

**VALDY INVESTMENTS LTD.
(A Capital Pool Company)**

**FORM 51-102FI
MANAGEMENT DISCUSSION AND ANALYSIS
YEAR ENDED DECEMBER 31, 2019**

The following management discussion and analysis for Valdy Investments Ltd. ("the Company") is prepared as of February 21, 2020 and should be read together with the audited financial statements for year ended December 31, 2019 and related notes attached thereto (financial statements), which were prepared in accordance with the International Financial Reporting Standards ("IFRS"). All dollar figures included therein and in the following MD&A are quoted in Canadian dollars.

Additional information related to the Company is available for view on SEDAR under the Company's profile at www.sedar.com.

Description of Business

Valdy Investments Ltd. (the "Company") was incorporated under the provincial *Business Corporations Act* (British Columbia) on August 22, 2018 and its registered office is at 4619 West 3rd Avenue, Vancouver, BC V6R 1N5. The Company completed its initial public offering ("IPO") during fiscal 2019 and is classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company is to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein by completing a purchase transaction, by the exercising of an option or by any concomitant transaction ("Qualifying Transaction"). The purpose of such an acquisition is to satisfy the related conditions of a Qualifying Transaction under the Exchange rules.

Where an acquisition or participation is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing. There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Company's shares from trading. These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and reclassification of assets and liabilities that might be necessary should the Company be unable to continue operates. Management estimates it has sufficient funds to operate for the next twelve months.

On January 24, 2019, the Company completed a private placement offering, pursuant to which the Company issued 2,500,000 common shares at \$0.10 per share for total proceeds of \$250,000.

On May 27, 2019 the Company completed its IPO and issued 2,500,000 common shares for gross proceeds of \$250,000. The Company paid agent commissions of \$25,000 and an administrative fee of \$5,250.

The Company granted the Agent 250,000 agent's warrants in connection with the IPO, where each agent's warrant is exercisable into on common share at \$0.10 expiring May 27, 2021.

The agent's warrants have been assigned a fair value of \$13,202 or \$0.05 per agent's warrant. The fair value of the agent's warrant was estimated using the Black-Scholes option pricing model assuming a life expectancy of 2 years, a risk-free rate of 1.59%, a forfeiture rate of 0%, and volatility of 100%.

The Company also paid \$8,428 in cash as share issuance costs relating this IPO.

During the period ended December 31, 2019, the Company issued 700,000 stock options to officers and directors of the Company with an exercise price of \$0.10 per share, at a fair value of \$62,644 (2018 - \$Nil). The weighted average fair value per option was \$0.09. The fair value of the options is estimated using the Black-Scholes option pricing model assuming a life expectancy of 10 years, a risk-free rate of 1.59%, a forfeiture rate of 0%, and volatility of 100%.

Overall Performance

As at December 31, 2019, the Company had \$460,824 (December 31, 2018 - \$92,478) in cash and working capital was \$451,971 (December 31, 2018 - \$84,978).

The Company incurred a net loss of \$156,973 (from incorporation on August 22, 2018 to December 31, 2018 - \$15,022) during the twelve-month period ended December 31, 2019, which included professional fees of \$66,325 (2018 - 15,022), share-based payments of \$62,644 (2018 - \$Nil) and transfer agent and filing fees of \$27,814 (2018 - \$Nil).

Selected Annual Information

The following information is derived from the financial statements of the Company for the year ended December 31, 2019 and the period from incorporation on August 22, 2018 to December 31, 2018.

	December 31, 2019 \$	December 31, 2018
Loss and comprehensive loss	(156,973)	(15,022)
Basic and diluted loss per share	(0.05)	(0.07)
Total assets	460,824	92,478
Total liabilities	8,853	7,500

As the Company was incorporated on August 22, 2018 there is only two years to present. For the year ended December 31, 2019, the Company incurred a net loss of \$156,973 (2018 - \$15,022). The increase in expenses can be mainly attributed to an increase in share-based payments of \$62,644 resulting from options granted, and professional fees of \$51,303 and transfer agent and filing fees of \$27,814, both relating to completion of the Company's private placement and prospectus offering.

Summary of Quarterly Reports

	Three Months Ended	
	December 31, 2019 \$	September 30, 2019 \$
Interest income	Nil	Nil
Net loss	(8,156)	(9,248)
Basic and diluted loss per share	(0.01)	(0.01)

	Three Months Ended			
	June 30	March 31,	December 31,	September
	2019	2019	2018	30, 2018
	\$	\$	\$	\$
Interest income	Nil	Nil	Nil	Nil
Net loss	(91,544)	(48,025)	Nil	(15,022)
Basic and diluted loss per share	(0.04)	(0.05)	(0.00)	(0.00)

As the Company was incorporated on August 22, 2018 there is only six quarters to present. During the three-month period ended December 31, 2019, the Company incurred costs in relation to maintaining a public company, relating to legal and accounting services as well as transfer agent and filing fees.

Fourth Quarterly Results

The Company recognized comprehensive loss of \$8,156 (2018 – \$Nil) during the three months ended December 31, 2019. Significant trends and accounts contributing to the recurring transactions of the Company are discussed as follows: professional fees and transfer agent and filing fees relating to maintaining a public company.

Related Party Transactions

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

During the period ended December 31, 2019, the Company issued 700,000 stock options to officers and directors (being key management personnel) of the Company with an exercise price of \$0.10 per share, at a fair value of \$62,644. The weighted average fair value per option was \$0.09. The fair value of the options is estimated using the Black-Scholes option pricing model assuming a life expectancy of 10 years, a risk-free rate of 1.59%, a forfeiture rate of 0%, and volatility of 100%.

There was no compensation paid to key management during the period from incorporation on August 22, 2018 to December 31, 2019.

Liquidity and Capital Resources

The financial statements have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

As At	December 31, 2019 \$	December 31, 2018 \$
Working capital	451,971	84,978
Deficit	171,995	15,022
Cash	460,824	92,478
Current liabilities	8,853	7,500
Shareholders' equity (deficiency)	451,971	84,978

Net cash used in operating activities for the year was \$92,976 (2018 – \$7,522). This amount consists of a net operating loss of \$156,973 (2018 - \$15,022) less share-based payment of \$62,644 (2018 - \$Nil). Changes in non-cash working capital consists of a decrease in accounts payable and accrued liabilities of \$1,353 (2018 – \$7,500).

There were no investing activities during the current and comparative period.

The Company completed private placements during the year ended December 31, 2019, net of share issuance costs of \$461,322 (2018 – \$100,000).

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company has sufficient funds to cover anticipated administrative expenses throughout the year. It will continue to focus on identifying and evaluating assets or a business to acquire which will serve as its Qualifying Transaction.

Financial Instruments and Risk Management

The following is the accounting policy for financial assets under IFRS 9:

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in profit or loss.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in which they arise.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date, and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

The Company has classified its financial instruments as follows:

- Cash: FVTPL
- Trade payable and accrued liabilities: Amortized cost

The Company classifies its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's cash is measured as level 1 input. The carrying value of accounts payable and accrued liabilities approximates the fair value due to its short term nature.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

Overview

The Company's financial instruments consist of cash and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying value due to short term nature.

Credit Risk

Credit Risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash is held with reputable institutions in Canada.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2019, the Company had a cash balance of \$460,824 to pay liabilities of \$8,853.

Market Risks

The Company will be subject to normal market risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. For the period ended December 31, 2019, the Company held no financial instruments subject to significant foreign exchange or interest rate risks.

Capital Management

The Company's capital consists of share capital. The Company's objective for managing capital is to maintain sufficient capital to identify, evaluate and complete a Qualifying Transaction. The Company sets the amount of capital in relation to risk and manages the capital structure and makes adjustments to it in light of changes to economic conditions and the risk characteristics of the underlying assets.

The Company's objectives when managing capital are:

- to maintain a flexible capital structure, which optimizes the cost of capital at acceptable risk; and
- to maintain investor, creditor and market confidence in order to sustain the future development of the business.

The Company is not subject to any externally or internally imposed capital requirements at period end, except as discussed below.

Until the completion of a Qualifying Transaction, the gross proceeds realized from the sale of all securities may only be used to identify and evaluate assets or businesses for, and obtain shareholders approval for, a proposed Qualifying Transaction, with the exception that no more than the lesser of 30% of the gross proceeds from the sale of securities issued by a CPC and \$210,000 may be used to cover prescribed costs of issuing securities and administrative and general expenses.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at December 31, 2019 or as at February 21, 2020.

Proposed Transactions

The Company does not have any proposed transactions as at December 31, 2019 or as at February 21, 2020.

Subsequent Event

The Company does not have any subsequent events as at December 31, 2019 or as at February 21, 2020.

Outstanding Share Data

	Number	Exercise Price	Expiry Date
Common Shares	7,000,000	n/a	n/a
Stock Options	700,000	\$0.10	May 27, 2029
Warrants	250,000	\$0.10	May 27, 2021

The Company has 2,500,000 common shares subject to an escrow agreement as at December 31, 2019. Whereby 10% of the shares will be released from escrow upon the completion of the Qualifying Transaction. An additional 15% of the escrowed common shares will be released on each six-month anniversary thereafter unless otherwise permitted by the Exchange. Common shares issued upon the exercise of options held by officers and directors are subject to the same escrow conditions to the extent of options exercised prior to the completion of a qualifying transaction. Escrowed shares may be subject to cancellation if the qualifying transaction is not completed within 24 months from the date of listing.

Critical Judgement and Estimates

The details of the Company's accounting policies are presented in Note 2 of the financial statements ended December 31, 2019. The accounting policies applied in preparation of the condensed interim financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the period ended December 31, 2019.

Management's responsibility for the financial statements

Information provided in this report, including the financial statements, is the responsibility of management. In the preparation of the statements, estimates are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

Risks and Uncertainties

The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Company was only recently incorporated and does not own any ongoing business operations and has no assets other than cash. The Company has not identified a proposed Qualifying Transaction and has not entered into an Agreement in Principle. There is no assurance that the Company will identify and successfully negotiate the acquisition of any potential corporations, properties, assets or businesses, or any interests therein, nor that any such opportunities or businesses acquired will be profitable. Moreover, additional funds may be required to successfully complete an acquisition, and the Company may not be able to obtain such financing or may not be able to raise sufficient funds to take a meaningful position in a potential target. If the acquisition is financed by the issuance of shares from the Company's treasury, control of the Company may change and shareholders may suffer additional dilution. The directors and the officers of the Company will only be devoting a portion of their time to the affairs of the Company. Potential conflicts of interest may result from the ordinary course of business of the Company and of the directors and the officers of the Company.

The TSX-V may suspend from trading or delist the common shares where the Company has failed to complete a Qualifying Transaction within 24 months of the date of listing. The Company may be issued an interim cease trade order if the common shares are suspended delisted from trading on the TSX-V. In addition, delisting of the common shares will result in the cancellation of all of the currently issued and outstanding common shares held by insiders that are discount seed shares within the meaning of the CPC Policy.

Outlook

The Company's current objectives are to identify and evaluate assets or a business to acquire which will serve as its Qualifying Transaction subject to shareholder and regulatory approval.

Corporate Governance

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee of the Company fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval. The Audit Committee, comprised of three directors, all of whom are independent, meets with management of the Company on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters as required.

Forward-Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. 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", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include statements regarding the future price of gold, the timing and amount of estimated future production, costs of production, capital expenditures, the success of exploration activities, permitting time lines, currency fluctuations, the requirements of future capital, drill results and the estimation of mineral resources and reserves. 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 contained into this report should not be unduly relied upon. These statements speak only as of the date of this report. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the supply and demand for, deliveries of, and the level and volatility of prices of gold as well as petroleum products;
- the availability of financing for the Company's development of the Project on reasonable terms;
- the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- the ability to attract and retain skilled staff;

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in commodity and, particularly, gold prices, access to skilled mining development personnel, results of exploration and development activities, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors hereinabove. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The forward-looking statements contained in this report are expressly qualified by this cautionary statement.