



IC CAPITALIGHT CORP.

Management's Discussion And Analysis (MD&A)

For the years ended December 31, 2021 and 2020

Expressed in Canadian Dollars

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this document constitute forward-looking information within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans,” “expects,” or “does not expect,” “is expected,” “budget,” “scheduled,” “goal,” “estimates,” “forecasts,” “intends,” “anticipates,” or “does not anticipate,” or “believes” or variations of such words and phrases or statements that certain actions, events or results “may,” “could,” “would,” “might,” or “will be taken,” “occur,” or “be achieved”.

Forward-looking information includes, but is not limited to, information with respect to certain expectations regarding the fair value of the Company’s investments and management’s expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management’s current views and are based on certain assumptions and speak only as of the date of this report. These are based on current expectations, estimates and assumptions that involve known and unknown risks, uncertainties and other factors that could cause actual results to vary and, in some instances, to differ materially from those anticipated by the Company and described in the forward-looking statements. These risks include, but are not limited to, access to sufficient capital, legal and accounting risks, potential loss of key personnel, sales and marketing issues, operating cost overruns, technology issues, title disputes and compliance with various regulators. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) a decreased demand or price of our research products (3) a decreased value of our investments, (4) inability to locate, acquire or divest of mineral property interests, (5) the uncertainty of our operating costs, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond our control. There is a significant risk that such forward-looking statements will not prove to be accurate.

Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained herein is presented for the purposes of assisting investors in understanding the Company’s expected financial and operating performance and the Company’s plans and objectives and may not be appropriate for other purposes.

The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled “Risk Factors” below.

INTRODUCTION

This Management’s Discussion and Analysis (“MD&A”) dated April 28, 2022 of IC Capitalight Corp. (“Capitalight”, “we”, “our” or “the Company”) should be read in conjunction with Company’s Consolidated Financial Statements (“Financial Statements”) for the years ended December 31, 2021 and 2020 that were prepared in accordance with International Financial Reporting Standards (“IFRS”) International Accounting Standard as issued by the International Accounting Standards Board (“IASB”).

All amounts are in Canadian dollars, unless otherwise indicated.

EXECUTIVE SUMMARY

Capitalight is incorporated under the British Columbia Business Corporations Act and its common shares are listed on the Canadian Securities Exchange (the “Exchange”) under the symbol “IC”. The Company has a fiscal year-end of December 31 and its registered office is at 2200 HSBC Building, 885 West Georgia Street, Vancouver, BC, V6C 3E8.

Capitalight is a merchant bank that pursues value-based investment opportunities in accordance with its internal investment policies through a portfolio of companies, securities, and mineral properties. The securities investments consist primarily of debentures and equities. The Company’s business operations include Capitalight Research Inc. (“Capitalight Research”), a wholly owned subsidiary that publishes proprietary subscription-based research focused on (1) equity technical analysis, (2) gold, silver, and critical metals sectors, and (3) Canadian preferred shares, bonds, and economics. Capitalight Research generates recurring revenues and is expected to generate positive operating cash flows as it achieves profitability. The mineral exploration investments are at the exploration and evaluation stage and consists of the Blue Lake Cu-Ni-Pt-Pd property near Schefferville, Quebec.

Business Strategy

The business strategy consists of the following:

- Grow the subscriber-base of Capitalight Research to achieve profitability in 2022.
- Realize value from the investment in Stone Investment Group Limited (“Stone”) debentures by pursuing maturity of the debentures at face value plus all accrued deferred interest.

- Realize value from the investment in equities.
- Realize value from the investment in mineral assets.

The Company accepts the risks that are inherent to pursuing investment returns. These risks are discussed in greater detail in the *Risk Factors* section of this MD&A.

HIGHLIGHTS

On February 15, 2021, the Company announced the completion of a shares for debt settlement whereby the Company settled total indebtedness of \$221,161 by issuing 3,402,479 common shares). This was completed pursuant to certain employment agreements that contain provisions for the issuance of shares as part of the annual compensation of the employees.

On February 16, 2021, the Company announced the sale of its Schefferville Ashuanipi Gold Project and related exploration data to Prospector Metals Corp. (“Prospector”). The Company received a total consideration of \$460,000 consisting of \$100,000 in cash, 666,667 common shares with a fair market value of \$360,000, and a 2.0% net smelter royalty (“NSR”), which can be reduced to 1.0% for a further payment of \$1.0 million in cash.

On July 7, 2021, the Company announced that Patricia M. Mohr, former Vice-President, Economics & Commodity Market Specialist at Scotiabank, had joined the Capitalight Research team and would author the newly launched *Critical Metals for a Sustainable World*, which is the fifth and newest subscription research publication from Capitalight Research.

The Company holds 3,032 debentures issued by Stone Investment Group Limited (“Stone”) representing 25.3% of the total outstanding Stone debentures. Amendments to the debenture indenture agreement require approval by 66.66% of the holders. In anticipation of a potential default and extension of the maturity of the Stone debentures, the Company was pursuing the acquisition of at least 33.3% of the outstanding debentures of Stone. On December 23, 2021, the Company secured a non-revolving \$5,250,000 standby credit facility bearing an interest rate of 12.75% per annum that will be used to support at offer for all outstanding Stone debentures. On December 28, 2021, Stone defaulted on the debenture maturity but completed the coupon payments that were due on January 15, 2022 and April 15, 2022. In January 2022, the Company obtained a Superior Court order and began negotiations with Stone to restructure the debentures and is pursuing maturity of the debentures at face value plus all accrued deferred interest, and/or the restructuring of the debentures resulting in the acquisition of an equity position in Stone. On April 7, 2022, Stone announced it entered into an agreement with Starlight Investment Capital LP (“Starlight”) whereby Starlight will acquire Stone and will pay, pursuant to the terms and conditions of the trust indenture governing the debentures, the principal amount of \$1,000 per debenture, plus accrued and unpaid interest thereon, including any additional interest, to complete the repayment of the debentures. Stone shareholder approval is required and is expected to occur in June 2022.

RESULTS OF OPERATIONS

The Company has three operating segments, consisting of the research business, exploration properties and securities investments.

Financial Results for the years and the three months ended December 31, 2021 and 2020

	Year ended December 31, 2021	Year ended December 31, 2020	Three months ended December 31, 2021	The three months December 31, 2020
Research business segment				
Research revenues	\$ 388,311	\$ 296,537	\$ 91,561	\$ 60,526
Research expenses				
Payroll and benefits	256,585	256,983	43,708	69,951
Consultants and services	163,620	120,278	55,846	28,153
Legal fees	14,099	-	14,099	-
Travel expenses	1,657	8,174	119	495
Office and administrative	39,333	30,584	20,265	8,975
Bad debts	21,238	7,731	222	3,834
Sales and marketing	25,311	-	25,311	-
Share-based compensation	47,808	-	(13,302)	-
Total research expenses	569,651	423,751	146,268	111,408
Research business segment income (loss)	(181,340)	(127,214)	(54,707)	(50,882)
Exploration properties segment				
Realized gain on sale of mineral property	459,999	-	-	-
Exploration and evaluation expenses				
Mineral claim renewal fees	898	105,685	337	67,419
Total exploration and evaluation expenses	898	105,685	337	67,419
Exploration properties segment income (loss)	459,101	(105,685)	(337)	(67,419)
Securities investment segment				
Consulting revenues	11,137	-	-	-
Coupon income from investments	203,377	177,079	57,852	50,993

Realized gain on investments	173,849	-	66,349	-
Unrealized gain on investments	500,443	23,661	3,050	23,661
Total securities investment income	888,806	200,740	127,251	74,654
Total segments income (loss)	1,166,567	(32,159)	72,207	(43,646)
General and administrative expenses				
Management Consulting fees	223,200	258,441	53,400	95,971
Investment evaluation expenses	41,695	-	41,695	-
Professional and legal fees	286,655	87,642	223,516	40,834
Public filing fees	6,520	26,708	(9,628)	9,217
Insurance expenses	7,013	8,375	1,583	2,100
Rent	17,230	19,200	1,930	4,800
Travel expenses	-	2,725	-	165
Office and administrative	21,674	10,195	17,825	2,992
Total general and administrative expenses	603,987	413,286	330,321	156,079
Amortization of brand value	12,600	12,600	3,150	3,150
Impairment	226,800	-	226,800	-
Interest (income)	(10)	-	(10)	-
Interest expense	13,399	250	13,103	120
Share-based compensation	80,700	121,714	(14,870)	121,714
Accretion	34,619	20,697	12,389	13,261
Part XII.6 taxes	9,752	-	9,752	-
Flow through premium	-	-	-	-
Flow through obligation	45,941	-	45,941	-
Realized gain on settlement of debt	(34,025)	-	(34,025)	-
Foreign exchange (gain) loss	7,255	10,920	4,983	3,078
Net income (loss) and comprehensive income (loss) for the period	\$ 165,549	\$ (611,625)	\$ (525,327)	\$ (341,048)

Discussion of the years ended December 31, 2021 and 2020

The Company realized a net income and comprehensive income of \$165,549 (2020: net loss and comprehensive loss of \$611,625).

The research business segment generated a loss of \$181,340 (2020: loss of \$127,214). Research revenues increased to \$388,311 (2020: \$296,537) due to increased subscription research fees as compared to the prior year. Research expenses increased to \$569,651 (2020: \$423,751) due to increased consultants and services, sales and marketing, and share-based compensation.

The exploration segment realized a one-time gain on the sale of mineral property of \$459,999 (2020: \$nil) due to the sale of the Schefferville Ashuanipi property. As a result, the exploration segment generated income of \$459,101 (2020: loss of \$105,685). Mineral claim renewal fees were only \$898 (2020: \$105,685) due to the deferral of first year mineral claim renewal fees by the Quebec government as a Covid-19 relief measure.

The securities investment segment generated income of \$888,806 (2020: \$200,740) by earning coupon interest of \$203,377 (2020: \$177,079), realized gains of \$173,849 (2020: \$nil) from the sale of common shares, unrealized gains of \$500,443 (2020: \$23,661) from the revaluation of debentures and common shares, and consulting fees of \$11,137 (2020: \$nil).

General and administrative costs increased to \$603,987 (2020: \$413,286) due to an increase of professional and legal fees to \$286,655 (2020: \$87,642) and an increase of investment evaluation expenses to \$41,695 (2020: \$nil).

The carrying value of the goodwill and Murenbeeld brand value was impaired resulting in expense of \$226,800 (2020: \$nil). Share-based compensation decreased to \$80,700 (2020: \$121,714) from the granting of stock options. A flow-through obligation of \$45,941 was recognized (2020: \$nil) for the indemnification obligation to subscribers of flow-through shares.

Discussion of the three months ended December 31, 2021 and 2020

The Company realized a net loss and comprehensive loss of \$525,327 (2020: net loss and comprehensive loss of \$341,048).

The research business segment generated a loss of \$54,707 (2020: loss of \$50,882). Research revenues increased to \$91,561 (2020: \$60,526) due to increased subscription research fees as compared to the prior year. Research expenses increased to \$146,268 (2020: \$111,408) due to increased consultants and services, legal fees, and sales and marketing.

The exploration segment generated a loss of \$337 (2020: loss of \$67,419).

The securities investment segment generated income of \$127,251 (2020: income of \$74,654) by earning coupon interest of \$57,852 (2020: \$50,993), realized gains of \$66,349 (2020: \$nil) from the sale of common shares, and unrealized gain of \$3,050 (2020: gain of \$23,661) from the revaluation of debentures and common shares.

General and administrative costs increased to \$330,321 (2020: \$156,079) due to an increase in investment evaluation expenses to \$41,695 (2020: \$nil), and an increase in professional and legal fees to \$223,516 (2020: \$40,834).

The carrying value of the goodwill and Murenbeeld brand value was impaired resulting in expense of \$226,800 (2020: \$nil). A flow-through obligation of \$45,941 was recognized (2020: \$nil) for the indemnification obligation to subscribers of flow-through shares.

STATEMENT OF FINANCIAL POSITION

Cash and Cash Equivalents

Cash and cash equivalents increased to \$422,719 (2020: \$76,176) and are deposited with major financial institutions in Canada.

Accounts Receivable, Amounts Receivable and Prepaid Expenses

Accounts receivables decreased to \$10,630 (December 31, 2020: \$13,389). All accounts receivable over 90 days are fully provisioned as bad debts until subsequently collected. Amounts receivables increased to \$50,067 (December 31, 2020: \$42,525) due to an increase in Canadian sales tax receivables. Debenture interest receivable increased to \$57,317 (2020: \$48,731). Prepaid expenses decreased to \$18,669 (December 31, 2020: \$22,630) due to an increase in prepaid fees related to the credit facility.

Investments

As of December 31, 2021, the investment portfolio consisted of:

- 3,032 debentures issued by Stone Investment Group Limited (“Stone”). Each debenture has a \$1,000 face value and 7.5% coupon paid quarterly in cash resulting in a total face value of \$3,032,000. The fair value was estimated at \$2,425,602 using a Level 2 fair value hierarchy of \$800 per debenture based on the Company’s counteroffer to acquire all the outstanding debentures for a cash consideration of \$800 per debenture, which was announced on December 23, 2021. On December 28, 2021, Stone defaulted on the debenture maturity but completed the coupon payment that was due on January 15, 2022, and April 15, 2022.
- 112,810 common shares of Stone. The fair value was estimated at \$nil.
- 409,333 common shares of Prospector Metals Corp., which reflects a 1:3 share consolidation that was completed on April 6, 2022. The fair market value was estimated at \$442,294.

During the year ended December 31, 2021, the Company realized a gain on investments of \$173,849 (2020: gain of \$nil) from the sale of common shares and warrants, and had an unrealized gain on investments of \$500,443 (2020: loss of \$23,661) from the revaluation of debentures and common shares. During the year ended December 31, 2021, the Company recognized debenture interest income of \$203,377 (2020: \$177,079) and as of December 31, 2021, had a debenture interest receivable balance of \$57,317 (December 31, 2020: \$48,731).

The Company’s investments portfolio consisted of the following as of December 31, 2021:

Investments	Opening Balance	Purchases (Non-Cash)	Purchases (Cash)	Net Proceeds	Realized Gains (Losses)	Unrealized Gains (Losses)	Ending Balance
Debentures	\$ 1,786,555	\$ -	\$ 353,540	\$ -	\$ -	\$ 285,507	\$ 2,425,602
Warrants	55,698	-	-	(77,970)	22,272	-	-
Common shares	-	360,000	23,300	(307,519)	151,577	214,936	442,294
Total	\$ 1,842,253	\$ 360,000	\$ 376,840	\$ (385,489)	\$ 173,849	\$ 500,443	\$ 2,867,896

The Company’s investments portfolio consisted of the following as of December 31, 2020:

Investments	Opening Balance	Purchases (Non-Cash)	Purchases (Cash)	Net Proceeds	Realized Gains (Losses)	Unrealized Gains (Losses)	Ending Balance
Debentures	\$ 807,874	\$ 729,855	\$ 225,165	\$ -	\$ -	\$ 23,661	\$ 1,786,555
Warrants	-	55,698	-	-	-	-	55,698
Total	\$ 807,874	\$ 785,553	\$ 225,165	\$ -	\$ -	\$ 23,661	\$ 1,842,253

Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities increased to \$624,255 (September 30, 2020: \$453,181).

Short-Term and Long-Term Debt

Short-term debt increased by \$282,342 consisting of a carrying value of \$242,342 (2020: \$nil) for the credit facility drawdowns and \$40,000 (2020: \$nil) from the reclassification of CEBA loan from long-term debt. Long-term debt was \$nil (2020: \$40,000).

Deferred Revenues

Deferred revenues increased to \$162,378 (2020: \$134,692) and represents the amount of annual subscription revenues that have already been collected that are expected to be recognized into revenues over the next 12 months.

Deferred Debenture Obligations

Deferred obligations increased to \$330,000 (2020: \$300,000) and represents the present value of the deferred payment of \$330,000 due to the vendor of debentures upon maturity of the debentures. On December 28, 2021, Stone defaulted on the maturity. Since the purchase agreement did not foresee a maturity default event, the obligation will be treated as an on-demand obligation until Stone sets a maturity date.

Deferred Flow-Through Obligation

On December 31, 2021, the Company reversed a \$21,500 provision for the flow through premium and recorded a provision of \$45,941 for the indemnification obligation to subscribers of flow-through shares for the additional taxes payable related to the CEE renunciation shortfall.

LIQUIDITY AND CAPITAL RESOURCES

There were no changes in the Company's approach to capital management during the year ended December 31, 2021.

The Company's investment policy is to invest excess cash in very low risk financial instruments such as term deposits or by holding funds in high yield savings accounts with major Canadian banks and to provide shareholders with long-term capital growth by investing in a portfolio of undervalued companies, assets, or equity investment vehicles in the subscription research, mineral exploration and asset management sectors of the North American market, but may also include investments in other sectors.

The Company is not subject to any externally imposed capital requirements.

The Company is generating revenues from the research business but has not generated any revenues from mineral property interests, which are still in the exploration & evaluation stage. To date, the Company has funded its operations by raising equity. To minimize liquidity risk, the Company has implemented cost control measures including an operating budget and the minimizing of discretionary expenditures related to the exploration properties.

The Company manages its capital structure (consisting of shareholders' equity) on an ongoing basis and in response to changes in economic conditions and risk characteristics of its underlying assets. Changes to the capital structure could involve the issuance of new equity, obtaining working capital loans, issuing debt, the acquisition or disposition of assets, or adjustments to the amounts held in cash, cash equivalents and investments.

Capital resource analysis

As of December 31, 2021, the Company had a working capital deficiency of \$885,514 (December 31, 2020: deficiency of \$705,922). Although the Company has a negative working capital position, the Company believes it can satisfy short-term obligations as they come due by generating cash from operations and the investment portfolio.

	December 31, 2021	December 31, 2020
Assets		
Current assets:		
Cash and cash equivalents	\$ 422,719	\$ 76,176
Accounts receivable	10,630	13,389
Amounts receivable	50,067	42,525
Debenture interest receivable	57,317	48,731
Prepaid expenses	18,669	22,630
Total current assets	559,402	203,451
Current liabilities:		
Accounts payable and accrued liabilities	624,255	453,181
Short-term debt	282,342	-
Deferred flow-through premium	45,941	21,500
Deferred revenue	162,378	134,692
Deferred obligation	330,000	300,000
Total current liabilities	1,444,916	909,373
Working capital (deficit) surplus	\$ (885,514)	\$ (705,922)

Should unexpected financial circumstances arise, the Company may choose to raise additional capital by issuing new equity, obtaining working capital loans, or construction financing. While the Company has been successful in obtaining funding in the past, there is no assurance that future financings will be available on terms acceptable to the Company. Based on management's assessment of its past ability to obtain required funding, the Company believes it will be able to satisfy its current and long-term obligations as they come due.

Cash Flows from operating, investing and financing activities

The following are the Company's cash flows from operating, investing and financing activities for the years ended December 31, 2021 and 2020:

	Year ended December 31, 2021	Year ended December 31, 2020
Operating activities		
Net income (loss) for the year	\$ 165,549	\$ (611,625)
<i>Add (deduct) items not affecting cash:</i>		
Accretion	34,619	20,697
Amortization of brand value	12,600	12,600
Impairment of goodwill and brand value	226,800	-
Share-based compensation for stock options	80,700	121,714
Share-based compensation for RSUs	114,231	-
Share-based payments for acquisitions	-	38,630
Realized gain on settlement of debt	(34,025)	-
Realized gain on sale of investments	(173,849)	-
Realized gain on sale of mineral property	(459,999)	-
Unrealized gain on investments	(500,443)	(23,661)
Subtotal	(533,817)	(441,645)
<i>Change in non-cash working capital balances:</i>		
(Increase) decrease in accounts and amounts receivable	(13,369)	(22,224)
(Increase) decrease in prepaid expenses	\$ 3,961	(6,006)
Increase (decrease) in accounts payable and accrued liabilities	392,236	48,999
Increase (decrease) in flow through obligation	45,941	-
Increase (decrease) in deferred revenue	27,686	36,444
Net cash from operating activities	\$ (77,362)	\$(384,432)
Investing activities		
Purchase of debentures	(353,540)	(225,166)
Disposition of mineral property	100,000	-
Disposition of warrants	77,970	-
Disposition of common shares	307,519	-
Purchase of common shares	(23,300)	-
Net cash used investing activities	\$ 108,649	\$ (225,166)
Financing activities		
Net proceeds from short-term debt	315,256	40,000
Net cash provided by financing activities	\$ 315,256	\$ 40,000
Net increase (decrease) in cash and cash equivalents	346,543	(569,599)
Cash and cash equivalents, beginning of year	76,176	645,775
Cash and cash equivalents, end of year	\$ 422,719	\$ 76,176

Net cash used in operating activities decreased to \$77,362 (2020: net cash used \$384,432) due to an increase in accounts payable and accrued liabilities and flow through obligation.

Net cash used in investing activities increased to \$108,649 (2020: \$225,165) due to the disposition of mineral property, warrants and common shares, which offset additional purchases of debentures and common shares.

Net cash provided by financing activities increased to \$315,256 (2020: \$40,000) due to drawdowns from the credit facility.

Contractual Obligations and Commitments

The Company has contractual obligations and commitments relating to the credit facility, deferred debenture obligation, and deferred flow through obligation.

Off-balance sheet arrangements

The Company does not have off-balance sheet arrangements including any arrangements that would affect the liquidity, capital resources, market risk support and credit risk support or other benefits.

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. Liquidity risk arises from the Company's financial obligations and in the management of its assets, liabilities and capital structure.

In managing liquidity, the Company's primary objective is to ensure the entity can continue as a going concern while obtaining sufficient funding to meet its obligations as they come due. The Company manages this risk by regularly evaluating its liquid financial resources to fund current and long-term obligations and to meet its capital commitments in a cost-effective manner. The main factors that affect liquidity include working capital requirements, capital-expenditure requirements, and equity capital market conditions. The Company's liquidity requirements are met through a variety of sources, including cash and cash equivalents and equity capital markets.

As of December 31, 2021, the Company is exposed to liquidity risk since it had a cash and cash equivalents balance of \$422,719 (December 31, 2020: \$76,176) to settle current liabilities of \$1,444,916 (December 31, 2020: \$909,373). Based on management's assessment of its past ability to obtain required funding, the Company believes that it will be able to satisfy its current and long-term obligations as they come due. The Company has disclosed in Note 2 to these consolidated financial statements the existence of circumstances which may cast significant doubt on its ability to continue as a going concern.

Credit risk

The Company has credit risk arising from accounts receivable from the sale of research business services to commercial customers. The Company manages this risk by reviewing the credit worthiness of material new customers, monitors customer payment performance, has weekly meetings to discuss uncollected accounts, and, where appropriate, reviews the financial condition of existing customers.

The Company has credit risk arising from the debenture interest receivable. Although Stone defaulted on the maturity of the debenture on December 28, 2021, it has never missed a debenture interest payment and completed the interest payments due January 15, 2022 and April 15, 2022.

The Company has credit risk arising from the potential from counterparty default on cash and cash equivalents held on deposit with financial institutions. The Company manages this risk by ensuring that deposits are only held with large Canadian banks and financial institutions, whereas any offshore deposits are held with reputable financial institutions.

Interest rate risk

This is the sensitivity of the fair value or of the future cash flows of a financial instrument to changes in interest rates. The Company does not have any financial assets or liabilities that are subject to variable interest rates.

Commodity price risks

This is the sensitivity of the fair value of, or of the future cash flows, from mineral assets. The Company manages this risk by monitoring mineral prices and commodity price trends to determine the appropriate timing for funding the exploration or development of its mineral assets, or for the acquisition or disposition of mineral assets. The Company does not have any mineral assets at the development or production stage carried at historical cost. The Company has expensed the acquisition and exploration costs of its exploration stage mineral assets.

Currency risk

This is the sensitivity of the fair value or of the future cash flows of financial instruments to changes in foreign exchange rates. The Company transacts with customers and suppliers in currencies other than the Canadian dollar, including the US dollar. The Company also has monetary and financial instruments that may fluctuate due to changes in foreign exchange rates. As of December 31, 2021, the Company estimated that a 10% decrease of the CAD versus foreign exchange rates would result in a gain of \$2,512 (2020: gain of \$209).

	December 31, 2021	December 31, 2020
Cash and cash equivalents (USD)	\$ 3,801	\$ 15,107
Accounts receivable (USD and EUR)	22,652	40
Accounts payable and accrued liabilities (USD)	(1,332)	(13,057)
Net foreign exchange exposure	\$ 25,121	\$ 2,090
Impact of 10% change in foreign exchange rates	\$ 2,512	\$ 209

OUTLOOK AND MILESTONES

The following section contains "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws. The Company continues to monitor the implications of the Covid-19 Pandemic. The manner and extent that the pandemic, and measures taken as a result of the pandemic by governments and others, will affect the Company in ways that cannot be predicted with certainty. See the *Cautionary Statement Regarding Forward-Looking Information* and *Uncertainty due to the Covid-19 Pandemic* in this MD&A for a discussion of assumptions and risks relating to such statements and information and a discussion of certain risks facing the Company relating to the pandemic.

Outlook

The Company does not provide guidance on expected revenues and operating costs.

Milestones

During the next 12 months, the Company will focus on the following:

- Grow the subscriber-base of Capitalight Research to achieve profitability in 2022.
- Realize value from the investment in Stone Investment Group Limited (“Stone”) debentures by pursuing maturity of the debentures at face value plus all accrued deferred interest.
- Realize value from the investment in equities.
- Realize value from the investment in mineral assets.

OUTSTANDING SECURITIES

As of December 31, 2021, the Company had the following outstanding securities:

	December 31, 2021	December 31, 2020
Common shares	90,419,146	86,247,436
Warrants	1,333,333	333,333
Stock options	4,200,000	2,700,000
Restricted Share Units (RSUs)	1,769,232	0
Fully Diluted Common Shares	97,721,711	89,280,769

SHARE CAPITAL

The Company’s common shares have no par value and an authorized share capital of an unlimited number of common shares.

As of December 31, 2021, the Company had 90,419,146 common shares issued and outstanding (December 31, 2020: 86,247,436).

Shares issued during the year ended December 31, 2021

On February 15, 2021, the Company announced the completion of a shares for debt settlement whereby the Company settled total indebtedness of \$221,161 by issuing 3,402,479 common shares, which had a market value of \$187,136 on the settlement date resulting in a gain on settlement of debt of \$34,025. This was completed pursuant to certain employment agreements that contain provisions for the issuance of shares as part of the annual compensation of the employees.

On October 22, 2021, a total of 769,231 RSUs were converted into common shares, which had a fair value of \$42,308 that was reclassified from contributed surplus to equity upon the conversion.

Shares issued during the year ended December 31, 2020

On January 28, 2020, the Company announced the completion of a shares for debt settlement whereby the Company settled total indebtedness of \$44,636 by issuing 892,707 common shares resulting in no gains or loss on the settlement. This was completed pursuant to certain employment agreements that contain provisions for the issuance of shares as part of the annual compensation of the employees.

On November 3, 2020, the Company announced it had acquired undivided 100% interest in the Schefferville Ashuanipi Gold Property mineral claims by acquiring the remaining 36% of the joint venture. To complete the acquisition, the Company paid Western Troy a consideration of \$25,000 plus 666,666 common shares and 333,333 common share purchase warrants exercisable at \$0.075 per warrant for a period of two years. The common shares were valued at \$26,667 based on a market price of \$0.04 on November 2, 2020.

WARRANTS

As of December 31, 2021, the Company had 1,333,333 common share purchase warrants issued and outstanding (December 31, 2020: 333,333) with a weighted average expiration of 3.95 years (December 31, 2020: 1.84) which are exercisable into 1,333,333 common shares (December 31, 2020: 333,333) at a weighted average exercise price of \$0.079 (December 31, 2020: \$0.075).

On December 23, 2022, in relation to the initial drawdown from the credit facility, the Company granted 1,000,000 common share purchase warrants exercisable at a price of \$0.08 per share for a period of 5 years. The warrants vested immediately and were valued at \$77,533 using the Black-Scholes valuation model based on a risk-free rate of 1.25%, expected term of 5 years and volatility of 192%.

Warrants issued during the year ended December 31, 2020

On November 3, 2020, the Company announced it had acquired undivided 100% interest in the Schefferville Ashuanipi Gold Property mineral claims by acquiring the remaining 36% of the joint venture. To complete the acquisition, Capitalight paid Western Troy a consideration of \$25,000 plus 666,666 common shares and 333,333 common share purchase warrants exercisable at \$0.075 per warrant for

a period of two years. The warrants were valued at \$11,963 using the Black-Scholes valuation model based on a risk-free rate of 1.66%, expected term of 2 years and a volatility of 250%.

STOCK OPTIONS

As of December 31, 2021, the Company had 4,200,000 stock options issued and outstanding (December 31, 2020: 2,700,000) with a weighted average expiration of 3.47 years (December 31, 2020: 4.07 years) which are exercisable into 4,200,000 common shares (December 31, 2020: 2,700,000) at a weighted average exercise price of \$0.055 (December 31, 2020: \$0.05). All stock options that are outstanding vested on their grant date.

Options granted during the year ended December 31, 2021

On February 15, 2021, the Company granted 1,500,000 stock options exercisable at a price of \$0.065 for a period of five years. The options were valued at \$80,700 using the Black-Scholes pricing model based on a risk-free rate of 0.5%, a term of 5 years, volatility of 208% and a market price of \$0.055. These stock options vested on the grant date.

Options granted during the year ended December 31, 2020

On January 24, 2020, the Company announced that 2,700,000 incentive stock options have been granted to directors, officers and employees pursuant to the Company's stock option plan. The options have an exercise price of \$0.05 per share and are exercisable for a period of five years unless terminated pursuant to the terms of the stock option plan. The options were valued at \$121,714 using the Black-Scholes valuation model based on a risk-free rate of 1.66%, expected term of 5 years and a volatility of 146%.

RSUs

As of December 31, 2021, the Company had 1,769,232 RSUs issued and outstanding (December 31, 2021: Nil) with a weighted average expiration of 2.26 years (December 31, 2020: nil) which entitle the holders to receive 1,769,232 common shares (December 31, 2020: nil) for no additional consideration subject to satisfying the vesting conditions.

RSUs granted during the year ended December 31, 2021

On February 15, 2021, the Company announced the completion of a shares for debt settlement whereby the Company settled total indebtedness of \$78,500 by granting 1,207,692 RSUs. This was completed pursuant to certain employment agreements that contain provisions for the issuance of shares as part of the annual compensation of the employees. The RSUs vested on February 28, 2021, are convertible into common shares for no additional consideration and will expire on December 31, 2023.

On February 15, 2021, the Company granted 600,000 RSUs pursuant to an employment agreement of a new sales consultant for Capitalight Research. The RSUs will vest on December 31, 2021, provided that certain gross sales milestones relating to the subscription research division have been achieved between January 1, 2021, to December 31, 2021. As of, December 31, 2021, based on the gross sales milestones achieved, 500,000 of the RSUs were cancelled. Vested RSUs will be convertible into common shares for no additional consideration and will expire on December 31, 2023.

On June 23, 2021, the Company granted 769,231 RSUs pursuant to an employment agreement for Capitalight Research. The RSUs vested on July 31, 2021. On October 22, 2021, a total of 769,231 RSUs were converted into common shares.

On June 23, 2021, the Company granted 461,540 RSUs pursuant to an employment agreement for Capitalight Research. The RSUs will vest on December 31, 2023, provided that certain gross sales milestones relating to the subscription research division have been achieved between January 1, 2021, to December 31, 2023. Vested RSUs will be convertible into common shares for no additional consideration and will expire on December 31, 2024.

SUBSEQUENT EVENTS

On February 16, 2022, the Company completed the acquisition of the technical analysis subscription research business of Phases and Cycles Inc. for a cash acquisition price of \$270,000. The transaction involved the acquisition of clients, trademarks, intellectual property, and other related assets of the business.

On February 18, 2022, the Company completed a second drawdown from the credit facility totaling \$278,640 resulting in the granting of 306,504 common share purchase warrants exercisable at \$0.07 per share for a period of five years.

TRANSACTIONS WITH RELATED PARTIES

Parties are related if one party has the direct or indirect ability to control or exercise significant influence over the other party in making operating and financial decisions. Parties are also related if they are subject to common control or common significant influence. Other related parties include companies controlled by key management personnel. Key management personnel are composed of the Board of Directors, Chief Executive Officer and Chief Financial Officer of the Company.

A transaction is considered a related party transaction when there is a transfer of economic resources or financial obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the fair value. Balances and transactions between the Company and its wholly owned subsidiary, which is a related party of the Company, have been eliminated and are not disclosed in this note.

The following key management related party transactions occurred during the following reporting periods:

	Year ended December 31, 2021	Year ended December 31, 2020
Management consulting fees	\$ 223,200	\$ 258,441
Professional and legal fees	21,600	23,099
Share-based compensation	57,342	99,174
Total	\$ 302,142	\$ 380,714

The following key management related party balances existed as of December 31, 2021, and December 31, 2020:

	As of December 31, 2021	As of December 31, 2020
Accounts payable due to companies controlled by key management	\$ 9,011	\$ 147,069
Accrued liabilities due to companies controlled by key management	\$ 148,297	\$ 47,419
Amounts receivable from companies controlled by key management	\$ 14,500	\$ 14,500

SUBSCRIPTION RESEARCH BUSINESS

Capitalight Research Inc. operates a proprietary subscription research business which is focused on the gold and silver fundamentals, Canadian preferred shares, bonds and economics. Capitalight Research publishes weekly and monthly research under several brands. Customers typically subscribe on an annual basis for several of the research products. Our subscriber base consists primarily of gold and silver mining companies interested in our commodity price forecasts and investment funds and wealth management companies interested in our preferred shares research, bond and economic forecasts. Our clients use our research products to inform their investment decisions, make capital allocation decisions, complete treasury operations and complete business risk assessments.

As of December 31, 2021, Capitalight Research had four employees and several consultants including Dr. Martin Murenbeeld and Patricia Mohr.

On February 16, 2022, the Company completed the acquisition of the technical analysis subscription research business of Phases and Cycles Inc. for a cash acquisition price of \$270,000. The transaction involved the acquisition of clients, trademarks, intellectual property, and other related assets of the business.

The following are our subscription research brands:

Murenbeeld Gold Monitor

The internationally distributed Gold Monitor, founded by Martin Murenbeeld, has been published weekly for nearly 40 years. The Gold Monitor integrates a quantitative analysis of the bullish and bearish factors driving the price of gold with deep insights drawn from many years of experience monitoring gold markets. The report also features a scenario-based gold price forecast that is updated each quarter. The Gold Monitor assists mining sector companies, investment advisors and individual investors with their investment decisions.

Phases & Cycles

Phases & Cycles, founded by Ron Meisels, has been published daily for over 30 years. The P&C report provides independent short- and long-term oriented technical and behavior analysis of North American securities and indices (S&P 500, S&P 100, DOW, S&P/TSX, and TSE Indices). The report is published over 200 times per year and provides critical early warnings and alerts to potential price movements before they even occur. The P&C report assists investment advisors and individual investors with their investment decisions.

Silver Monitor

The Silver Monitor, authored by Dr. Tom Brady and Chantelle Schieven, features a monthly deep dive analysis into the underpinnings of the silver market. The Silver Monitor integrates quantitative analysis of market supply and demand factors driving the price of silver with macroeconomic factors and events. Past topics include interest rates, inflation, government policy, recessions, market volatility and the US dollar movements. The report also features a scenario-based silver price forecast that is updated each quarter. The Silver Monitor assists mining sector companies, investment advisors and individual investors with their investment decisions.

Critical Metals for a Sustainable World

Critical Metals for a Sustainable World, and authored by Patricia M. Mohr, provides quantitative assessments of copper, nickel, lithium and rare earth metals that are critical for the electrification of the global economy. Focusing on copper and nickel market developments, the report features 18-month price forecasts that are updated quarterly. Copper is critical for electrification and e-mobility. Nickel and lithium are critical for high-performance electric vehicle batteries. Rare earths including neodymium, praseodymium and dysprosium are critical for permanent magnets driving electric vehicle motors and wind turbine generators. The Critical Metals report assists mining and renewal sector companies, infrastructure stakeholders, investment advisors and individual investors with their investment decisions.

Canadian Preferred Share Research

Canadian Preferred Share Research (“CPSR”), authored by Nick Otton, is published several times per week and provides short- and long-term oriented independent preferred share equity research. The CPSR *Preferred Insights* provides a deep dive analysis into the expected investment returns of preferred shares as compared to their common shares. The report also features a *Buy and Avoid List* and a monthly *Preferred Allocations* report that outlines tactical portfolio weighting opportunities within the Canadian preferred share market as compared with Canadian long-dated bonds, REITs and dividend stocks. A supplemental *Preferred Allocations ETF* report provides insights and commentary on 10 different preferred share ETFs. The CPSR report assists investment advisors and individual investors with their investment decisions.

Economic Monitor

The monthly Economic Monitor is designed to give clients an overview of all aspects of the US and Canadian economies. The report features discussions of trending topics, interest rate and exchange rate forecasts, chart-based deep dives into the current state of the Canadian and US economies, and an analysis of GDP, employment data, inflation, housing market, and monetary policy. The report also features our proprietary equity market valuation models, which are based on the principles of Benjamin Graham “the father of value-investing” where we model the S&P 500 index and TSX Composite index along with the ten GICS sectors for both indices. Subscribers also have access to our web-based interactive dashboards to aid in visualizing and evaluating data. The Economic Monitor assists investment advisors and individual investors with their investment decisions.

MINERAL EXPLORATION PROJECTS

The Company owns the Blue Lake Property and sold the Schefferville Ashuanipi Gold Property in early 2021.

Blue Lake Property (Cu-Ni-Pt-Pd)

On June 30, 2008, the Company entered into an option agreement to earn a 100% interest in the Blue Lake (formerly the Retty Lake Property) copper-nickel-PGM exploration property, which is located northeast of Schefferville, Quebec. On February 12, 2013, the Company completed the earn-in by issuing 1,800,000 common shares and by incurring exploration expenditures totaling \$1,855,000. This included a 2,377-line km VTEM and a 1,767-line km ProspecTEM airborne survey, which showed anomalous EM responses in the region of the historic Blue Lake mineral deposit (this historic deposit is hosted on claims not held by the Company). These claims are subject to a 3% net smelter return royalty (“NSR”), which is subject to a buy-back right to repurchase the NSR for \$3,000,000 and a 30-day right-of-first-refusal by the Company to acquire all or part of the NSR on the same terms and conditions as set out in a notice provided to the Company by the holder (the “NSR ROFR”). In 2014, after obtaining additional VTEM airborne and Pt-Pd sampling data from Anglo American Exploration (Canada), the Company staked the Blue Lake South property to the southeast of the historic Blue Lake mineral deposit. During the year ended December 31, 2017, the Company elected to write-down the carrying value of the Blue Lake claims to \$1 and most of the Blue Lake South claims were allowed to lapse. On July 21, 2020, the Company announced it staked 194 high priority claims in the Blue Lake South area and renamed all of the claims as the Blue Lake Property.

As of December 31, 2021, the Blue Lake Property consisted of 263 claims covering 12,724 hectares.

Schefferville Ashuanipi Gold Property (Au)

On June 15, 2011, the Company acquired a 55% interest in the Schefferville Ashuanipi Gold Property, which is located southwest of Schefferville, Quebec. Upon completing the terms off the earn-in, the Company and Western Troy Capital Resources Inc formed a joint venture. As of December 31, 2016, the Company had increased its interest in the joint venture to 64%. During the year ended December 31, 2017, the Company elected to write-down the carried value of the property to \$1 and certain claims were allowed to lapse. On November 3, 2020, the Company announced it had acquired an undivided 100% interest in the Schefferville Ashuanipi Gold Property mineral claims by acquiring the remaining 36% of the joint venture. To complete the acquisition, the Company paid Western Troy a consideration of \$25,000 plus 666,666 common shares and 333,333 common share purchase warrants exercisable at \$0.075 per warrant for a period of two years. The common shares were valued at \$26,667 based on a market price of \$0.04 on November 2, 2020 and the warrants were valued using the Black-Scholes valuation model at \$11,963 based on a risk-free rate of 1.66% and a volatility of 250%. The total acquisition cost of \$63,630 was expensed as part of exploration and evaluation expenses.

On February 16, 2021, the Company announced the sale of its Schefferville Ashuanipi Gold Project and related exploration data to Prospector Metals Corp. (“Prospector”). The Company received a total consideration of \$460,000 consisting of \$100,000 in cash, 2,000,000 common with a fair market value of \$360,000, and a 2.0% net smelter royalty (“NSR”), which can be reduced to 1.0% for a further payment of \$1.0 million in cash. No carrying value has been recognized for the NSR. Prospector has also committed to spending \$500,000 over three years on the claims with any shortfall resulting in an additional cash payment to the Company of \$100,000 to be prorated based on any shortfall in the spending commitment. If the commitment is fully satisfied, then no additional payment will be owed. The Company

determined that performance conditions for the sale transaction were satisfied as of March 31, 2021, upon effecting the transfer of the mineral claims in the Quebec mineral claims database and the receipt of \$50,000 in cash and the 2,000,000 common share certificates.

Upon closing of the sale transaction, the Company realized a gain on sale of mineral property of \$459,999.

DEBENTURES

The Company holds 3,032 debentures issued by Stone Investment Group Limited (“Stone”) representing 25.3% of the total outstanding Stone debentures. Amendments to the debenture indenture agreement require approval by 66.66% of the holders. In anticipation of a potential default and extension of the maturity of the Stone debentures, the Company was pursuing the acquisition of at least 33.3% of the outstanding debentures of Stone. On December 23, 2021, the Company secured a non-revolving \$5,250,000 standby credit facility bearing an interest rate of 12.75% per annum that will be used to support at offer for all outstanding Stone debentures. On December 28, 2021, Stone defaulted on the debenture maturity but completed the coupon payments that were due on January 15, 2022 and April 15, 2022. In January 2022, the Company obtained a Superior Court order and began negotiations with Stone to restructure the debentures and is pursuing maturity of the debentures at face value plus all accrued deferred interest, and/or the restructuring of the debentures resulting in the acquisition of an equity position in Stone. On April 7, 2022, Stone announced it entered into an agreement with Starlight Investment Capital LP (“Starlight”) whereby Starlight will acquire Stone and will pay, pursuant to the terms and conditions of the trust indenture governing the debentures, the principal amount of \$1,000 per debenture, plus accrued and unpaid interest thereon, including any additional interest, to complete the repayment of the debentures. Stone shareholder approval is required and is expected to occur in June 2022.

Stone is a private wealth management company that operates a 25-year-old mutual fund business with \$715 million of assets under management (“AUM”). Stone initially issued 12,000 senior secured debenture units on December 28, 2006 due on December 28, 2011 earning 9% interest per annum paid in cash on a quarterly basis and additional deferred interest of 0.25% per annum per \$35 million of AUM that will be paid in cash at maturity. The holders subsequently voted to modify the interest rate, additional deferred interest terms and extend the maturity until December 28, 2016. The holders subsequently voted to extend maturity until December 28, 2021. The debentures currently pay 7.5% interest per annum, payable in cash on a quarterly basis, and have been earning additional interest since December 31, 2007, which is estimated at approximately 27% of the principal, and is payable in cash at maturity. The warrants were exercisable at a price of 0.68 per common share until maturity of the debentures and were subject to a minimum company repurchase obligation of \$0.05 per warrant at maturity of the debentures on December 28, 2021. Prior to December 28, 2021, the units were dissolved and the warrants were repurchased by Stone at \$0.05 per warrant.

LEGAL PROCEEDINGS

The Company is not currently involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our Company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

DIVIDENDS

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors:

The Company's focus is to provide shareholders with long-term capital growth by investing in a portfolio of undervalued companies, assets, or investment vehicles within the mineral resource and other sectors, due to the unique difficulties and uncertainties inherent in such investments, the Company faces a high risk of business failure.

Uncertainty due to the Covid-19 Pandemic

The impact of Covid-19 on the Company has been limited since it does not have any active exploration programs and the Company was already setup to operate remotely. Certain of our directors, officers, employees, consultants, and contractors have been indirectly impacted by intermittent lockdowns that have been imposed in Canada and USA.

Risks Related to Subscription Research Business

As the Company faces competition in the proprietary research sector, we will have to compete with the Company's competitors for clients and qualified employees.

The Company's competition includes larger proprietary research companies with substantial capabilities and with greater financial and technical resources than the Company. As a result of this competition, the Company may have to compete for the recruitment and retention of qualified managerial and technical employees. If the Company is unable to successfully compete for qualified employees, the Company's expansion into new research products may be slowed down or suspended, which may cause the Company to be unprofitable.

Risks Related to Mineral Exploration

Due to the unique difficulties and uncertainties inherent of mineral exploration investments, the Company faces a high risk of business failure.

Potential investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration program that the Company intends to undertake on its properties and any additional properties that the Company may acquire. These potential problems include unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The expenditures to be made by the Company in the exploration of its properties may not result in the discovery of mineral deposits. Any expenditures that the Company may make in the exploration of any other mineral property that it may acquire may not result in the discovery of any commercially exploitable mineral deposits. Problems such as unusual or unexpected geological formations and other conditions are involved in all mineral exploration and often result in unsuccessful exploration efforts. If the results of the Company's exploration do not reveal viable commercial mineralization, the Company may decide to abandon some or all of its property interests.

Because of the speculative nature of the exploration of mineral properties, there is no assurance that the Company's exploration activities will result in the discovery of any quantities of mineral deposits on its current properties or any other additional properties the Company may acquire.

The likelihood that any mineral properties that the Company may acquire or have an interest in will contain commercially exploitable mineral deposits is extremely remote. The Company may never discover mineral deposits in respect to its current properties or any other area, or the Company may do so and still not be commercially successful if the Company is unable to exploit those mineral deposits profitably.

The Company intends at this time to continue exploration on its current properties and the Company may or may not acquire additional interests in other mineral properties. The search for mineral deposits as a business is extremely risky. The Company can provide investors with no assurance that exploration on its current properties, or any other property that the Company may acquire, will establish that any commercially exploitable quantities of mineral deposits exist. Additional potential problems may prevent the Company from discovering any mineral deposits. These potential problems include unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. If the Company is unable to establish the presence of mineral deposits on its properties, its ability to fund future exploration activities will be impeded, the Company will not be able to operate profitably and investors may lose all of their investment in the Company.

The potential profitability of mineral ventures depends in part upon factors beyond the control of the Company and even if the Company discovers and exploits mineral deposits, the Company may never become commercially viable and the Company may be forced to cease operations.

The commercial feasibility of an exploration program on a mineral property is dependent upon many factors beyond the Company's control, including the existence and size of mineral deposits in the properties the Company explores the proximity and capacity of processing equipment, market fluctuations of prices, taxes, royalties, land tenure, allowable production and environmental regulation. These factors cannot be accurately predicted and any one or a combination of these factors may result in the Company not receiving an adequate return on invested capital. These factors may have material and negative effects on the Company's financial performance and its ability to continue operations.

Exploration and exploitation activities are subject to comprehensive regulation which may cause substantial delays or require capital outlays in excess of those anticipated causing an adverse effect on the Company.

Exploration and exploitation activities are subject to federal, provincial, state and local laws, regulations and policies, including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. Exploration and exploitation activities are also subject to federal, provincial, state and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment.

Environmental and other legal standards imposed by federal, provincial, state or local authorities may be changed and any such changes may prevent the Company from conducting planned activities or may increase its costs of doing so, which would have material adverse effects on its business. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on the Company. Additionally, the Company may be subject to liability for pollution or other environmental damages that the Company may not be able to or elect not to insure against due to prohibitive premium costs and other reasons. Any laws, regulations or policies of any government body or regulatory agency may be changed, applied or interpreted in a manner which will alter and negatively affect the Company's ability to carry on its business.

Loss of Interest in Properties

The Company's ability to maintain an interest in the properties optioned by the Company will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required to keep the property interests in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the properties optioned by the Company.

Title to mineral properties is a complex process and the Company may suffer a material adverse effect in the event one or more of its property interests are determined to have title deficiencies.

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has either staked property or entered into property option agreements or joint venture agreements on its existing Project interests, the Company cannot give an assurance that title to such property will not be challenged or impugned. Further, the Company cannot give an assurance that the existing description of mining titles will not be changed due to changes in policy, rulings, or law in the jurisdiction where the property is located. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have title to one or more of its properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

The properties optioned by the Company may now or in the future be the subject of first nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the properties optioned by the Company cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties optioned by the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with first nations in order to facilitate exploration and development work on the properties optioned by the Company.

As the Company faces intense competition in the mineral exploration and exploitation industry, the Company will have to compete with the Company's competitors for financing and for qualified managerial and technical employees.

The Company's competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than the Company. As a result of this competition, the Company may have to compete for financing and be unable to acquire financing on terms it considers acceptable. The Company may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If the Company is unable to successfully compete for financing or for qualified employees, the Company's exploration programs may be slowed down or suspended, which may cause the Company to cease operations as a company.

Risks Related to Securities Investments

Because of the speculative nature of the Stone debentures held in the investments, there is no assurance that the Company will realize a reasonable return on investment.

Stone is a private company issuer and does not currently have sufficient funding on its balance sheet to fully repay the debenture principal and accrued interest at maturity. The proposed acquisition by Starlight is subject to Stone shareholder approval, which is expected to occur in June 2022. There is no assurance that the acquisition by Starlight will be approved. In the event the deal is not approved, the Company will pursue a restructuring of Stone, which could adversely affect the return on investment. There is no assurance this will result in a reasonable return on investment.

Risks Related to financings, management and the common shares

Because the Company has never made a profit from its operations, the Company's securities are highly speculative and investors may lose all of their investment in the Company.

The Company's securities must be considered highly speculative, generally because of the nature of its business and its stage of operations. The Company currently has investments in a subsidiary that is not currently profitable, an investment portfolio that generates coupon interest that offsets a portion of administrative costs and exploration stage properties which may not contain economic mineral deposits. Accordingly, the Company has not generated significant revenues nor has it realized a profit from its operations to date. Any profitability in the future from the Company's business will be dependent upon improving the profitability of its subsidiary, improving returns from the

investment portfolio, and obtaining financing or completing option agreements to advance the exploration properties. The Company may not be able to operate profitably and may have to cease operations, the price of its securities may decline and investors may lose all of their investment in the Company.

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its exploration activities and investors could lose their entire investment.

The Company will require additional financing to sustain its business operations if it is not successful in earning sufficient revenues to cover operating expenses. The Company will require additional financing in order to proceed with new investments in its proprietary research division, mineral exploration properties and other sectors. The Company currently does not have any arrangements for further financing and it may not be able to obtain financing when required. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment.

The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.

The Company's directors and certain officers are involved in other business activities. As a result of their other business endeavours, the directors and these officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of these other business interests.

A decline in the price of the Company's common shares could affect its ability to raise further working capital and adversely impact its ability to continue operations.

A prolonged decline in the price of the Company's common shares could result in a reduction in the liquidity of its common stock and a reduction in its ability to raise capital. Because a significant portion of the Company's new investments may be financed through the sale of equity securities, a decline in the price of its common shares could be especially detrimental to the Company's liquidity and its operations. Such reductions may force the Company to reallocate funds from other planned uses and may have a significant negative effect on the Company's business plan and operations, including its ability to develop new products and continue its current operations. If the Company's shares price declines, it can offer no assurance that the Company will be able to raise additional capital or generate funds from operations sufficient to meet its obligations. If the Company is unable to raise sufficient capital in the future, the Company may not be able to have the resources to continue its normal operations.

SELECTED QUARTERLY RESULTS

The following is selected quarterly information for the eight most recently completed quarters:

	Quarter Ended			
	December 31, 2021 \$	September 30, 2021 \$	June 30, 2021 \$	March 31, 2020 \$
Revenues	91,561	102,733	97,621	107,533
Net income (loss) and comprehensive income (loss)	(525,327)	9,638	192,350	488,888
Basic income (loss) per share	(0.01)	0.00	0.00	0.01
Diluted income (loss) per share	(0.01)	0.00	0.00	0.01
Working capital balance	(885,514)	(359,297)	(444,087)	(352,716)

	Quarter Ended			
	December 31, 2020 \$	September 30, 2020 \$	June 30, 2020 \$	March 31, 2020 \$
Revenues	60,526	86,961	63,653	85,397
Net income (loss) and comprehensive income (loss)	(341,048)	(59,066)	(134,873)	(76,639)
Basic income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)
Diluted income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)
Working capital balance	(705,922)	(227,527)	(40,330)	147,401

SELECTED ANNUAL RESULTS

	Year Ended		
	December 31, 2021 \$	December 31, 2020 \$	December 31, 2019 \$
Revenues	399,448	296,537	81,330

Net income (loss) and comprehensive income (loss)	165,549	(611,625)	(849,146)
Basic income (loss) per share	0.00	(0.01)	(0.02)
Diluted income (loss) per share	0.00	(0.01)	(0.02)
Working capital balance	(885,514)	(705,922)	176,253

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company has established procedures and internal control systems to ensure the timely and accurate preparation of financial, management and other reports. The Chief Executive Officer and Chief Financial Officer certify financial reports. Disclosure controls are in place to ensure all reporting meets statutory reporting requirements. The Company's management is responsible for establishing and maintaining adequate internal controls. These controls have been designed to provide reasonable, but not absolute, assurance with respect to the Company's financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Internal controls, however well-conceived, will provide only reasonable and not absolute assurance that the objectives of the internal controls over financial reporting will be met. It should not be expected that the disclosure and internal controls and procedures would prevent all errors or fraud.

Due to the small size of the Company's finance department, there are a limited number of personnel handling accounting and financial matters and as a result, there is a lack of segregation of duties. Management believes that it has designed sufficient compensating internal controls to mitigate these limitations, including dual signatories on all cheques. Additional internal controls include audit committee and senior management review and oversight.

The Company's certifying officers, the Chief Executive Officer and the Chief Financial Officer, have reviewed the effectiveness of the design and operation of the Company's disclosure controls and procedures as a whole. Based on their review, including a review of the compensating controls relating to the lack of segregation of duties noted above, they have concluded that the Company's internal controls and procedures, as defined in National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Filings of the Canadian Securities Regulators, were effective overall.

CRITICAL IFRS ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

The Company's Interim Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The Interim Financial Statements follow the same accounting policies and methods of their application as disclosed in Note 4 to the Company's audited consolidated financial statements for the year ended December 31, 2021.

To prepare financial statements in conformity with IFRS, the Company must make estimates, judgements and assumptions concerning the future that affect the carrying values of assets and liabilities as of the date of the consolidated financial statements and the reported values of revenues and expenses during the reporting period. By their nature, these are uncertain and actual outcomes could differ from the estimates, judgments and assumptions. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods. Significant accounting judgments, estimates and assumptions are reviewed on an ongoing basis.

The areas involving significant judgments, estimates and assumptions have been detailed in Note 4 to the Company's audited consolidated financial statements for the year ended December 31, 2021.

Management has discussed the development and selection of critical accounting policies and estimates with the Audit Committee, which has reviewed the Company's disclosure in this MD&A.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to management, including the Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure.

As of December 31, 2021, the end of the period covered by this MD&A, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of December 31, 2021, the end of the period covered by this MD&A, we maintained effective disclosure controls and procedures

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Internal control over financial reporting is a process designed to

provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of internal control over financial reporting using the criteria set forth in the *COSO Internal Control – Integrated Framework (2013)*. Based on the results of this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2021.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the year ended December 31, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

OTHER INFORMATION

Additional information related to the Company is available on the Canadian Securities Administrators' SEDAR website at www.sedar.com or on the Company website at www.capitalight.co.