becomes a party to the financial instrument or derivative contract.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: (1) those to be measured subsequently at FVTPL; (2) those to be measured subsequently at FVTOCI; and (3) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss.

The Company reclassifies financial assets when its business model for managing those assets changes. Financial liabilities are not reclassified.

Amortized cost

This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the solely principal and interest (“SPPI”) criterion. Financial asset classified in this category are measured at amortized cost using the effective interest method.

Expected credit loss impairment model

IFRS 9 introduced a single expected credit loss (“ECL”) impairment model, which is based on changes in credit quality since initial application. The adoption of the ECL impairment model had no impact on the Company’s financial statements.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts.

Fair value through profit or loss

This category includes derivative instruments as well as quoted equity instruments which the Company has not irrevocably elected, at initial recognition or transition, to classify at FVTOCI. This category would also include debt instruments whose cash flow characteristics fail the SPPI criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. Financial assets in this category are recorded at fair value with changes recognized in profit or loss.

Financial assets at fair value through other comprehensive income

Equity instruments that are not held-for-trading can be irrevocably designated to have their change in fair value recognized through other comprehensive income instead of through profit or loss. This election can be made on individual instruments and is not required to be made for the entire class of instruments. Attributable transaction costs are included in the carrying value of the instruments. Financial assets at FVTOCI are initially measured at fair value and changes therein are recognized in other comprehensive income (loss).

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in other comprehensive income (loss).

The Company’s classification and measurements of financial assets and liabilities are summarized below:

	IFRS 9	IAS 39
	Classification	Measurement
Cash	Amortized cost	Loans & receivable
Accounts payable and accrued liabilities	Amortized cost	Other financial liabilities
Loans payable	Amortized cost	Other financial liabilities

Income taxes

Income tax expense comprises current and deferred tax expense. Current and deferred tax are recognized in profit or loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income (loss).

Current tax

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable earnings.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized, and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent that future recovery is probable. At the end of each reporting period, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Loss per share

Basic loss per share is calculated using the weighted-average number of common shares outstanding during the period. Contingently issuable shares are not considered outstanding common shares and consequently not included in loss per share calculation. The Company computes the dilutive effect of options and similar instruments using the proceeds that could be obtained upon exercise of options and similar instruments. It assumes that proceeds would be used to purchase common shares at the average market price during the period. Diluted loss per share calculation assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on loss per share.

Stock-based compensation

The Company uses the fair value method of accounting for options granted under its share purchase option plan. Options granted to directors, officers and employees are measured at fair value, which is charged to operations over the applicable vesting period, with an offsetting credit to share-based payments reserve. Options granted to non-employees are measured at the fair value of goods and services received, which is charged to operations at the date of receipt of goods or services, with an offsetting credit to share-based payments reserve. When the fair value of the goods and services is not readily available, the amount is based on the fair value of the equity instrument granted. The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

As at April 30, 2019 and 2018, the Company had no material provisions.

Accounting estimates and judgments

The preparation of these financial statements requires management to make estimates and judgments and form assumptions that affect the reported amounts and other disclosures in these financial statements. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year. Critical estimates used in the preparation of these financial statements include, among others, the fair value of options issued and the fair value of financial assets and liabilities. Significant judgments include management's assessment of the Company's ability to continue as a going concern and its ability to obtain additional financing to complete a QT.

Recent accounting pronouncements issued and not yet applied

At the date of authorization of these financial statements, the IASB and the IFRIC have issued certain pronouncements that are mandatory for accounting periods commencing on or after May 1, 2019. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company is currently assessing the impact of adopting these standards will have on the Company's financial statements.

Financial Instruments and Risk Management

The Company is exposed to a variety of financial risks by virtue of its activities: market risk (including interest rate risk) and liquidity risk. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance.

Risk management is carried out by the officers of the Company as discussed with the Board of Directors. Management of the Company charged with the responsibility of establishing controls and procedures to ensure that financial risks are mitigated in accordance with the expectations of the Board of Directors.

Fair value

The carrying values of cash and cash equivalents, accounts payable and accrued liabilities approximate fair values due to the relatively short-term maturities of these financial instruments. As at April 30, 2019, the Company did not have any financial instruments carried at fair value.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and financial liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company's cash and cash equivalents earn nominal interest. The Company does not believe there is any other interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company manages its liquidity risk by forecasting cash flows and

anticipated investing and financing activities. Management of the Company are actively involved in the review and approval of planned expenditures.

As at April 30, 2019, the Company had a cash balance of \$218,749 (April 30, 2018 – \$239,288) to settle current liabilities of \$101,493 (April 30, 2018 – \$59,676). The Company will need to secure additional financing to meet its ongoing obligations. However, there is no assurance that the Company will be able to do so.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's exposure to credit risk primarily arises from the possibility that its debtors may fail to meet their obligations. Cash is held in trust by the lawyers. The Company manages the credit exposure related to cash by making sure that the lawyers maintain bank accounts with Schedule I banks in Canada. The carrying amount of cash and cash equivalents and other receivable represent the maximum credit exposure.

Subsequent Events

Tikkun Pharma Inc.

On July 1, 2019, the Company entered into a LOI with Tikkun Pharma, Inc., d/b/a TO Skincare, under the general terms and conditions pursuant to which the Company and TO Skincare would be willing to complete a transaction that will result in a reverse take-over of Capricorn by the shareholders of TO Skincare, and which is intended to constitute the QT of Capricorn pursuant to the policies of the Exchange.

Prior to the completion of the QT, Capricorn shall effect a name change (the "Name Change") to "Tikun Olam Skin Care Corp." or as may otherwise be mutually agreed upon and acceptable to the applicable regulatory authorities and the Exchange. The QT is then expected to proceed by way of a three-cornered amalgamation, share exchange or statutory plan of arrangement pursuant to which Capricorn will acquire all of the issued and outstanding common shares of TO Skincare (the "TO Skincare Shares"), in exchange for common shares in the capital of Capricorn ("Capricorn Shares") on the basis of 2.2216 Capricorn Shares for every one (1) TO Skincare Share (the "Exchange Ratio"), reflecting a deemed price of approximately CAD \$0.2251 per TO Skincare Share or such other value acceptable to TO Skincare, Capricorn and the Exchange, such that TO Skincare will be a wholly-owned subsidiary of Capricorn as it exists following the completion of the QT and will carry on the business of TO Skincare. The QT will also provide that all outstanding options, warrants and broker warrants to purchase TO Skincare Shares shall be exchanged for economically equivalent securities of the Resulting Issuer, subject to adjustment in number and exercise price based on the Exchange Ratio.

In connection with the QT, TO Skincare intends to complete a non-brokered private placement (the "TO Financing") of secured convertible debenture units ("Units") at a price of CAD \$1,000 per Unit for gross proceeds of up to CAD \$1,500,000. Each Unit will consist of (i) a convertible debenture (a "Convertible Debenture") that has a face value of CAD \$1,000, an interest rate of 10% per annum, a maturity date of three years from the date of issuance, and will be convertible, at the option of the holder thereof or automatically upon completion of the QT, into TO Skincare Shares at a price of CAD \$0.50 per share ("Debenture Shares") and (ii) 2,000 non-transferrable warrants ("Warrants"), with each Warrant entitling the holder thereof to acquire one (1) TO Skincare Share at a price of CAD \$0.65 per share until the earlier of the date on which the QT is completed or 60 months from closing.

Completion of the QT is subject to completion of due diligence, receipt of all required regulatory, director and shareholder approvals, execution of definitive agreements and certain other conditions that are customary for transactions of this nature.

Loan extension

On July 1, 2019, the Company amended the terms of the Loan by extending the maturity date by a further six months to December 16, 2019.