

REBEL CAPITAL INC.
Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2019

Introduction

The following management's discussion and analysis ("**MD&A**") is dated November 7, 2019, unless otherwise indicated, and should be read in conjunction with the unaudited interim condensed financial statements of Rebel Capital Inc. (the "**Corporation**" or "**Rebel**") for the three and nine months ended September 30, 2019 (the "**Quarterly Financial Statements**"), as well as the audited financial statements for the year ended December 31, 2018 (the "**Audited Financial Statements**"), and the related notes thereto. This MD&A was written to comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*. Results are reported in Canadian dollars, unless otherwise noted. The results presented for the three and nine months ended September 30, 2019 and 2018 are not necessarily indicative of the results that may be expected for any future period.

For further details, see the Corporation's financial statements and other additional information about the Corporation as can be found on SEDAR.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Corporation'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 Corporation believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these 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. The Corporation's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

Overview

The Corporation was incorporated under the *Business Corporations Act* (British Columbia) on September 16, 2016 and, subsequent to the completion of its initial public offering on October 31, 2017, is a Capital Pool Corporation ("**CPC**") as defined in the Policy 2.4 of the TSX Venture Exchange (the "**Exchange**") Corporate Finance Manual. The Corporation has authorized an unlimited number of common shares ("**Common Shares**") to be issued. The registered office of the Corporation is located at 2000, 250 Howe Street, Vancouver, British Columbia, V6C 3R8.

The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("**QT**"). Until the completion of a QT, the Corporation will

not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a QT. The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that the lesser of 30% of the gross proceeds (\$99,900) and \$210,000 may be used by the Corporation in respect of covering the prescribed costs of issuing the Common Shares and general administrative expenses of the Corporation. These restrictions apply until completion of the QT by the Corporation as defined under the policies of the Exchange. The Corporation was required to complete its QT on or before two (2) years from the date of listing of the Common Shares on the Exchange, being November 3, 2019.

As of the date of this MD&A, the Corporation has not completed a QT within the time limitations permissible under the policies of the Exchange. On November 5, the Exchange formally advised that trading in the Common Shares of the Company will be suspended effective at the open, November 7, 2019, until further notice.

Changes to the Board of Directors

In May 2019, Mr. Shant Poladian and Mr. Anish Chopra were appointed to Rebel's board of directors. In addition, Mr. Mihalis Belantis resigned as a director of the Corporation. The board of directors now consists of Mr. Poladian and Mr. Chopra as well as Mr. Christopher Reid and Mr. Craig Lindsay.

Termination of Proposed Qualifying Transaction

In July 2019, the Corporation entered into a definitive agreement with Chief Commercial Construction L.P., a Pennsylvania limited partnership (the "**Vendor**"), to acquire a property located in Pittsburgh, Pennsylvania containing a 91,790 square foot data center with a three-story connected 43,800 square foot office property on an approximately 7.65 acre site (collectively, the "**Property**") for a total purchase price (the "**Purchase Price**") of US\$32 million (the "**Proposed Transaction**"). In October 2019, the Corporation announced that the Proposed Transaction was terminated as certain conditions of the Proposed Transaction were not met by the required dates. The Proposed Transaction was intended to constitute Rebel's "Qualifying Transaction" in accordance with Policy 2.4 of the Exchange.

Initial Public Offering

On October 31, 2017, the Corporation completed the Offering and issued 2,000,000 Common Shares at a price of \$0.10 per Common Share for total consideration of \$200,000. Pursuant to an agency agreement dated August 11, 2017 (the "**Agency Agreement**") between the Corporation and Leede Jones Gable Inc. (the "**Agent**"), the Agent received a cash commission of \$20,000, a corporate finance fee of \$10,000 and an amount equal to the Agent's reasonable expenses of \$8,549. Effective November 3, 2017, the date that the Common Shares were listed for trading on the Exchange, the Corporation issued to the Agent options to purchase 200,000 common shares at an exercise price of \$0.10, which were exercisable until they expired on November 3, 2019 (the "**Agent's Option**"). The Corporation incurred total share issue costs of \$76,108, consisting of cash transaction costs of \$65,565 directly related to the Offering and \$10,543 for share-based payments related to the Agent's Options.

As a result of the Offering, the Corporation has 4,660,000 Common Shares issued and outstanding (2,660,000 of which are subject to escrow restrictions), and 200,000 Common Shares reserved for issuance upon the exercise of outstanding Stock Options (as defined below).

After the completion of the Offering, Common Shares previously issued are subject to an escrow agreement and may be cancelled in the event the Corporation is unable to complete a QT within the required time limit of two (2) years. These shares are accounted for as contingently returnable shares and are excluded from the calculation of loss per share.

Stock Options

On April 3, 2017, the Corporation adopted a stock option plan, where the board of directors has the discretion to grant directors, officers, employees and consultants of the Corporation, non-transferable options to purchase Common Shares, in accordance with the Exchange requirements ("**Stock Options**"). For as long as the Corporation is a CPC under the policies of the Exchange, the aggregate number of Common Shares issuable upon exercise of all Stock Options granted under the stock option plan shall not exceed 10% of the Common Shares of the Corporation issued and outstanding at the closing of the Offering. As a CPC, the number of Common Shares reserved for issuance to any individual or director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares in any twelve (12) month period.

Stock Options granted to the directors, officers, employees or consultants of the Corporation while it is a CPC may be exercised during the greater of twelve (12) months after the completion of the QT and ninety (90) days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement is by reason of death, the Stock Option may be exercised within a maximum period of one (1) year after such death, subject to the expiry date of such Stock Option. Any Common Shares acquired pursuant to the exercise of Stock Options prior to the completion of the QT must be deposited in escrow and will be subject to the requirements of the Exchange under a CPC escrow agreement.

The Corporation granted Stock Options to its directors and officers on April 10, 2017, entitling the purchase of 200,000 Common Shares at an exercise price of \$0.10 per Common Share. The Stock Options are for a five (5) year term, expiring on April 10, 2022, with one-third vesting on April 10, 2017, one-third vesting on April 10, 2018 and one-third vesting on April 10, 2019. As at September 30, 2019, there are 200,000 options outstanding and exercisable with a remaining life of 2.5. years.

The Stock Options granted were valued using the Black-Scholes option pricing model to estimate the fair value. During the nine months ended September 30, 2019, the Corporation recognized stock-based compensation expense of \$678 (\$3,208 - September 30, 2018) that was recorded as contributed surplus.

Summary of Quarterly Results

Results for the most recent quarters ending with the last quarter for the three months ending on September 30, 2019 are:

Quarterly Results (\$)	Q3 2019	Q2 2019	Q1 2019	Q4 2018
Total Assets	144,729	145,673	195,273	194,719
Total Revenues	467	514	587	601
Total Expenses	8,703	1,452	8,877	22,922
Net Loss	8,236	938	8,290	22,321
Basic and diluted net loss per share	0.00	0.00	0.00	0.01

	Q3 2018	Q2 2018	Q1 2018	Q4 2017
Total Assets	198,970	201,589	224,087	228,609
Total Revenues	530	124	-	-
Total Expenses	4,422	43,458	5,215	19,185
Net Loss	3,892	43,334	5,215	19,185
Basic and diluted net loss per share	0.00	0.02	0.00	0.01

Operating results for each quarter since incorporation are primarily composed of professional fees, transfer agent and exchange fees, and stock-based compensation expenses incurred in each quarter. To date, the Corporation has only generated interest revenue.

Results of Operations

The Corporation recorded a net loss of \$17,464 for the nine months ended September 30, 2019 (\$52,441 - September 30, 2018). These net losses are due mainly to professional fees, transfer agent and exchange fees, and stock-based compensation expenses incurred in each period.

Additional Disclosure for Venture Issuers without Significant Revenue

Since the Corporation has no revenue from operations, the following is a breakdown of the material costs incurred for the three and nine months ended September 30, 2019 and 2018:

Material Costs (\$)	Q3 2019	Q3 2018	YTD 2019	YTD 2018
Professional fees	7,786	2,869	10,037	41,014
Transfer agent and filing fees	904	904	8,256	8,392
Bank fees	13	25	61	481
Stock-based compensation	-	624	678	3,208

Financial Condition including Cash Flows, Liquidity and Capital Resources

At September 30, 2019, working capital was \$130,992. Cash as at September 30, 2019 was \$144,729, compared with \$194,719 as at December 31, 2018. The changes in cash are due to expenditures for professional fees and transfer agent and filing fees of the Corporation offset by interest revenue earned during the nine months ended September 30, 2019.

Other than accounts payable and accrued liabilities, the Corporation does not otherwise have any outstanding commitments and has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Based on current information, the Corporation

anticipates that its working capital is sufficient to meet its expected ongoing obligation for the coming year and for completion of a QT.

Outstanding Share Data

The following table summarizes the Corporation's outstanding common share and options data as of the date of this MD&A:

Common Shares	4,660,000
Stock Options	200,000

* There have been no changes to outstanding common shares and stock options from year end December 31, 2018. On November 3, 2019, the 200,000 outstanding Agent's Options expired.

Escrowed shares

As at the date of this MD&A, the Corporation has 4,660,000 Common Shares (December 31, 2018 – 4,660,000) outstanding, of which 2,660,000 Common Shares are held in escrow and contingently cancellable. These Common Shares will be held in escrow and will be released pro-rata to the shareholders as to 10% of the escrowed shares upon issuance of notice of final acceptance of a QT by the Exchange, and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These escrowed shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities. If the Corporation does not receive final acceptance of a QT and is delisted, the common shares held in escrow may be cancelled and the proceeds returned to the shareholders.

Off-Balance Sheet Arrangements

As of the date of this MD&A, the Corporation does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Corporation including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Related Party Transactions

Related parties include the board of directors and executive officers of the Corporation, close family members and enterprises which are controlled by individuals as well as certain persons performing similar functions.

The Exchange prohibits directors and officers from receiving remuneration while the Corporation is a CPC. As of September 30, 2019, the Corporation has not completed a QT and accordingly, the officers and directors of the Corporation have not been paid any compensation other than the stock options granted on April 10, 2017 (see above).

There were no related party transactions during the nine months ended September 30, 2019 and 2018. The Corporation does not have amounts owing to or from related parties as of September 30, 2019 or December 31, 2018.

Capital Management

Capital is comprised of the Corporation's shareholders' equity and any debt that it may issue. As at September 30, 2019, the Corporation's shareholders' equity was \$130,992 and it had \$13,737 in current liabilities. The Corporation's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going 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.

The capital for expansion was entirely from proceeds from the issuance of Common Shares. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a QT. Additional funds may be required to finance the Corporation's QT.

The Corporation's capital management objectives, policies and processes have not changed over the periods presented. The Corporation is not subject to any externally imposed capital requirements.

Financial Instruments and Risk Management

The Corporation, as part of its operations, carries financial instruments consisting of cash and cash equivalents, accounts receivables and accounts payable and accrued liabilities. It is management's opinion that the Corporation is not exposed to significant credit, interest, or currency risks arising from these financial instruments except as otherwise disclosed.

Fair Value

Fair value represents the price at which a financial instrument could be exchanged in an orderly market in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. Certain accounting policies and disclosures of the Corporation's require the determination of fair value, for both financial and non-financial assets and liabilities. The Corporation characterizes its fair value measurements into a three-level hierarchy depending on the degree to which the inputs are observable, as follows:

- Level 1 inputs are quoted prices in active markets for identical assets and liabilities;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The fair value of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities approximates their fair value due to the short-term maturities of these items.

Credit Risk

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Corporation's cash and cash equivalents and accounts receivable. The carrying amount of cash and cash equivalents and accounts

receivable represent the maximum credit exposure to the Corporation. The Corporation held cash in the bank of \$144,729 at September 30, 2019 (December 31, 2018 - \$194,719). The Corporation manages credit exposure related to cash and cash equivalents by selecting financial institution counterparties with high credit ratings.

Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Corporation has accounts payable and accrued liabilities of \$13,737 as at September 30, 2019 (December 31, 2018 - \$46,941) that are considered payable within the next year.

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. The Corporation does not have significant exposure to these risks.

Critical Accounting Estimates

The Corporation's Audited Financial Statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"), as issued by the International Accounting Standards Board ("**IASB**"). The Corporation's significant accounting policies are summarized in Note 3 within the Audited Financial Statements. Given the early stage of the Corporation, there were no significant estimates or judgments made by management in the preparation of the Audited Financial Statements.

New standards adopted on January 1, 2019

IFRS 16: Leases

On January 1, 2019, the Corporation adopted IFRS 16 "Leases" to replace the existing guidance of IAS 17 "Leases". The standard establishes principles and disclosures related to the amount, timing and uncertainty of cash flows arising from a lease. Given that the Corporation has no leases, no adjustments were required from the adoption of this standard.

Outlook

The Corporation continues to evaluate business opportunities in order to complete a QT. The Corporation continues to monitor its spending and will amend its plans as necessary to realize business opportunities available to the Corporation.