

SUBVERSIVE CAPITAL ACQUISITION CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS

As at and for the three and nine months ended September 30, 2020
And for the Period from June 17, 2019 (Date of Incorporation) Through September 30, 2019

(Expressed in U.S. Dollars)

MANAGEMENT'S DISCUSSION & ANALYSIS

The following discussion of performance, financial condition and future prospects should be read in conjunction with the unaudited interim financial statements ("**Interim Financial Statements**") of Subversive Capital Acquisition Corp. (the "**Corporation**") for the three and nine months ended September 30, 2020 and the accompanying notes thereto.

This Management's Discussion and Analysis ("**MD&A**") has been prepared with an effective date of November 12, 2020. The Interim Financial Statements have been prepared by management in accordance with International Financial Reporting Standards ("**IFRS**") and with interpretation of the International Financial Reporting Interpretations Committee ("**IFRIC**"). The Corporation's financial information is expressed in United States dollars unless otherwise specified. In addition to reviewing this MD&A, readers are encouraged to read the Corporation's public information filings available on the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document may contain "**forward-looking statements**" (as defined under applicable securities laws). These forward-looking statements relate to future events or future performance including with respect to the Corporation's objectives and priorities for fiscal year 2020 and beyond, and strategies or further actions with respect to the Corporation, a Qualifying Transaction (as defined below) and the Corporation's business operations, financial performance and condition.

Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue", "target", "intend", "could" or the negative of these terms or other comparable terminology. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and many factors could cause actual events or results to differ materially from the results discussed in the forward-looking statements. In evaluating forward-looking statements, readers should specifically consider various factors that may cause actual results to differ materially from any forward-looking statement. These factors include, but are not limited to, market and general economic conditions and the risks and uncertainties discussed in the section entitled "Risk Factors" in the Corporation's annual information form dated March 27, 2020 (the "**AIF**").

The forward-looking statements contained in this MD&A are presented for the purpose of assisting investors in understanding business and strategic priorities and objectives of the Corporation as at the periods indicated and may not be appropriate for other purposes. Forward-looking statements contained in this MD&A are not guarantees of future performance and, while forward-looking statements are based on certain assumptions that the Corporation considers reasonable, actual events and results could differ materially from those expressed or implied by forward-looking statements made by the Corporation. Prospective investors are cautioned to consider these and other factors carefully when making decisions with respect to the Corporation and not place undue reliance on forward looking statements. Circumstances affecting the Corporation may change rapidly. Except as may be expressly required by applicable law, the Corporation does not undertake any obligation to update publicly or revise any such forward-looking statements, whether as a result of new information, future events or otherwise.

NATURE OF ACTIVITIES

The Corporation is a special purpose acquisition corporation incorporated on June 17, 2019 under the laws of the Province of British Columbia for the purpose of effecting, directly or indirectly, an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation (a "**Qualifying Transaction**"). The registered office of the Corporation is located at 595 Burrard Street, Suite 2600, Three Bentall Centre, Vancouver, BC, V7X 1L3, Canada. Our head office is located at 135 Grand Street, 2nd Floor, New York, New York 10013.

SIGNIFICANT EVENTS

On July 16, 2019, the Corporation closed its initial public offering (the “**Offering**”) of 57,500,000 Class A restricted voting units (“**Class A Restricted Voting Units**”) (including 7,500,000 Class A Restricted Voting Units issued pursuant to the exercise in full of the over-allotment option granted to Canaccord Genuity Corp. (the “**Underwriter**”), as sole underwriter), at a price of \$10.00 per Class A Restricted Voting Unit for gross proceeds of \$575,000,000. The Corporation’s Class A Restricted Voting Units commenced trading on the Neo Exchange Inc. (the “**Exchange**”) under the symbol SVC.UN.U on July 16, 2019.

Each Class A Restricted Voting Unit consists of one Class A restricted voting share (“**Class A Restricted Voting Share**”) and one-half of a warrant (“**Warrant**”). The Class A Restricted Voting Units separated into Class A Restricted Voting Shares and Warrants on August 26, 2019 and commenced trading on the Exchange under the symbols SVC.A.U and SVC.WT.U, respectively. On or following completion of a Qualifying Transaction, each Class A Restricted Voting Share (unless previously redeemed) will be automatically converted into one common share of the Corporation (a “**Common Share**”) and each Class B share of the Corporation (a “**Class B Share**”) will be automatically converted on a 100-for-1 basis into new proportionate voting shares of the Corporation (the “**Proportionate Voting Shares**”), as set forth in the notice of articles and articles of the Corporation. No Common Shares or Proportionate Voting Shares will be issued prior to the closing of a Qualifying Transaction.

The Warrants will become exercisable at an exercise price of \$11.50, commencing 65 days after the completion of a Qualifying Transaction and will expire at 5:00 p.m. (Toronto time) on the day that is five years after the completion of a Qualifying Transaction or earlier, as described in the Corporation’s final long form prospectus dated July 10, 2019 (the “**Prospectus**”). Once the Warrants become exercisable, the Corporation may accelerate the expiry date of the outstanding Warrants (excluding the Sponsor Warrants (as defined below) held by Subversive Capital Sponsor LLC (the “**Sponsor**”) in certain circumstances) by providing 30 days’ notice, if and only if, the closing price of the Common Shares equals or exceeds \$18.00 per Common Share (as adjusted for stock splits or combinations, stock dividends, extraordinary dividends, reorganizations and recapitalizations) for any 20 trading days within a 30-trading day period.

Prior to the closing of the Offering, the Sponsor and the Corporation’s directors, Jay Tucker, Adam Rothstein, Ethan Devine and Mussadiq Lakhani (collectively the “**Founders**”), purchased 14,543,750 Class B Shares (the “**Founders’ Shares**”), for an aggregate price of \$25,000, or approximately \$0.0017 per Founders’ Share. In addition, concurrent with the closing of the Offering, the Sponsor purchased 6,750,000 share purchase warrants (“**Sponsor Warrants**”) at a price of \$1.00 per Sponsor Warrant (for an aggregate purchase price of \$6,750,000) and 675,000 Class B units of the Corporation (the “**Class B Units**”) at a price of \$10.00 per Class B Unit (for an aggregate purchase price of \$6,750,000) for aggregate proceeds equal to \$13,500,000. Each Class B Unit consists of one Class B Share and one-half of a Warrant.

Upon the closing of the Offering, an aggregate of \$575,000,000 from the sale of the Class A Restricted Voting Units, or \$10.00 per Class A Restricted Voting Unit sold to the public, was deposited into an escrow account (the “**Escrow Account**”). None of the funds in the Escrow Account will be released until the earliest of: (i) the closing of the Qualifying Transaction; (ii) a redemption (on the closing of a Qualifying Transaction or on an extension of the permitted timeline) of, or an automatic redemption of, Class A Restricted Voting Shares; (iii) the Corporation’s wind-up; and (iv) the requirement of the Corporation to pay taxes on the interest or certain other amounts earned on the escrowed funds, and for payment of certain expenses. The escrowed funds will also be used to pay the deferred underwriting commission, which is payable by the Corporation to the Underwriter upon the closing of the Qualifying Transaction (a portion of which may, at the option of the Corporation, be satisfied through the issuance of Class B Shares) provided that the discretionary deferred portion may be used to pay agents or advisors for services provided in connection with the Qualifying Transaction (see Note 8 to the Interim Financial Statements). The aggregate \$25,000 of initial proceeds from the Founders’ Shares and any other net amounts from the sale of the Sponsor Warrants and Class B Units will not be held in escrow and may be used by the Corporation to fund general ongoing expense.

A Qualifying Transaction must occur within the permitted timeline (being 18 months from the closing of the Offering). Such permitted timeline, however, could be extended to up to 36 months with shareholder approval of only the holders of Class A Restricted Voting Shares, by ordinary resolution.

As 100% of the gross proceeds of the Offering are held and any additional equity raised pursuant to a rights offering shall be held in the Escrow Account, shareholder approval of a Qualifying Transaction is not required pursuant to the Exchange rules. As such, and unless shareholder approval is otherwise required under applicable law, the Corporation will (i) prepare and file with applicable securities regulatory authorities a prospectus containing disclosure regarding the Corporation and its proposed Qualifying Transaction, (ii) mail a notice of redemption to the holders of the Class A Restricted Voting Shares and make the final prospectus publicly available at least 21 days prior to the deadline for redemption, and (iii) send by prepaid mail or otherwise deliver the prospectus to the holders of the Class A Restricted Voting Shares no later than midnight (Toronto time) on the second business day prior to the deadline for redemption.

If approval of a Qualifying Transaction by shareholders is otherwise required under applicable law, holders of Class A Restricted Voting Shares shall have the option to redeem their Class A Restricted Voting Shares irrespective of whether they vote for or against, or do not vote on, the Qualifying Transaction. Holders of Class A Restricted Voting Shares will be given not less than 21 days' notice of the shareholders meeting (if such meeting is required under applicable law) and of the corresponding redemption deposit deadline if such shareholder meeting is required. Participants through CDS Clearing and Depository Services Inc. ("CDS") may have earlier deadlines for accepting deposits of Class A Restricted Voting Shares for redemption. If a CDS participant's deadline is not met by a holder of Class A Restricted Voting Shares, such holder's Class A Restricted Voting Shares may not be eligible for redemption.

Consummation of the Qualifying Transaction will require approval by a majority of the Corporation's directors unrelated to the Qualifying Transaction. In connection with seeking to complete a Qualifying Transaction, the Corporation will provide holders of the Class A Restricted Voting Shares with the opportunity to redeem all or a portion of their Class A Restricted Voting Shares, provided that they deposit their shares for redemption prior to the deadline specified by the Corporation, following public disclosure of the details of the Qualifying Transaction and prior to the closing of the Qualifying Transaction, of which prior notice had been provided to the holders of the Class A Restricted Voting Shares by any means permitted by the Exchange, not less than 21 days nor more than 60 days in advance of such deadline, in each case, with effect, subject to applicable law, immediately prior to the closing of a Qualifying Transaction, for an amount per share, payable in cash, equal to the pro-rata portion (per Class A Restricted Voting Share) of: (A) the escrowed funds available in the Escrow Account at the time immediately prior to the redemption deposit deadline, including interest and other amounts earned thereon; less (B) an amount equal to the total of (i) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Escrow Account, and (ii) actual and expected expenses directly related to the redemption, each as reasonably determined by the Corporation, subject to the limitations described in the Prospectus.

If the Corporation is unable to consummate a Qualifying Transaction within the permitted timeline, the Corporation will be required to redeem as promptly as reasonably possible, on an automatic redemption date specified by the Corporation (such date to be within 10 days following the last day of the permitted timeline), each of the outstanding Class A Restricted Voting Shares, for an amount per share, payable in cash, equal to the pro-rata portion (per Class A Restricted Voting Share) of: (A) the escrow funds available in the Escrow Account including any interest and other amounts earned thereon, less (B) an amount equal to the total of (i) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Escrow Account, (ii) any taxes of the Corporation arising in connection with the redemption of the Class A Restricted Voting Shares, and (iii) up to a maximum of \$50,000 of interest and other amounts earned from the proceeds in the Escrow Account to pay actual and expected winding-up expenses and certain other related costs, each as reasonably determined by the Corporation. Upon such redemption, the rights of holders of Class A Restricted Voting Shares as shareholders will be completely extinguished (including the right to receive further liquidation distributions, if any), subject to applicable law, and the Warrants will be cancelled. There will be no redemption rights or distributions with respect to the Warrants, which will expire worthless if the Corporation fails to consummate a Qualifying Transaction within the permitted timeline.

The Founders will not be entitled to redeem the Founders' Shares or Class B Units (including their underlying securities) in connection with a Qualifying Transaction or an extension to the permitted timeline or entitled to access the Escrow Account should a Qualifying Transaction not occur within the permitted timeline. The Founders (including the Sponsor) will, however, participate in any liquidation distribution with respect to any Class A Restricted Voting Shares they may own.

The Founders have agreed (i) not to transfer any of their Founders' Shares or Sponsor Warrants, as applicable, or

Class B Units (or any Class B Shares or Warrants forming part of the Class B Units) until after the closing of the Qualifying Transaction, in each case other than transfers required due to the structuring of the Qualifying Transaction; and (ii) following the closing of a Qualifying Transaction, not to transfer the Common Shares underlying the Class B Units for a period of 12 months, subject to the closing price of the Common Shares equaling or exceeding \$12.50 per Common Share (as adjusted for stock splits or combinations, stock dividends, extraordinary dividends, reorganizations and recapitalizations and the like) for any 20 trading days within a 30-trading day period.

SELECTED QUARTERLY INFORMATION

Below is selected information from the statement of income for the three and nine months ended September 30, 2020. With respect to the 2019 fiscal year, the Corporation has not presented comparative information for the three month period ended September 30, 2019 as it is identical to the information for the period from inception on June 17, 2019 to September 30, 2019.

	For the Three Months Ended September 30, 2020	For the Nine Months Ended September 30, 2020	For the Period from Inception on June 17, 2019 Through September 30, 2019
Income			
Interest	\$ 155,416	\$ 2,244,416	\$ 2,636,754
Total Income	155,416	2,244,416	2,636,754
Expenses			
Amortization of issue costs on Warrants	2,864,859	8,551,612	2,807,906
Interest allocable to Class A shares	155,416	2,244,416	2,636,754
General and administrative	371,666	794,795	241,807
Total Expenses	3,391,941	11,590,823	5,686,467
Net loss	\$ (3,236,525)	\$ (9,346,407)	\$ (3,049,713)
Weighted average shares outstanding of Class B Shares, basic and diluted	15,218,750	15,218,750	15,218,750
Net loss per share - basic and diluted	\$ (0.21)	\$ (0.61)	\$ (0.20)

RESULTS OF OPERATIONS

The Corporation has not conducted commercial operations and it is focused on the identification and evaluation of businesses or assets to acquire and there were no notable events that occurred during the reporting periods presented.

For the three months ended September 30, 2020, the Corporation realized a net loss of \$3,236,525. This represents a diluted net loss of approximately \$0.21 per share. For the nine months ended September 30, 2020, the Corporation realized a net loss of \$9,346,407. This represents a diluted net loss of approximately \$0.61 per share. The loss in 2020 was primarily attributable to the following factors:

- The non-cash amortization of the costs relating to the Warrants which were issued together with the Class A Restricted Voting Shares and the value of the Warrants were credited to equity on the issuance date;
- Interest income of \$155,416 for the three months ended September 30, 2020 (\$2,244,416 for the nine months ended September 30, 2020) earned on cash balances held in escrow accounts from the issuance of Class A Restricted Voting Shares; and
- General and administrative expenses of \$371,666 for the three months ended September 30, 2020 (\$794,795 for the nine months ended September 30, 2020), which reflect costs incurred in negotiating, evaluating, conducting due diligence and closing on potential Qualifying Transactions as well as payment to the affiliate of the Sponsor for the utilization of office space, utilities and administrative support.

For the period from inception on June 17, 2019 through September 30, 2019, the Corporation realized a net loss of \$3,049,713. This represents a diluted net loss of approximately \$0.20 per share. The information for the three months ended September 30, 2019 is identical to the information for the period from inception on June 17, 2019 to September 30, 2019.

The funds raised relating to Class A Restricted Voting Units totaling \$575,000,000 have been held in cash and cash equivalents in the Escrow Account. During the three months ended September 30, 2020, the Corporation earned interest income of \$155,416 (\$2,244,416 for the nine months ended September 30, 2020), on this balance. For the period from inception on June 17, 2019 through September 30, 2019, the Corporation earned interest income of \$2,636,754 on this balance. The information for the three months ended September 30, 2019 is identical to the information for the period from inception on June 17, 2019 to September 30, 2019.

Transaction costs are directly related to the Offering and consist mainly of legal, accounting, printing, filing and underwriting costs. Transaction costs incurred from June 17, 2019 (date of incorporation) through the Offering date were allocated between Shareholders' Equity and shares subject to redemption on the following basis:

	Class A Restricted Voting Shares	Warrants	Class B Units	Total
Professional fees (Legal, accounting, etc.)	\$ 614,302	\$ 5,167	\$ 14,571	\$ 634,040
Underwriter's commission	11,404,072	95,928	—	11,500,000
Exchange listing	123,466	1,039	—	124,505
Other	122,583	1,031	2,908	126,522
Total	\$ 12,264,423	\$ 103,165	\$ 17,479	\$ 12,385,067

The Underwriter is entitled to an underwriting commission equal to up to \$31,625,000 or 5.5% of the gross proceeds of the Class A Restricted Voting Units issued under the Offering. The Corporation paid \$11,500,000 to the Underwriter at the closing of the Offering. The balance of the underwriting commission of \$20,125,000, or 3.5% of the gross proceeds (the "**Deferred Amount**") of the Class A Restricted Voting Units, has been deferred and will only be paid upon successful completion of a Qualifying Transaction as follows: (A) as to 2.5% of the gross proceeds, to the Underwriter, in cash, or, at the option of the Corporation, as to 1.0% of the gross proceeds by way of the issuance of Class B Shares at a price of \$10.00 per Class B Share and as to the balance, in cash; and (B) as to 1% of the gross

proceeds, at the complete discretion of the Corporation and, if so paid, paid to parties of the Corporation's choosing, including any party that assists the Corporation in the consummation of the Qualifying Transaction. If no Qualifying Transaction is consummated within the permitted timeline, no Deferred Amount shall be payable. Due to its association with an uncertain future Qualifying Transaction, the contingent liability of deferred underwriting commission balance has not been recorded in the Interim Financial Statements. Transaction costs were prorated between Class A Restricted Voting Shares, Warrants and Class B Shares by the amount of proceeds received.

GENERAL AND ADMINISTRATIVE EXPENSES

The Corporation had the following general and administrative expenses for the three and nine months ended September 30, 2020:

	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2020	For the Period from Inception on June 17, 2019 Through September 30, 2019
Professional and consulting fees	\$ 279,598	\$ 507,460	\$ 20,217
Insurance	50,000	150,000	45,611
Administrative fees	30,000	90,000	25,000
Fees to escrow agent	1,016	4,869	128,535
Other	11,052	42,466	22,444
Total	\$ 371,666	\$ 794,795	\$ 241,807

SELECTED QUARTERLY INFORMATION

	For the three months ended September 30, 2020	For the three months ended June 30, 2020	For the three months ended March 31, 2020	For the three months ended December 31, 2019	For the period from Inception on June 17, 2019 to September 30, 2019¹
Income					
Interest	\$155,416	\$ 139,658	\$ 1,949,342	\$ 2,634,959	\$ 2,636,754
Total Income	155,416	139,658	1,949,342	2,634,959	2,636,754
Expenses					
Amortization of issue costs on Warrants	2,864,859	2,850,513	2,836,240	2,822,037	2,807,906
Interest allocable to Class A shares	155,416	139,658	1,949,342	2,634,959	2,636,754
General and administrative	371,666	111,556	311,573	309,082	241,807
Total Expenses	3,391,941	3,101,727	5,097,155	5,766,078	5,686,467
Net loss	\$(3,236,525)	\$ (2,962,069)	\$ (3,147,813)	\$ (3,131,119)	\$(3,049,713)
Weighted average shares outstanding of Class B Shares, basic and diluted	15,218,750	15,218,750	15,218,750	15,218,750	15,218,750
Net loss per share - basic and diluted	\$(0.21)	\$ (0.20)	\$(0.21)	\$(0.21)	(0.20)

¹ The information for the three months ended September 30, 2019 is identical to the information for the period from inception on June 17, 2019 to September 30, 2019.

STATEMENTS OF FINANCIAL POSITION

	September 30, 2020	December 31, 2019
	(Unaudited)	(Audited)
ASSETS		
Current		
Other receivables	\$ 200,065	\$ 472,157
Total current assets	200,065	472,157
Prepaid expenses and other assets	119,387	261,042
Cash and securities held in Escrow Account	582,516,129	580,271,713
Total Assets	<u>\$582,835,581</u>	<u>\$ 581,004,912</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accrued expenses	\$ 525,203	\$ 144,155
Total current liabilities	525,203	144,155
Class A Restricted Voting Shares subject to redemption	579,636,851	568,840,823
Total Liabilities	<u>580,162,054</u>	<u>568,984,978</u>
Shareholders' Equity		
Share capital, net	18,200,766	18,200,766
Deficit	<u>(15,527,239)</u>	<u>(6,180,832)</u>
Total Shareholders' Equity	<u>2,673,527</u>	<u>12,019,934</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 582,835,581</u>	<u>\$ 581,004,912</u>

OPERATING, INVESTING AND FINANCING ACTIVITIES

Cash provided by operating activities for the nine-month period ended September 30, 2020 was \$2,244,416 compared to cash provided of \$1,496,821 for the period from inception on June 17, 2019 through September 30, 2019.

Cash used by investing activities for the nine-month period ended September 30, 2020 was \$2,244,416 compared to cash used of \$577,636,754 for the period from inception on June 17, 2019 through September 30, 2019. The current period amount reflects interest allocable to the cash and securities held in escrow.

Cash provided by financing activities for the nine-month period ended September 30, 2020 was nil compared to cash provided of \$576,139,933 for the period from inception on June 17, 2019 through September 30, 2019.

CAPITAL MANAGEMENT

The investment held in escrow includes the \$575,000,000 in funds raised relating to Class A Restricted Voting Units and accrued interest totaling \$7,516,129 (as compared to \$5,271,713 at December 31, 2019). In accordance with the terms of the Offering, all amounts raised through the issuance of the Class A Restricted Voting Units were deposited into the Escrow Account and can only be released upon certain prescribed conditions being met, as further described herein and in the Prospectus.

The Corporation's objective is to execute a Qualifying Transaction, the terms of which are determined by the Corporation to be favourable and provided that the target business or assets forming the Qualifying Transaction have a fair market value of at least 80% of the assets held in the Escrow Account at the time the agreement is entered into (excluding the deferred underwriting commission and applicable taxes payable on interest and other amounts earned in the Escrow Account). The fair market value of the target businesses or assets will be determined by the Corporation's board of directors based upon one or more valuation methods generally accepted by the financial

community (including, without limitation, actual and potential sales, earnings, cash flow and book value).

To the extent that the Corporation requires additional funding for general ongoing expenses or in connection with a Qualifying Transaction, the Corporation may seek funding by way of unsecured loans from the Sponsor and/or its affiliates, which loans would bear interest at no more than the U.S. dollar prime rate plus 1.0%. The lender under the loans would not have recourse against the funds held in the Escrow Account, and thus the loans will not reduce the value thereof. Such loans will collectively be subject to a maximum aggregate principal amount equal to 10% of the escrowed funds and may only be repayable in cash no earlier than the closing of the Qualifying Transaction. Such loans may only be convertible into shares and/or Warrants in connection with the closing of the Qualifying Transaction.

The Corporation may also seek to raise additional funds through a rights offering in respect of shares available to its shareholders, in accordance with the requirements of applicable securities legislation and the Exchange's rules, and subject to the consent of the Underwriter, subject to the conditions outlined further in the Prospectus.

As of the date of filing the Corporation doesn't have any off-balance sheet financing arrangements and has not guaranteed any debt or commitments of other entities or entered into any options on non-financial assets.

SHARE CAPITAL

As of the date of this MD&A, the Corporation had 57,500,000 Class A Restricted Voting Shares, 15,218,750 Class B Shares and 35,837,500 Warrants issued and outstanding.

RELATED PARTY TRANSACTIONS

The Corporation provides a payment of \$10,000 per month to the Sponsor for the utilization of office space, utilities and administrative support. The Corporation further reimburses the Sponsor for any out-of-pocket expenses incurred by directors, officers and consultants of the Corporation which are paid by the Sponsor relating to certain activities on the Corporation's behalf, including identifying and negotiating a Qualifying Transaction. For the three and nine months ended September 30, 2020, the Corporation recorded \$30,000 and \$90,000, respectively, of administrative fees, which such amount is included in accrued expenses in the Corporation's statement of financial position. For the period from inception on June 17, 2019 through September 30, 2019 the Corporation recorded \$25,000 of administrative fees.

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

For further information about the accounting policies used by the Corporation, please refer to the Interim Financial Statements and notes thereto for the period ended September 30, 2020, which have been prepared in accordance with IFRS and with interpretation of the IFRIC. The Interim Financial Statements meet the requirements of International Accounting Standard 34, "Interim Financial Reporting".

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant assumptions were used in determining the fair value of the Class A Restricted Voting Shares at inception.

Critical accounting estimates represent estimates made by management that are, by their very nature, uncertain. Management evaluates its estimates on an ongoing basis. Such estimates are based on assumptions that management believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amounts of revenues and expenses that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. A summary of the significant accounting policies used by management in the preparation of its financial information is provided in Note 4 to the Interim Financial Statements.

PROPOSED ACQUISITIONS

Although the Corporation has commenced the process of identifying potential acquisitions with a view to completing a Qualifying Transaction, the Corporation has not yet entered into a definitive agreement.

CONTROLS AND PROCEDURES

As of September 30, 2020, an evaluation was carried out, under the supervision of and with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as defined under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* (“NI 52-109”).

Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective as at September 30, 2020.

Management, including the Chief Executive Officer and the Chief Financial Officer, has designed internal control over financial reporting as defined under NI 52-109 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Management evaluated, under the supervision of and with the participation of the CEO and the CFO, the effectiveness of our internal control over financial reporting as at September 30, 2020, based on the principles set out in the Internal Control - Integrated Framework (COSO Framework) published by The Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on that evaluation, the CEO and CFO concluded that our internal control over financial reporting was designed and operating effectively as at September 30, 2020 and that there were no material weaknesses in the internal control over financial reporting.

There were no changes made in our internal control over financial reporting that occurred during the three- months ended September 30, 2020, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

MANAGING RISK

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. It is uncertain what impact this volatility and weakness will have on the Corporation. Government and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 pandemic is unknown at this time, as is the efficacy of the government and central bank interventions. Management continues to evaluate the impact of the COVID-19 pandemic on the industry and has concluded that while it is reasonably possible that the virus could have a negative effect on the Corporation’s financial position, results of its operations and/or search for a target company, the specific impact is not readily determinable as of the date of the Interim Financial Statements.

Except as otherwise disclosed in this MD&A and in the Interim Financial Statements, there have been no significant changes to the nature and scope of the risks faced by the Corporation as described in the AIF, which is available on the Corporation’s profile on SEDAR at www.sedar.com. Such business risks should be considered by interested parties when evaluating the Corporation’s performance and its outlook.

November 12, 2020