This Management Discussion and Analysis ("MD&A") is dated July 29, 2022 and discloses specified information up to that date. The following discussion and analysis of the operations, results and financial position of Venerable Ventures Ltd. (the "Company") should be read in conjunction with the Company's audited financial statements for the years ended March 31, 2022 and 2021 and the notes thereto. Unless otherwise cited, references to dollar amounts are Canadian dollars and financial data has been prepared in accordance with International Financial Reporting Standards ("IFRS").

Throughout this report we refer to the "Company", "we", "us", "our" or "its". All these terms are used in respect of Venerable Ventures Ltd. We recommend that readers consult the "Cautionary Statement" on the last page of this report. Additional information relating to the Company is available on SEDAR at www.sedar.com.

Description of Business

The Company was incorporated under the Business Corporations Act of British Columbia on January 11, 2010. The Company's common shares (each, a "Share") were listed for trading on the TSX Venture Exchange (the "TSX-V") on September 20, 2010.

On May 19, 2011, the Company announced that it had completed its Qualifying Transaction and commenced trading as a Tier 2 Mining Issuer on the TSX-V on May 25, 2011 under the symbol of "VLV". The Company completed the transaction through the closing of an option agreement with Robert Carmichael and Landmark Geological Inc. (collectively, the "Optionors"), pursuant to which the Optionors granted the Company an option (the "Option") to acquire 100% of their right, title and interest in and to certain mining claims known as the Trout Claims, covering approximately 6,926 hectares, located in the Nechako Plateau Area, Omineca Mining Division, near Vanderhoof, British Columbia (the "Trout Property"). In order to exercise the Option, the Company agreed to pay the Optionors total cash payments of $435,000 and issue the Optionors an aggregate of 100,000 common shares of the Company, each payable over a three-year term. The Company also committed to incur exploration expenditures totaling $1,500,000 over the three-year Option period.

On March 9, 2012, the Company signed an option agreement with BCT Mining Corp., whereby the Company can earn up to a 100% right, title and interest in and to three mining claims known as the Trout Claims, located adjacent to the Trout Property. The Trout Property is 65 km southwest of Vanderhoof, British Columbia on the Nechako Plateau. On the closing date of the transaction, the Company made a cash payment of $15,000 and issued 5,000 common shares of the Company. During the year ended March 31, 2013, the Company paid the first anniversary payments which consisted of a cash payment of $15,000 and the issuance of 7,500 common shares of the Company. During the year ended March 31, 2014, the Company made the final payment of $30,000 and issued an additional 10,000 common shares to the optionors. The mineral rights to the three claims have been transferred to the Company.

On May 20, 2014, the Company announced that it had increased the size of the Trout Property and extended the final payment date required under the original option agreement dated April 26, 2011, whereby the Company can acquire a 100% interest in the Property. Two additional claims totaling approximately 2,360 hectares have been added to the Property.

On May 15, 2014, the Company entered into an amended agreement with the (First) Optionors of the Trout Property resulting in the addition of new claims and the extension of the option agreement. The third anniversary payment of $180,000 and issuance of 40,000 common shares of the Company, due May 23, 2014 was extended by 18 months to November 23, 2015, along with the remaining exploration expenditures required under the Option Agreement. In consideration for the addition of the new claims and the extension of the Option Agreement, the Company made

additional payments totaling $20,000 and issued 40,000 additional common shares to the Optionors. In August 2014, the Company inspected eight areas containing historical gold and multi-element till geochemical anomalies using soil geochemistry, geological mapping and prospecting. Results confirm at least three of these areas contain significant precious metal anomalies. The Company currently does not have the funds to meet the obligations under this amended agreement to maintain the rights to the property; a further amendment was required.

On November 30, 2015 the Company announced that it entered into a Mineral Property Purchase Agreement (the "Purchase Agreement") dated November 23, 2015, with the (First) Optionors of the Trout Property that has completed the purchase of 100% of the Trout Property. The extended third anniversary payment has been amended to be a final payment of $10,000 and issuance of 400,000 common shares of the Company.

On February 22, 2016 the Company announced it received TSX-V approval for, and has effected, the final purchase of the Trout Property. Pursuant to the Purchase Agreement, the Company made the final payment of $5,000 and issued 200,000 common shares of the Company to each of the (First) Optionors.

On July 26, 2016, the Company announced that it has entered into a Grubstake agreement with Landmark Geological Inc. in relation to staking certain properties and paying approved expenditures in relation to the staking. In consideration of the agreement, the Company will issue 20,000 common shares of the Company to Landmark Geological Inc. and pay $20,000 if a drill program is initiated on these properties. The Company will pay an additional $50,000 if the exploration expenditures exceed $1,000,000. During the period, the agreement was approved by the TSX-V and the Company issued 20,000 common shares.

During the year ended March 31, 2020, the Company wrote down all costs associated with the exploration properties.

On November 1, 2021, the Company announced that it had entered into a definitive amalgamation agreement dated effective November 1, 2021 (the "Agreement"), pursuant to which it proposes to acquire all of the outstanding share capital of Kapoose Creek Wellness Ltd. ("Kapoose"). (see 'Definitive Amalgamation Agreement' below)

During the year ended March 31, 2022, the Company sold its claims on the Trout Property, collectively the Trout Claims. Consideration for the sale represented settlement of outstanding debts in the amount of $61,673.

Overall Performance

For the year ended March 31, 2022, the Company recorded income of $9,407 (2021 - loss of $106,992). As at March 31, 2022, the Company had total assets of $162,656 and working capital of $148,999 (March 31, 2021 - total assets of $250 and working capital deficit of $64,408)

Results of Operations

The Company currently has no revenues from operations.

During the three months ended March 31, 2022, the Company recorded comprehensive income of $39,062 resulting primarily from $61,673 in gain on settlement of debt, partially offset by professional fees of $12,500 and listing and filing fees of $11,996. In the comparative period ended March 31, 2021, the Company recorded comprehensive loss of $34,814, resulting primarily from professional fees of $7,500 and office and administration expense of $26,280.

During the year ended March 31, 2022, the Company recorded comprehensive income of $9,407 resulting from $61,673 in gain on settlement of debt, partially offset by professional fees of $15,800, listing and filing fees of $19,774, and office and administration expense of $16,692. In the comparative period ended March 31, 2021, the Company recorded comprehensive loss of $106,992, resulting primarily from professional fees of $8,500, listing and filing fees of $8,822, and office and administration expense of $86,364.

Selected Annual Information

Year ended March 31,	2022 ($)	2021 ($)	2020 ($)
Total assets	162,656	250	3,466
Income (loss) for the year	9,407	(106,992)	(1,468,115)
Income (loss) per share, basic and diluted	0.00	(0.01)	(0.31)

Summary of Quarterly Results

The following financial information is for the eight most recently completed quarters of the Company.

Quarter ended	Mar 31, 2022 ($)	Dec 31, 2021 ($)	Sep 30, 2021 ($)	Jun 30, 2021 ($)	Mar 31, 2021 ($)	Dec 31, 2020 ($)	Sep 30, 2020 ($)	Jun 30, 2020 ($)
Total revenues	-	-	-	-	-	-	-	-
Income (loss) for the period	39,062	(2,297)	(3,740)	(23,618)	(27,313)	(37,998)	(26,559)	(7,621)
Income (loss) per share, basic and diluted	0.00	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

Quarterly results will vary in accordance with the Company's activities.

Liquidity and Capital Resources

At March 31, 2022, the Company had working capital of $148,999. This consisted of $161,993 in cash, $663 in amounts receivable, and $13,657 in accounts payable and accrued liabilities.

The Company's only source of funding has been the issuance of equity securities for cash. Management believes it will be able to raise equity capital as required in the long term but recognizes there will be risks involved that may be beyond their control.

Commitments and Contractual Arrangements

The Company has no commitments or contractual obligations.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

As at March 31, 2022, $Nil (March 31, 2021 - $Nil) was owing to the related parties of the Company.

During the year ended March 31, 2022, the Company did not have any related party transactions.

During the year ended March 31, 2021, the Company had the following related party transactions:

- 1,300,000 units were issued to two directors of the Company at $0.05 per unit for gross proceeds of $65,000. Each unit consists of one common share and one share purchase warrant, with each warrant exercisable into one common share at a price of $0.06 until June 14, 2025.

Compensation of Key Management Personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that its key management personnel are the members of the Company's current and former Board of Directors and its executive officers.

During the years ended March 31, 2022 and 2021, the remuneration of directors and other members of key management personnel was $Nil.

Proposed Transactions

Definitive Amalgamation Agreement

On November 1, 2021, the Company announced that it had entered into the Agreement, pursuant to which it proposes to acquire all of the outstanding share capital of Kapoose (the "Transaction"), an arm's-length life sciences and natural health product development company, established under the laws of the Province of British Columbia. The Agreement replaces the letter of intent previously entered into between the Company and Kapoose, dated effective September 7, 2021.

The Agreement was entered into with Kapoose and 1327688 B.C. Ltd. ("Subco"), a newly established subsidiary of the Company. In accordance with the terms of the Agreement, Kapoose will amalgamate with Subco with the resulting amalgamated entity continuing as a wholly owned subsidiary of the Company, and all existing common shares of Kapoose will be exchanged for an equivalent number of common shares of the Company. Following completion of the Transaction, all existing share purchase warrants and incentive stock options of Kapoose will be exercisable to acquire common shares of the Company under their existing terms. Kapoose currently has 130,108,510 common shares outstanding, along with 49,664,846 warrants exercisable at a price of $0.30 and 12,900,000 incentive stock options exercisable at prices ranging from $0.10 to $0.42. No cash consideration is payable by the company to Kapoose in connection with completion of the Transaction.

No finders' fees or commissions are payable in connection with the Transaction. Prior to closing of the Transaction, the Company intends to apply to list its common shares on the Canadian Securities Exchange ("CSE"), and voluntarily delist its shares from the TSX-V, as well as complete a concurrent financing. On closing of the Transaction, it is anticipated that the Company will change its name to Kapoose Creek Wellness Ltd., and will reconstitute its board and management to consist of nominees of Kapoose.

Completion of the Transaction remains subject to a number of conditions, including the completion of satisfactory due diligence, the negotiation and finalization of definitive documentation, receipt of any required regulatory and third party consents, approval of minority shareholders of the Company to the delisting of the Company's common shares from the TSX-V, the CSE having conditionally accepted the listing of the Company's common shares and the TSX-V having accepted the voluntarily delisting of the Company's common shares, and the satisfaction of other customary closing conditions.

The Transaction cannot close until the required approvals are obtained, and the Company's common shares have been delisted from the TSX-V. There can be no assurance that the Transaction will be completed as proposed or at all or that the Company's common shares will be listed and posted for trading on any stock exchange. Trading in the Company's common shares is currently halted, and it is anticipated that trading will remain halted until completion of the Transaction.

As of March 31, 2022, and the date of this MD&A, the Transaction is on hold pending further development of assets held by Kapoose and financing conditions considered more favorable by the Company.

Recent Accounting Pronouncements

There are no new standards or amendments to existing accounting standards which the Company reasonably expects are applicable to the Company and will significantly impact the Company.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to establish accounting policies and to make estimates that affect both the amount and timing of the recording of assets, liabilities and expenses. Some of these estimates require judgment about matters that are inherently uncertain. Note 3 to the audited financial statements for the year ended March 31, 2022, includes a summary of the significant accounting policies adopted by the Company.

Financial Instruments and Risk Management

Fair Value

The carrying value of cash, amounts receivable and accounts payable approximate fair value due to the relatively short-term maturity of these financial instruments. Fair value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price, if one exists. The carrying value of cash is fair value.

Fair Value Hierarchy

The Company follows the accounting standards associated with financial instruments resulting in a three-tier categorization as a framework for disclosing fair value based upon inputs used to value the Company's investments.

The hierarchy is summarized as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets and liabilities;
Level 2 – inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data; and
Level 3 – inputs for assets and liabilities not based upon observable market data

Cash, as recorded, is at fair value in accordance with level 1 of the fair value hierarchy.

Risk Disclosures

The main risks the Company's financial instruments are exposed to are credit risk and liquidity risk.

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 is subject to credit risk on its cash and amounts receivable. The Company limits its exposure to credit loss by placing its cash with major financial institutions. The Company's amounts receivable is primarily comprised of amounts owing from the Government of Canada for input tax credits receivable. Accordingly, the Company does not believe it is subject to significant credit risk. The carrying value of these financial assets represents the maximum credit exposure.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meets its financial obligations as they fall due. The Company's objective to managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due. The Company uses cash to settle its financial obligations as they fall due. The ability to do this relies on the Company maintaining sufficient cash on hand through equity and debt financing.

Contractual maturities of financial liabilities:

Accounts payable and notes payable are due within the current operating period.

As at March 31, 2022, the Company had total cash of $161,993 (March 31, 2021: $197) to settle current liabilities of $13,657 (March 31, 2021: $64,658).

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices and foreign exchange rates. The Company does not believe it is exposed to significant market risk.

Outstanding Share Data

The Company's authorized share capital consists of unlimited common shares without par value and unlimited preferred shares without par value.

Common Shares:	As at March 31, 2022, and the date of this report, there were 13,512,937 shares outstanding.
Stock Options:	As at March 31, 2022, and the date of this report, the Company had no stock options outstanding.
Warrants:	As at March 31, 2022, and the date of this report, the Company had no warrants outstanding.

Risk Factors

An investment in the Company will involve a number of risks. The reader should carefully consider the following risks and uncertainties in addition to other information in this MD&A in evaluating the Company and its business before making any investment decision in regards to the Shares. The Company's business, operating and financial condition could be harmed due to any of the following risks. The risks described below are not the only ones facing the Company. Additional risks not presently known to the Company may also impair its business operations.

Exploration and Development Risks

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks associated with exploration, development and production.

Insurance

The Company's involvement in the exploration for natural resources may result in the Company becoming subject to liability for pollution, property damage, personal injury or other hazards and any insurance the Company may have may not be sufficient to cover the full extent of such liabilities.

Prices, Markets and Marketing of Gold and Metal Prices

World prices for commodities fluctuate and are affected by numerous factors including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new mine developments and improved mining and production methods. The effect of these factors on the price of commodities, and therefore the economic viability of any of the Company's exploration projects, cannot be accurately predicted.

Liquidity and Capital Requirements

Management anticipates that, subject to financing, it will continue to make capital expenditures towards developing the Trout Property. However, there is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company may require additional financing in order to proceed with the exploration and development of the Trout Property and to sustain its business operations if it is not successful in earning revenues. The Company may also need further financing if it decides to obtain additional mineral properties. The Company's future may be dependent upon its ability to obtain financing. If the Company does not obtain such financing, if required, its business could fail and investors could lose their entire investment.

Environmental Risks

All phases of the mineral exploration and development business present environmental risks and hazards and are subject to environmental regulations. Compliance with such legislation/regulations can require significant expenditures and a breach could result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner which may lead to stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. No assurance can be given that the application of environmental laws to the business and operations of the Company will not result in a curtailment of exploration or production, a material increase in the costs of production, development or

exploration activities, or otherwise adversely affect the Company's financial condition, results of operations or prospects.

Government Regulation

The natural resource exploration industry is subject to controls and regulations imposed by various levels of government. It is not expected that any of these controls or regulations will affect the operations of the Company in a manner materially different than they would affect other natural resource exploration companies of similar size. The current legislation is a matter of public record and the Company is unable to predict what additional legislation or amendments may be enacted.

Markets for Securities

There can be no assurance that an active trading market in the Shares will be established and sustained. The market price for the Shares could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of its peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Shares.

Reliance on Key Individuals

The Company's success depends to a certain degree upon certain key members of the management. It is expected that these individuals will be a significant factor in the Company's growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on the Company.

Cautionary Statement

This MD&A is based on a review of the Company's operations, financial position and plans for the future based on facts and circumstances as of the date of this MD&A. Except for historical information or statements of fact relating to the Company, this document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements.