

RIDER 2 INVESTMENT CAPITAL CORP.

Management Discussion and Analysis

For the Period Ended September 30, 2021

The following management discussion and analysis ("MD&A"), dated November 9, 2021, of Rider 2 Investment Capital Corp. (the "Company") prepared from the period of incorporation (February 1, 2021) to September 30, 2021 should be read in conjunction with the Company's audited consolidated financial statements for the period ended September 30, 2021.

All figures contained in this MD&A are presented in Canadian dollars. Forward-Looking Statements Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that 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 Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

The Company was incorporated under the Business Corporations Act (Alberta) on February 1, 2021 and is classified as a Capital Pool Company, as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Company has not commenced operations and has no assets other than cash and prepaid expenses. The Company'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 minority shareholders.

On April 14, 2021, the Company closed its initial public offering and started trading under the symbol RIDR.P on April 19, 2021.

The Company's head office is located at Suite 650, 816 – 7th Avenue SW, Calgary, Alberta, T2P 1A1 and the registered head office is located at Suite 1000, 250 – 2nd Street Avenue SW, Calgary, Alberta, T2P 0C1.

Business Operations

On April 14, 2021, the Company announced that it has submitted all materials for final listing approval for its common shares to the TSX Venture Exchange (the "Exchange") and closed its initial public offering of 3,000,000 common shares at \$0.10 per share for aggregate gross proceeds of \$300,000 through iA Private Wealth Inc., which acted as agent for the Company (the "Offering"). The Company paid \$30,000 in commission and \$26,934 in legal and other fees for net proceeds of \$243,066.

In addition, the Company granted an aggregate of 300,000 options to iA Private Wealth Inc., which options are exercisable until 24 months after the date of listing of the common shares of the Company on the Exchange at an exercise price of \$0.10 per share. Following completion of the Offering, the Company now has 6,000,000 common shares issued and outstanding (3,000,000 of which are subject to escrow restrictions).

Upon closing of the Offering, the Company granted 600,000 incentive stock options to its directors and officers which options are exercisable within five years from the date of grant at an exercise price of \$0.10 per share.

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 up to the lesser of 30% of the gross proceeds realized by the Company in respect of the sale of its securities or \$210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Company as defined under the policies of the TSX Venture. The Company is required to complete its QT on or before two years from the date the Company receives regulatory approval.

On May 10, 2021, the Company announced that it has entered into a non-binding letter of intent (the "LOI") with D Block Discoveries Inc. ("D Block"), an arm's length mining exploration company with mineral exploration projects in Canada. Pursuant to the LOI, the Company, subject to entering into a definitive agreement (the "Transaction Agreement"), has agreed to combine with D Block by way of share exchange, merger, amalgamation, arrangement, or other similar form of transaction (the "Transaction"). The Transaction is an arm's length transaction and, when completed, may be considered to be the Qualifying Transaction for the purposes of the TSX Venture Exchange Inc.

Subsequent Events

On October 13, 2021, the Company announced that its previously announced letter of intent with D Block dated May 10, 2021 has been superseded by a definitive agreement (the "Definitive Agreement") dated October 12, 2021 between Rider 2, 2839749 Ontario Ltd., a wholly-owned subsidiary of Rider 2, and D Block. Pursuant to the Definitive Agreement, Rider 2 and D Block intend to complete a business combination intended to constitute Rider 2's Qualifying Transaction. The Proposed Transaction will result in Rider 2 acquiring all of the issued and outstanding equity shares of D Block (the "D Block Shares") in exchange for common shares of Rider 2 (each, an "Rider 2 Share").

It is anticipated that a total of 44,219,999 Rider 2 Shares will be issued in exchange for all the D Block Shares (with a deemed price of \$0.20 per Rider 2 Share) plus additional Rider 2 Shares issuable in exchange for D Block Shares issued in connection with the Offering (described below). Upon completion of the Proposed Transaction, the former D Block Shareholders will hold approximately 88% of the Resulting Issuer Shares basis (without giving effect to the Offering (as defined herein)) and the Rider 2 Shareholders will hold approximately 12% of the Resulting Issuer Shares basis (without giving effect to the Offering). Upon Closing, the name of the Resulting Issuer will be changed to "Metal Energy Corp." or such other name as may be acceptable to Rider 2, D Block and the Exchange.

In connection the Proposed Transaction, D Block (and Rider 2) is undergoing a non-brokered private placement financing (the "Offering") for gross proceeds of a minimum of \$3,000,000 and a maximum of \$7,500,000.

The Offering includes:

- (1) a flow-through component (the "Flow-Through Component"), which is comprised of up to 29,166,667 flow-through units (the "Flow-Through Units") at a price of \$0.24 per Flow-Through Unit. Each Flow Through Unit is comprised of one flow-through common share (each, a "Flow Through Share") and $\frac{1}{2}$ of a non-flow through share purchase warrant. Each whole warrant is exercisable for one non-flow through common share (each, a "Share") at an exercise price of \$0.30 for a term of 24 months after the closing; and
- (2) a non-flow through component (the "Non-Flow Through Component"), which is comprised of up to 35,000,000 non-flow through units (the "Non-Flow Through Units") at a price of \$0.20 per Non-Flow Through Unit. Each Non-Flow Through Unit is comprised one Share and $\frac{1}{2}$ of a non-flow through warrant. Each whole warrant will be exercisable for one Share at an exercise price of \$0.30 for a term of 24 months after the closing.

All, or a portion, of the Flow-Through Component may be conducted by Rider 2 at Closing of the Transaction.

The Proposed Transaction is subject to, among other things, receipt of the requisite shareholder approval of D Block, final approval of the TSX Venture Exchange (the “Exchange”) and standard closing conditions, including the conditions described below. Subject to satisfactory completion of due diligence, the parties expect to close the Proposed Transaction on or before November 30, 2021 (or such other date as may be mutually agreed in writing between Rider 2 and D Block) (“Closing”).

On November 3, 2021, 117,600 agent options were exercised at \$0.10 per option for gross proceeds of \$11,760.

Summary of Quarterly Results

	September 30, 2021	June 30, 2021	March 30, 2021
Total assets	\$319,933	\$333,028	\$137,265
Total revenue	-	-	-
Total expenses	33,961	139,918	17,735
Net loss	(33,961)	(139,918)	(17,735)
Basic and diluted net loss per share	\$(0.01)	\$(0.06)	\$(0.00)

Results of Operations

The Company recorded a net loss of \$1191,614 during the period from incorporation to September 30, 2021 (3 month period ended September 30, 2021 - \$33,961). The net loss for the period is comprised of costs relating to the Company’s listing on the exchange and professional fees.

Since the Company has no revenue from operations the following is a breakdown of the significant expenses incurred in the period:

	3 months to September 30, 2021		Incorporation to September 30, 2021	
Expenses				
Bank fees	\$	73	\$	318
Dues and filing fees		-		27,433
General office costs		841		2,639
Professional fees		33,047		116,664
Stock based compensation		-		44,560
	\$	33,961	\$	191,614

Cash Flow

For the period from incorporation to September 30, 2021, the Company had negative cash flows from operating activities of \$73,133. This is primarily due to expenses relating to the Company's listing on the exchange and professional fees.

Liquidity and Capital Resources

As at September 30, 2021, the Company had a working capital of \$246,012.

On April 14, 2021, the Company closed its initial public offering of 3,000,000 common shares at \$0.10 per share for aggregate gross proceeds of \$300,000 through iA Private Wealth Inc., which acted as agent for the Company (the "Offering"). The Company paid \$30,000 in commission and \$26,934 in legal and other fees for net proceeds of \$243,066.

Additional financing will come in connection with the Proposed Transaction. D Block (and Rider 2) is undergoing a non-brokered private placement financing (the "Offering") for gross proceeds of a minimum of \$3,000,000 and a maximum of \$7,500,000.

The Offering includes:

- (1) a flow-through component (the "Flow-Through Component"), which is comprised of up to 29,166,667 flow-through units (the "Flow-Through Units") at a price of \$0.24 per Flow-Through Unit. Each Flow Through Unit is comprised of one flow-through common share (each, a "Flow Through Share") and $\frac{1}{2}$ of a non-flow through share purchase warrant. Each whole warrant is exercisable for one non-flow through common share (each, a "Share") at an exercise price of \$0.30 for a term of 24 months after the closing; and
- (2) a non-flow through component (the "Non-Flow Through Component"), which is comprised of up to 35,000,000 non-flow through units (the "Non-Flow Through Units") at a price of \$0.20 per Non-Flow Through Unit. Each Non-Flow Through Unit is comprised one Share and $\frac{1}{2}$ of a non-flow through warrant. Each whole warrant will be exercisable for one Share at an exercise price of \$0.30 for a term of 24 months after the closing.

All, or a portion, of the Flow-Through Component may be conducted by Rider 2 at Closing of the Transaction.

Outstanding Share Data

Escrowed Shares

During the period, the Company issued 3,000,000 common shares at \$0.05 per common share, which are subject to an escrow agreement. The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange and terms of escrow agreement and will be released from escrow in stages over a period of up to 18 months after the date of the Company receiving the final Exchange acceptance of the QT.

These common shares which are considered contingently issuable until the Company completes a QT are not considered to be outstanding for purposes of the loss per share calculation.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a QT must also be deposited in escrow pursuant to the terms of the escrow agreement.

Brokered Private Placement

On April 14, 2021, the Company closed its initial public offering of 3,000,000 common shares at \$0.10 per share for aggregate gross proceeds of \$300,000 through iA Private Wealth Inc., which acted as agent for the Company (the "Offering"). The Company paid \$30,000 in commission and \$26,934 in legal and other fees for net proceeds of \$243,066. In addition, the Company granted an aggregate of 300,000

options to iA Private Wealth Inc., which options are exercisable until 24 months after the date of listing of the common shares of the Company on the exchange at an exercise price of \$0.10.

Each agent's option is exercisable to acquire one common share at a price of \$0.10 for a period of 24 months following the date that the common shares are listed on the Exchange. The Agent's Options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate of 0.24%, expected volatility of 100%, and an expected life of two years. The weighted average life remaining outstanding is 1.96 years. The value attributed to the 300,000 agent's options was \$15,650.

Stock options

The Company has a common share purchase option plan (the "Plan") for directors, officers, employees and consultants. The total number of options issued and outstanding at any time cannot exceed 10% of the issued and outstanding common shares of the Company unless shareholder and regulatory approvals are obtained. Under the Plan, options may have up to a ten-year term and are non-transferable, however it is anticipated that options granted will likely have a five-year term.

Unless otherwise determined by the Board of Directors, options vest immediately upon granting and may be exercised until the greater of twelve months after the completion of the QT and ninety days following the date of termination of employment or holding office as a director or officer of the Company and, in the case of death, expire within one year thereafter. Options are granted at a price no lower than the market price of the common shares less any discounts allowed by the Exchange at the time of the grant. The Plan is subject to regulatory approval.

On April 14, 2021, the Company granted 600,000 stock options to the directors and officers of the Company. Each option, vest immediately and is exercisable to acquire one common share at a price of \$0.10 for a period of 5 years following the date of issuance. The options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, discount rate of 0.95%, expected volatility of 100%, and an expected life of five years. The weighted average life remaining outstanding is 4.96 years. The value attributed to the 600,000 stock options was \$44,560.

Off-Balance Sheet Arrangements

The Company has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions

There were no transactions with related parties and no remuneration was paid to management personnel during the period ended September 30, 2021 other than the stock-based payments of \$44,560 as disclosed in the consolidated financial statements under note 5.

During the period ended from incorporation to September 30, 2021, the Company incurred legal costs of \$82,169 (3 months ended September 30, 2021 - \$21,854) with a law firm in which a director is a Partner. The legal costs incurred were in the normal course of operations and were based on the fair value of the service provided. Of the legal services provided, \$56,551 were included in accrued liabilities at period end.

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern, in order to provide returns for the shareholders and benefits for other stakeholders. The Company includes shareholders' equity, comprised of issued common shares, in the definition of capital.

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 a QT. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The Company is subject to restrictions until completion of the QT by the Company as defined under the Exchange policy 2.4.

Risk Disclosures and Fair Values

The Company's financial instruments, consisting of cash and trade and other payables, approximate fair value due to the relatively short-term maturity of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Critical Accounting Estimates

The Company's significant accounting policies are summarized in Note 3 to the audited consolidated financial statements for the period ended September 30, 2021.

Additional Information

For further detail, see the Company's audited consolidated financial statements for the period ended September 30, 2021. Additional information about the Company can also be found on SEDAR.