TARGET CAPITAL INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
AS AT AND FOR THE THREE AND TWELVE MONTHS ENDED MARCH 31, 2022

July 19, 2022

The following Management's Discussion and Analysis ("**MD&A**") of the financial condition and the results of operations of Target Capital Inc. ("**Target**" or the "**Corporation**") should be read in conjunction with the Corporation's audited consolidated financial statements and related notes as at and for the years ended March 31, 2022 and 2021. Those financial statements and comparative information have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") and are presented in Canadian dollars unless otherwise noted. The MD&A has been prepared by management and approved by the Corporation's Board of Directors (the "**Board**").

Forward-Looking Statements

Certain statements contained in this MD&A, including the documents incorporated by reference, may contain projections and "forward-looking statements" within the meaning of that phrase under applicable securities legislation. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions may be used to identify forward-looking statements. More particularly, and without limitation, this MD&A contains forward looking statements and information concerning the corporate strategy of Target and the Secured Note (as defined herein), including the terms thereof and the ability of Performance CBD (as defined herein) to repay such indebtedness. In addition, statements relating to Performance CBD's brands, products, business, strategies, expectations, planned operations or future actions, including the performance of Performance CBD's business and operations, the competitive conditions of the industry in which Performance CBD operates and the competitive advantages of Performance CBD and Performance CBD's future product offerings are deemed to be forward-looking statements as they involve the implied assessment, based on certain estimates and assumptions. Those statements reflect our current views with respect to future events or conditions, including prospective results of operations, financial position, predictions of future actions or plans or strategies. Certain material factors and assumptions were applied in drawing our conclusions and making those forward-looking statements. By their nature, those statements reflect management's current views, beliefs and assumptions and are subject to certain risks, uncertainties, known and unknown. These factors include but are not limited to the risks, uncertainties, assumptions and other factors listed under "Risk Factors"; capital market activity; changes in government monetary, fiscal, and economic policies; changes in interest rates, inflation levels and general economic conditions; legislative and regulatory developments; competition; credit ratings; and scarcity of human resources.

Current Operating Environment and COVID-19

During 2022, the global economy showed strong signs of recovery from the impacts of the COVID-19 pandemic. However, the COVID-19 pandemic, the invasion of Ukraine by Russia on February 24, 2022 that remains ongoing and other negative economic factors remain evolving situations that have had, and may continue to have, a significant impact on the Corporation's operational results, financial position and the environment in which it operates. As the situation remains dynamic and the ultimate duration and magnitude of the impact on the economy and the capital and financial markets is not known at this time management cannot reasonably estimate the length or severity of these global events, or the extent to which the disruption will impact the Corporation longer term.

Corporation Overview

Target was incorporated on June 8, 1993, under the Business Corporations Act of Alberta, Canada. The Corporation's registered office is located at Suite 4300, 888 – 3rd Street SW, Calgary, Alberta, T2P 5C5.

The Corporation's shares ("**Target Shares**") were listed on the TSX Venture Exchange ("**TSXV**") between December 19, 2008 and April 14, 2021 and the Canadian Securities Exchange between July 8, 2014 and April 15, 2021 under the symbol "**TCI**".

On November 5, 2020, the Alberta Securities Commission issued a cease trade order for failure to file the Corporations' audited consolidated financial statements and MD&A for the financial year ended March 31, 2020 and unaudited condensed consolidated interim financial statements and MD&A for the quarter ended June 30, 2020. At that time the Corporation had not filed consolidated financial statements and MD&A for all periods subsequent to December 31, 2019. In connection with the delay in filing continuous disclosure documents, the listing of the Target Shares was transferred from the TSXV to the NEX board of the TSXV on April 14, 2021 and the Target Shares were delisted from the Canadian Securities Exchange. The trading symbol of the Corporation's has also changed from TCI to TCI.H.

On April 18, 2022 the Corporation filed all the late disclosure documents from March 31, 2020 to December 31, 2021 and as such also applied to the Alberta Securities Commission, as the principal regulator and the Ontario Securities Commission to revoke the cease trade order dated November 5, 2020 issued against the securities of the Corporation and as of the date of the financial statements a decision has yet to be determined.

During the year ended March 31, 2022, Target's principal activities continue to be investing in the securities of various private companies. However, on an ongoing basis the board of directors and management are exploring various options that, if successful, will enable the Corporation to have access to sufficient funds to commence commercial operations, generate operating cash flows and be able to settle liabilities as and when they fall due. These include but are not limited to the success of raising funds, the completion of a material transaction, the monetization of investments, the repayment of outstanding loan amounts, or an alternative transaction that improves the cash and working capital position of the Corporation.

Major Events in the Reporting Period

- On April 16, 2021, (i) Shahin Mottahed resigned as President, CEO, and director of the Corporation, (ii) Colin Wagner resigned as CFO of the Corporation, and (iii) Matteo Volpi was deemed to have vacated his position as director of the Corporation.
- On April 16, 2021, (i) Theo Zunich was appointed as Interim President & CEO of the Corporation, (ii) Robert Dion was appointed as contract Interim CFO of the Corporation, and (iii) Nick Kuzyk was appointed as a director of the Corporation.
- As at July 19, 2022, the Corporation has advanced, a net total of $2.3 million to Performance CBD Brands Corp ("**Performance CBD**"), which operates as Champions + Legends Corp. a premium sports supplements brand with 11 unique products that are custom formulated and manufactured using hemp-extracted cannabidiol ("**CBD**") as the primary ingredient. At the time of the advances, the CEO and CFO of the Corporation were also the CEO and CFO of Performance CBD, respectively.

  On June 16, 2021 the Corporation entered into a $2.2 million principal value secured note, bearing an interest rate of 8.0% per annum, with Performance CBD ("**Secured Note**") to securitize the advances. The Secured Note is repayable on demand at the sole discretion of Target. The Secured Note is also convertible into common shares of Performance CBD at a 10% discount to the issue price of an equity financing into Performance CBD of not less than $2.0 million, subject to the sole discretion of Target.

To date, the Corporation collected $0.1 million from Performance CBD, as partial repayment of the advanced funds. Currently, the outstanding principal of the Secured Note, representative of the net balance of funds advanced to Performance CBD, was $2.2 million.

The Secured Note is secured through corporate, personal and limited recourse guarantees with Performance CBD, the subsidiaries of Performance CBD, and the CEO and CFO of Performance CBD.

In conjunction with the Secured Note financing, the Corporation was granted 369,555 Performance CBD common shares and 144,640 Performance CBD performance warrants, representing approximately 25% of the basic and fully diluted shares outstanding of Performance CBD. In addition, the Corporation is party to a shareholder rights agreement with Performance CBD that provides, among other covenants, corporate rights, board nomination rights, veto rights and negative covenants, in favour of the Corporation. Although the Corporation has a number of rights under the Secured Note, to date, it has not exercised such rights and has not had influence over the business and operations of Performance CBD.

As at March 31, 2021, the Corporation determined that the $2.3 million in the Secured Note advances was credit impaired as Performance CBD required additional financing to proceed with its business plan. The fair value of the Secured Note advances was marked down to $0.1 million, which was the amount collected subsequent to March 31, 2021. There has been no changes in the fair value of the Secured Note from Performance CBD as at March 31, 2022. Given the scope of the Secured Note, including corporate and personal guarantees, management anticipates that the Corporation may recover amounts owing under the Secured Note from Performance CBD.

- In July 2021, the Corporation obtained a $60,000 bank loan with a chartered bank through the Canadian Emergency Business Account ("**CEBA**") funded by the Government of Canada. The loan has no interest or annual fee until December 31, 2022. The balance of the loan as at December 31, 2022 will convert to a 3-year term loan, funded by the Government of Canada with an interest rate of 5% per annum and a maturity date of December 31, 2025. The funds are used for eligible non-deferrable expenses in accordance with the Government of Canada program. Repayment of the balance of the loan on or before December 31, 2022 will result in a loan forgiveness of $20,000. On January 12, 2022, the Government of Canada announced that the repayment deadline for CEBA loans to qualify for partial forgiveness is being extended from December 31, 2022 to December 31, 2023, for all eligible borrowers in good standing.
- On July 22, 2021, the Corporation entered into a confidentiality agreement with a private technology company (the "**RTO Counterparty**"). Concurrent to the preparation and audit of Target's financial statements, the Corporation and the RTO Counterparty negotiated and advanced a business combination transaction by way of a reverse takeover ("**RTO Transaction**"). On April 7, 2022, the Corporation and the RTO Counterparty mutually agreed to terminate the RTO Transaction ("**RTO Termination**"). Pursuant to the RTO Termination, the RTO Counterparty agreed to pay the Corporation a reimbursement fee of $0.25 million ("**Reimbursement Fee**"). In April 2022, the Corporation has received $0.1 million as partial payment of the Reimbursement Fee, with the remainder anticipated to be received in the second fiscal quarter of 2023.

Subsequent to the Reporting Period

- On July 18, 2022, the Corporation issued a formal demand for payment of principal and interest on the Secured Note for $2.4 million. In addition to demanding repayment, the Corporation has provided formal notice of its intention to enforce security related to the indebtedness pursuant to section 244 of the *Bankruptcy and Insolvency Act.*

Financial and Operational Summary

The following tables set forth selected audited financial information of the Corporation for the years and quarters ended March 31, 2022 and 2021.

Financial position highlights (Amounts in $000s)	**March 31, 2022**	March 31, 2021
Current assets	**26**	151
Non-current assets	**1**	5
Total assets	**27**	156
Current liabilities	**304**	184
Non-current liabilities	**42**	-
Equity	**(319)**	(28)
Total liabilities and equity	**27**	156
Working capital	**(278)**	(33)

Operations highlights (amounts in $000s, except per share amounts)	**Three months ended March 31,**		**Twelve months ended March 31,**	
	2022	2021	**2022**	2021
Total revenue	**23**	11	**23**	103
Total expenses	**(128)**	(28)	**(315)**	(261)
Other gains (losses)	**-**	(19)	**-**	(1,368)
Net loss	**(105)**	(36)	**(292)**	(1,526)
Loss per share	**-**	-	**-**	(0.01)

Cash flow highlights (amounts in $000s)	**Three months ended March 31,**		**Twelve months ended March 31,**	
	2022	2021	**2022**	2021
Cash flow from (used in)				
Operating activities	**(125)**	19	**(155)**	136
Financing activities	**-**	-	**60**	-
Investing activities	**1**	(19)	**114**	(384)
Change in cash	**(124)**	-	**19**	(248)
Cash, beginning of period	**150**	7	**7**	255
Cash, end of period	**26**	7	**26**	7

Summary of Results

Subsequent to the delisting of Target's shares on the TSXV and CSE in April 2021, the private company investees have terminated the relationship with the Corporation and Target does not anticipate any revenue to be earned from the private company investments.

For the three and twelve months ended March 31, 2022, the Corporation has reported a net loss of $0.1 and $0.3 million respectively as compared to a net loss of $35,644 and $1.5 million in the comparable prior periods. The decrease in net loss in the 2022 reporting period is due primarily to the impairment charge on the Corporation's financial assets in the prior twelve month reporting period.

Revenue (Private Company Investment Fees)

($000s)	Three months ended March 31, **2022**	2021	Twelve months ended March 31, **2022**	2021
Private company investment fees	**-**	11	**-**	98

Subsequent to the delisting of the Target Shares on the TSXV and CSE in April 2021, the private company investees have terminated the relationship with the Corporation and Target does not anticipate any revenue to be earned from the private company investments in future periods.

Interest and Other Income

($000s)	Three months ended March 31, **2022**	2021	Twelve months ended March 31, **2022**	2021
Interest and other income	**23**	-	**23**	5

The interest and other income in the reporting period relates to the recognition of the calculated interest benefit of $22,849 related to receiving the government CEBA loan below current market interest rates. The effective interest rate utilized to calculate the fair value of the CEBA loan on receipt was 20% based on management's best estimate of current market conditions.

The interest and other income in the comparable prior period was related to short-term guaranteed investment certificates held at a Canadian financial institution bearing an interest rate of 2.0%. During the three and twelve months ended March 31, 2022, the Corporation does not have any short-term guaranteed investment certificates.

General and Administrative ("G&A") Expenses

($000s)	Three months ended March 31, **2022**	2021	Twelve months ended March 31, **2022**	2021
Salaries and consultants	**40**	-	**177**	85
Other	**83**	24	**133**	155
Total general and administrative	**123**	24	**310**	240

For the three and twelve months ended March 31, 2021, G&A costs were $0.1 and $0.3 million respectively as compared to $24,382 and $0.2 million in the comparable prior periods. Other G&A expenses consist primarily of professional fees and stock exchange fees. The increase in salaries and consultants in the current reporting period is mainly attributable to difficulties with the previous management and appointing an interim executive team to become compliant with regulatory requirements of a reporting entity.

Royalties

($000s)	Three months ended March 31, 2022	2021	Twelve months ended March 31, 2022	2021
Royalties	**-**	-	**-**	7

Royalties represent commission charges related to the applicable private company investee fees. Subsequent to the delisting of Target's shares on the TSXV and CSE in April 2021, the investees have terminated the relationship with the Corporation and Target does not anticipate any royalty fee expenses to be incurred.

Loss on disposal of other assets

($000s)	Three months ended March 31, 2022	2021	Twelve months ended March 31, 2022	2021
Loss on disposition of other investments	**-**	-	**-**	9

Between October 29, 2020 and November 27, 2020, the Corporation sold its 833,333 shares of YSS Corp. for net proceeds of $0.1 million resulting in a loss on disposition of $9,250.

Accretion

($000s)	Three months ended March 31, 2022	2021	Twelve months ended March 31, 2022	2021
Accretion	**5**	-	**5**	-

The accretion charge relates to the repayable portion of the CEBA loan being accreted up to the $60,000 repayable amount of the CEBA loan from the time the loan was received until December 31, 2023.

Impairment

($000s)	Three months ended March 31, 2022	2021	Twelve months ended March 31, 2022	2021
Impairment	**-**	19	**-**	1,368

The impairment charge in the comparable prior periods relates primarily to the loss in value on the Corporation's Secured Note.

Other Comprehensive Loss

($000s)	Three months ended March 31, **2022**	2021	Twelve months ended March 31, **2022**	2021
Fair value change	-	(19)	-	(1,368)
Impairment	-	19	-	1,368
Unrealized loss on other investments	-	-	-	(17)

The fair value change and impairment in the comparable prior period relates to the Secured Note of $1.3 million and private company investments of $3,910.

Liquidity and Financial Resources

The Corporation had a working capital deficiency of $0.3 million as at March 31, 2022 as compared to a deficiency of $32,581 as at March 31, 2021.

Pursuant to the RTO Termination as discussed in "*Major Events in the Reporting Period*", the Corporation anticipates the remainder of the reimbursement fee of $0.125 million will be received in the second fiscal quarter of 2023.

Due to the debt markets and general market conditions subsequent to December 31, 2021, the Corporation reassessed the benefit realized on the CEBA loan pursuant to IFRS and determined the fair value to be $37,151 at the date of receipt. The Corporation recognized the interest benefit of $22,849 related to receiving a government loan below current market interest rates and the repayable portion of the CEBA loan will be accreted up to the repayable amount from the time the loan was received until December 31, 2023. The effective interest rate utilized to calculate the fair value of the CEBA loan on receipt was 20% based on management's best estimate of current market conditions.

In April 2021, the private company investees have terminated all relationships with the Corporation and Target does not anticipate any revenue to be earned from the private companies subsequent to the delisting of the Target Shares. As such, the continued operation of the Corporation is dependent on its ability to obtain additional financing and there is no assurance that the Corporation will be successful in obtaining such funding from its ongoing business activities.

Management is currently exploring various options that, if successful, will enable the Corporation to have access to sufficient funds to commence commercial operations, generate operating cash flows and be able to settle liabilities as and when they fall due. These include but are not limited to the success of raising funds, the completion of a material transaction, the monetization of investments, the repayment of outstanding loan amounts, or an alternative transaction that improves the cash and working capital position of the Corporation. There is no assurance that the Corporation will be successful in sufficiently financing the Corporation's ongoing business activities.

These conditions indicate the existence of material uncertainties that may cast doubt on the Corporation's ability to continue as a going concern.

Outstanding Share Data

As of the date of this MD&A, the Corporation has 106,715,629 Target Shares outstanding, 53,950,020 warrants outstanding with an exercise price of $0.10 and an expiry date of December 15, 2022 and 5,209,484 warrants outstanding with an exercise price of $0.10 and an expiry date of June 26, 2023. As at March 31, 2022 there were no stock options outstanding.

Quarterly Results

The following table sets out the quarterly financial information for each of the last eight quarters:

Three Months Ended	Mar-22	Dec-21	Sep-21	Jun-21	Mar-21	Dec-20	Sep-20	Jun-20
Financial Highlights ($000s)								
Cash & short-term investments	26	149	118	32	7	7	4	522
Working capital	(278)	(157)	(95)	(113)	(33)	(1)	(57)	473
Shareholders' equity	(319)	(214)	(149)	(108)	(28)	8	55	603
Revenue	23	-	-	-	11	26	45	21
Net loss	(105)	(65)	(42)	(80)	(36)	(46)	(531)	(913)

Loss in revenue in the twelve months ended March 31, 2022 relate to the private company investees terminating the relationship with the Corporation, while net losses have varied primarily as a result of changes in G&A expenditures and impairment. The significant reduction in working capital relates primarily to the Secured Note advances to Performance CBD.

Commitments

The Corporation has no lease agreements or commitments as at March 31, 2022.

Related Party transactions

As at the date of approving the MD&A, the Corporation had advanced, a net total of $2.3 million to Performance CBD and has received, $0.1 million from Performance CBD, as partial repayment of advanced funds. The advances to Performance CBD have been structured into a secured loan agreement with Performance CBD. As at the date of approving this MD&A, the net balance of funds advanced to Performance CBD is $2.2 million.

As at March 31, 2021, the Corporation determined that the $2.3 million in Secured Note advances was credit impaired as Performance CBD required additional financing to proceed with its business plan. The fair value of the Secured Note advances was marked down to $0.1 million, which was the amount collected subsequent to March 31, 2021. There has been no changes in the fair value of the Secured Note from Performance CBD as at March 31, 2022.

Please see section "*Major Events in the Reporting Period*" for more details. At the time of the Secured Note advances, the CEO and CFO of the Corporation were also the CEO and CFO of Performance CBD, respectively.

Key management personnel are the individuals responsible for planning, directing, and controlling the activities of the Corporation and includes both executive and non-executive directors. For the year ended March 31, 2022, salaries of $0.2 million were paid or are payable to the interim executive team and are included in the key management compensation.

Off-Balance Sheet Arrangements

The Corporation does not have any off-balance sheet arrangements.

Critical Accounting Estimates

The preparation of the financial statements in accordance with IFRS requires the Corporation to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts within the consolidated financial statements. Such judgements, estimates and assumptions relate primarily to unsettled events and transactions as of the date of the consolidated financial statements. The estimated fair value of financial assets and liabilities are subject to measurement uncertainty. Judgements, estimates, and assumptions are reviewed on a continuous basis and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. As a result, actual results may differ materially as future confirming events occur.

The critical estimates, assumptions and judgments that have the most significant impact on the amounts recognized in the consolidated financial statements are as follows:

Fair values of investment in private companies

The Corporation is the majority shareholder in several private company investees and the investee agreements do not permit the Corporation to sell its investments in the investee and instead requires the Corporation to return the shares to the treasury of the investee upon termination of the investee agreements in return for the original amount paid by the Corporation when the investments were acquired. Accordingly, the Corporation has determined that the fair value of these investments is the original amount paid for by the Corporation on acquisition and if an indication of a fair value change of the investments is identified, the Corporation will estimate the fair value change and recognize in other comprehensive income.

Fair values of Secured Note advances and other investments

The Corporation has determined that the fair value of these investments is the original amount paid and if an indication of a change in fair value is identified, the Corporation shall estimate the fair value change and recognize in other comprehensive income.

Fair values of convertible notes receivable

The Corporation has determined that the fair value of these investments is the original amount paid and if an indication of a change in fair value is identified, the Corporation shall estimate the fair value change and recognize in profit or loss.

CEBA loan

The repayable portion of the interest-free CEBA loan is initially measured at fair value, which is the date of receipt of the loan. Fair value is estimated based on the present value of the loan repayment amount, discounted using the estimated market interest rate, assuming the full amount is repaid on December 31, 2023. The market interest rate is determined based on judgments by reference to third-party lending rate that the Corporation would receive on similar debt instruments. The Corporation determined that the fair value of the CEBA loan on the receipt date to be $37,151 based on a market interest rate of 20% based on management's best estimate of current market conditions.

Income taxes

The determination of income taxes requires certain estimates and assumptions about future events and as such are subject to measurement uncertainty. Deferred income tax assets are only recognized to the extent it is probable that the deductible temporary differences will be recovered in future periods.

Going concern

The determination of whether there are material uncertainties that may cast significant doubt on the Corporation's ability to continue as a going concern.

Risk Factors

Leadership

Target is dependent on members of its executive team and board of directors. A loss of one or more of these individuals could adversely affect the Corporation's business.

Regulation

The Corporation is subject to various laws and regulations and any changes to these statutes, or court decisions, regarding their application could negatively impact the Corporation. Specifically, Target's investments in private companies are reliant on regulations under the *Income Tax Act (Canada)*, and there can be no assurance that the Government will not adopt laws or regulatory requirements that could adversely affect the business.

Credit risk

Credit risk arises from the potential that a counterparty will fail to perform its contractual obligations and arises principally from the Corporation's Secured Note advances and convertible notes receivable. The carrying amount of the Secured Note advances and convertible notes receivable represents the maximum credit exposure.

The credit risk is influenced mainly by the individual credit characteristics of each investment. Geographically, there is a concentration of risk in both the Province of Alberta and in the United States.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they become due. The Corporation has in place a planning and forecasting process which helps determine the funds required to ensure the Corporation has the appropriate liquidity to meet its operational requirements. The accounts payable and accrued liabilities are due within a year.

As at March 31, 2022, the Corporation had a working capital deficiency of $0.3 million (2021 – deficiency of $32,581).

Foreign currency risk

Foreign currency risk is the risk that future cash flows will fluctuate as a result of changes in foreign currency exchange rates. The exchange rate effect cannot be quantified, but in general an increase in the value of the Canadian dollar as compared to the US dollar will reduce any amounts received by the Corporation for the US$ convertible notes receivable.

Holders of Target Shares are at risk for a substantial loss of capital

The investments made or to be made by the Corporation are speculative in nature and holders of Target Shares could experience a loss of all or substantially all of their investment in the Corporation. There can be no assurance that the Corporation will be able to make and realize investments or generate positive returns. There can also be no assurance that the returns generated, if any, will be commensurate with the risks of investing in the types of investments contemplated by the Corporation's investment objectives. Therefore, an investment in the Corporation should only be considered by persons who can afford a loss of their entire investment.

The realization of returns from the Corporation's investment activities is a long-term proposition

Most investments to be made by the Corporation are not expected to generate current income. Therefore, the return of capital to the Corporation and the realization of gains, if any, from the Corporation's investments will generally occur only upon the partial or complete realization or disposition of the investment. While an investment of the Corporation may be realized or disposed of at any time, it is generally expected that the ultimate realization or disposition of most of the

Corporation's investments will not occur for one to three years and possibly longer after an investment is made.

The Corporation's investments may be illiquid and difficult to value, and the Corporation may not be able to exit the investment on its intended timetable

The Corporation was focused on investing in primarily privately held companies and early stage publicly traded companies, which may be illiquid and difficult to value. Accordingly, there can be no assurance that the Corporation will be able to realize on its investments in a timely manner or at all. If the Corporation is required to liquidate all or a portion of its portfolio investments quickly, it may realize significantly less than its invested capital.

Conflicts of interest may arise between the Corporation and its directors and management

The directors and officers of the Corporation will not be devoting all of their time to the affairs of the Corporation. Some of the directors and officers of the Corporation are directors and officers of other companies, some of which are in a similar business as the Corporation. The directors and officers of the Corporation are required by law to act in the best interests of the Corporation. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Corporation may result in a breach of their obligations to the other companies, and in certain circumstances, this could expose the Corporation to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligations to act in the best interests of the Corporation. Such conflicting legal obligations may expose the Corporation to liability to others and impair its ability to achieve its business objectives.