



Management Discussion and Analysis For the Three Months Ended February 28, 2021

The following is a discussion and analysis of the operations, results, and financial position of Zimtu Capital Corp. (the “Company”) for the three months ended February 28, 2021, and should be read in conjunction with the condensed interim financial statements for the three months ended February 28, 2021, all of which are prepared in Canadian dollars and in accordance with International Financial Reporting Standards (“IFRS”).

The effective date of this report is April 21, 2021.

Nature of Business and Overall Performance

History of the Company

The Company was incorporated on July 4, 2006, under the Business Corporations Act of British Columbia and was listed on the TSX Venture Exchange (the “TSX-V”) as a Capital Pool Company on January 31, 2007. The Company is a reporting issuer in British Columbia, Alberta and Ontario and trades as a Tier 2 Financial Services Issuer on the TSX-V under the symbol ‘ZC’. The Company also trades on the Frankfurt Stock Exchange under the symbol ‘ZCT1’.

Year-to-date Highlights

On December 10, 2020, the Company received 1,000,000 shares of Core Assets Corp. with a fair value of \$90,000 in connection with the Blue Property agreement.

On December 18, 2020, the Company announced it had signed an agreement with Saville Resources Inc. for its ZimtuADVANTAGE program.

On February 3, 2021, the Company announced it had signed an agreement with Zambezi Sports Inc. for its ZimtuADVANTAGE program.

On March 10, 2021, the Company announced it had signed an agreement with Ximen Mining Corp. for its ZimtuADVANTAGE program. The start date of the program has yet to be determined.

On March 17, 2021, the Company and its prospecting partner sold the Snip Property for \$22,000, of which 50% will be received by the Company (\$7,500 received to date).

On March 17, 2021, the Company announced it had signed an agreement with Pontus Protein Ltd. for its ZimtuADVANTAGE program.

On April 6, 2021, the Company announced it had signed an agreement with Ximen Mining Corp. for its ZimtuADVANTAGE program.

Business of the Company

The business of the Company focuses on giving its shareholders the opportunity to indirectly invest in diverse early-stage resource investments. The Company's goal is to take advantage of the favourable investment opportunities that arise between the private and public phases of a given investment in the natural resources sector. To that end, the Company conducts its business along four distinct segments: 1. Investment in stock, warrants, and others, 2. Property acquisitions, dispositions, and management, 3. Company management services, and 4. Corporate development and marketing services.

1. Investment

The principal investment objectives of the Company are:

- to seek and identify high return investment opportunities in the resource sector through direct investments in project interests or indirect investments by means of equity shareholdings;
- to minimize the risk associated with investments in securities by offering assistance to the target investment through management's industry contacts;
- to preserve its capital and limit the downside risk of its capital;
- to achieve a reasonable rate of capital appreciation; and
- to seek liquidity in its investments.

In pursuit of greater returns and to achieve investment objectives while mitigating risk, the Company, when appropriate, shall focus on natural resource industries, concentrating on early stage exploration and development companies. The Company will obtain detailed knowledge of the relevant business that the investment shall be made in, as well as knowledge about the investee company. The Company will endeavour to work closely with the investee company's management and boards and in some cases, assist in sourcing experienced and qualified persons to add to the board and/or management of the investee companies. The Company will maintain a flexible position with respect to the form of investment taken. Investments will be made in either private or public companies or directly into project title. As a result, the Company may own 100% of the opportunity in the initial stages.

Composition of Investment Portfolio: The nature and timing of the Company's investments depend, in part, on available capital at any particular time and the investment opportunities identified and available to the Company. Subject to the availability of capital, the Company intends to create a diversified portfolio of investments. The composition of its investment portfolio will vary over time depending on its assessment of a number of factors including the performance of financial markets and credit risk.

Investment Committee: The Company has an investment committee to monitor its investment portfolio on an ongoing basis. The investment committee's mandate is to review the status of each investment as well as the status of potential investments at least once a month or on an as needed basis. Nominees for the investment committee are recommended by the Board of Directors.

Trading Committee: The Company has a trading committee consisting of three members of the Board of Directors and may also include any consultants with relevant experience to the opportunity. On a weekly basis, the trading committee discusses and evaluates the investments of the Company.

Market Conditions: In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continuing fluctuations in price will not occur. The market for the common shares of the Company will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the common shares of the Company will be affected by such volatility.

Shareholdings: A complete list of the specific shareholdings of the Company is listed in Notes 6 and 7 of the Company's condensed interim financial statements for the three months ended February 28, 2021. The Company considers the following as its core portfolio shareholdings:

Commerce Resources Corp. (TSX-V: CCE) ("Commerce") is an exploration and development company with a particular focus on tantalum, niobium and rare earth element deposits with a potential for economic

grades and large tonnages. Commerce is developing its Upper Fir Tantalum and Niobium Deposit in British Columbia, at the Blue River Project, and is also exploring its Eldor Rare Earth Project in northern Quebec. The Company currently has 6,821,599 common shares of Commerce, with a market value of \$2,182,912 (\$0.32 per share, as at April 20, 2021).

Dimension Five Technologies Inc. (CSE: DFT) (“Dimension Five”) has recently entered into a letter of intent with Aduro Energy Inc. (“Aduro”) to acquire 100% of the issued and outstanding shares of Aduro from the shareholders. Aduro is a private company that has developed a highly flexible clean energy platform featuring three water-based technologies. The Company currently has 3,743,333 common shares of Dimension Five with a market value of \$262,033 (\$0.07 per share, as at April 20, 2021).

Zinc8 Energy Solutions Inc. (formerly MGX Renewables Inc.) (CSE: ZAIR) (“Zinc8”) has developed a unique flow battery technology using zinc and air as fuel. The Company currently has 6,367,361 common shares of Zinc8 with a market value of \$3,311,028 (\$0.52 per share, as at April 20, 2021).

Saville Resources Inc. (TSX-V: SRE) (“Saville”) is currently focusing on the exploration and development of its Niobium Claim Group in Quebec. The Company currently has 13,260,500 common shares of Saville with a market value of \$663,025 (\$0.05 per share, as at April 20, 2021).

Core Assets Corp. (“Core”), a company with common directors, has acquired two properties from Zimtu. Core received approval of their prospectus from the British Columbia Securities Commission on July 7, 2020 and began trading on the CSE on July 27, 2020 under the symbol CC. The Company currently has 8,250,000 common shares of Core with a market value of \$866,250 (\$0.105 per share, as at April 20, 2021).

2. *Property Acquisitions, Dispositions, and Management*

Mineral Resource Project Management

The Company evaluates and acquires prospective resource properties to make available for sale, option or joint venture. The Company has interests in several mineral property claims.

As at February 28, 2021, the Company has interests in the following mineral resource properties:

Property Name	Partner	Balance, November 30, 2020 \$	Additions \$	Impairment \$	Property sales \$	Balance, February 28, 2021 \$
Cap Claim	Various	2,500	-	-	-	2,500
Covette II Property	N/A	3,712	-	-	-	3,712
Deep Bay/Simon Lake	Dahrouge	4,847	-	-	-	4,847
Lac Elmer	Staked	5,390	-	-	-	5,390
		16,449	-	-	-	16,449

The following is a list of the farmed out properties during the past two fiscal years:

Property Name	Sold to	Consideration
Lac Patu Vandium Project	Maxtech Ventures Inc.	\$92,500 (\$22,500 received) 1,625,000 common shares (375,000 shares received) Agreement terminated – settlement to be determined
Blue Property	Core Assets Corp.	\$100,000 (\$50,000 received) 3,000,000 common shares (2,000,000 common shares received)
Silver Lime Property	Core Assets Corp.	1,000,000 common shares (received)
Glenora/Bay Horse Property	Belmont Resources Inc.	280,000 common shares and warrants (received)
Sonny Boy Property	Falcon Gold Corp.	300,000 common shares (received)
Turquetil Lake	1233719 BC Ltd.	1,218,859 common shares (received)

Mineral Resource – Joint Ventures

Dahrouge Geological Consulting Corp., 877384 Alberta Ltd., and DG Resource Management Ltd. (“Dahrouge”)

The Company entered into verbal mutual agreements with Dahrouge Geological Consulting Corp. (“Dahrouge”), 877384 Alberta Ltd. (“877384”), and DG Resource Management Ltd. (“DG Resource”), in which Dahrouge, 877384, and/or DG Resource will stake and hold the ownerships of the properties on behalf of the Company.

3. *Company Management Services*

The Company provides management and administrative services to various private and public companies.

During the three months ended February 28, 2021, the Company had contracts in place with Commerce Resources Corp., Saville Resources Inc., Core Assets Corp., Zambezi Sports Inc., and Sceptre Ventures Inc.

Under the terms of the contracts, these services may include rent and office administration, continuous disclosure services and compliance services. These contracts generate sufficient cash for the Company to meet its operating needs in the current market environment and the Company expects these contracts to continue.

4. *Corporate Development and Marketing Services*

The Company offers corporate development services and a cooperative marketing program to companies through its ZimtuADVANTAGE program. ZimtuADVANTAGE is a program designed to provide opportunities, guidance, cost savings and assistance to companies covering multiple aspects of being a public company. The services may include building financial networks, building business networks, shared costs with other public companies, building a social media presence, conference opportunities, media outlets and guidance and special group pricing provided by Zimtu’s network of public company professionals. The program provides the flexibility to allow companies to customize the products and services to best support their needs. The program also provides participating companies access to and meetings with Zimtu’s market participants in Europe and North America.

Summary:

In keeping with its business model, the Company has successfully:

- a) Increased its investment shareholdings through participation in private placements in several publicly listed companies;
- b) Acquired or increased its investment shareholdings through the sale of interest in several mineral property claims and/or permits, either by selling the property in its entirety or by optioning the property;
- c) Provided corporate development and administrative assistance to both private and public companies; and
- d) Provided assistance and support to select equity holdings in their dissemination and corporate awareness activities.

Selected Annual Information

The following is a summary of the financial data of the Company for the last three fiscal years ending November 30, and are derived from the audited financial statements of the Company:

	2020	2019	2018
	\$	\$	\$
Total Revenues	1,386,669	1,487,267	2,468,238
(Loss) before other items and income taxes	(623,962)	(1,003,841)	(367,034)
(Loss) before other items and income taxes (per share)	(0.04)	(0.06)	(0.02)
(Loss) before other items and income taxes (per share, fully diluted)	(0.04)	(0.06)	(0.02)
Net Income (loss)	3,700,427	(2,742,553)	(5,622,919)
Net Income (loss) (per share)	0.23	(0.17)	(0.37)
Net income (loss) (per share, fully diluted)	0.23	(0.17)	(0.37)
Net comprehensive income (loss)	3,700,427	(2,742,553)	(5,622,919)
Net comprehensive income (loss) (per share)	0.23	(0.17)	(0.37)
Net comprehensive income (loss) (per share, fully diluted)	0.23	(0.17)	(0.37)
Total assets	10,576,608	6,329,101	9,169,820
Total long term financial liabilities	Nil	Nil	Nil
Cash dividend declared per share	Nil	Nil	Nil

The Company recorded an income of \$3,700,427 in the year ended November 30, 2020 compared to a net loss of \$2,742,553 in the year ended November 30, 2019 and a loss of \$5,622,919 in the year ended November 30, 2018. The Company's revenue provided from corporate development and marketing and administration fees have decreased from the prior years. The significant change in income over the years is due to the increase in the unrealized gains and losses of investments held by the Company due to changes in market values.

Results of Operations

Net income for the three months ended February 28, 2021 was \$7,437,802 compared to net income of \$1,142,795 for the three months ended February 29, 2020, for a difference of \$6,295,007.

Some of the highlights of the results for the three months ended February 28, 2021, are included below:

- recorded administration fees of \$238,925 (February 29, 2020: \$141,500),
- recorded corporate development services income of \$220,284 (February 29, 2020: \$150,779) for services provided by the ZimtuADVANTAGE program,

- recorded income from the sale of property of \$90,000 (February 29, 2020: \$nil),
- recorded a gain on sale of investments of \$314,913 (February 29, 2020: \$131,464 loss),
- recorded an equity gain from investment in associates of \$143,715 (February 29, 2020: \$19,195 loss) due to Dimension Five ceasing to be an equity investment during the period,
- recorded an unrealized gain on investments of \$6,632,566 (February 29, 2020: \$1,564,181) due to changes in market share prices of the Company's investments,
- recorded an unrealized gain on notes receivable of \$92,875 (February 29, 2020: \$nil) due to the increased fair value of the notes in the current period,
- recorded a gain on government loan of \$11,655 (February 29, 2020: \$nil) for the fair value adjustment of the Canada Emergency Business Account loan from the Canada Revenue Agency,
- recorded a gain on the purchase of debt of \$110,576 (February 29, 2020: \$nil),
- recovered marketable securities of \$50,000 (February 29, 2020: \$nil) that had been written off in a previous period, and
- recorded general and administrative expenses of \$467,707 (February 29, 2020: \$564,523) as detailed below.

General and administrative expenses

During the three months ended February 28, 2021 and February 29, 2020, Company incurred the following general and administrative expenses:

	February 28, 2021	February 29, 2020
Expenses		
Advertising and promotion	\$ 33,680	\$ 113,596
ROU asset depreciation	36,107	-
Filing fees and transfer agent expenses	6,225	5,530
Lease interest	651	-
Office and miscellaneous	33,499	75,384
Professional fees	16,492	17,682
Wages and benefits	341,053	352,331
	467,707	564,523

The overall operating expenses of the Company were consistent with the prior period with the exception of advertising and promotion which decreased due to less promotion of the Company. ROU asset depreciation increased and office and miscellaneous decreased due to the application of IFRS 16.

Summary of Quarterly Results

The following is a summary of the results from the eight most recently completed financial quarters ending:

	February 28, 2021	November 30, 2020	August 31, 2020	May 31, 2020
	\$	\$	\$	\$
Revenue (loss)	549,209	489,519	313,358	291,513
Net Income (loss)	7,437,802	1,139,029	1,174,391	244,212
Total assets	18,086,803	10,576,608	9,261,667	8,350,716
Working capital	16,950,043	9,393,576	8,191,714	6,918,286
Total liabilities	994,748	922,355	746,443	1,009,883
Equity	17,092,055	9,654,253	8,515,224	7,340,833

	February 29, 2020	November 30, 2019	August 31, 2019	May 31, 2019
	\$	\$	\$	\$
Revenue (loss)	292,279	381,866	342,906	337,370
Net Income (loss)	1,142,795	(274,840)	(1,596,368)	(500,768)
Total assets	7,569,703	6,329,101	6,616,024	8,399,636
Working capital	6,655,896	5,512,808	5,806,169	7,513,683
Total liabilities	473,082	375,275	387,358	473,902
Equity	7,096,621	5,953,826	6,228,666	7,925,734

The fluctuations between the eight quarters shown above are generally caused by the gains or losses on the sale of investments and/or the unrealized gains or losses for the investments held by the Company. Income from property sales changes each quarter, and is market dependent. Revenues from services provided to other companies has decreased over the last four quarters, as have the associated advertising costs.

Liquidity and Capital Resources

The Company has had to rely upon the sale of equity securities for the cash required for capital acquisitions, exploration and development, and administration, among other things.

The capital resources of the Company include investments of \$16,228,824 held at fair market value and mineral properties valued at \$16,449. The Company's intention is to commit further funds for continuing its investment strategies.

The Company will continue to require funds to meet its investment objectives of giving its shareholders the opportunity to indirectly invest in a diversified series of early stage resource investments, which would not otherwise be available to them. As a result, the Company will have to continue to rely on equity and debt financing during such period as well as rely on the income generated through the provision of administration and management services to other companies.

There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

As the Company's revenues are expected to be in large part derived from provision of management and administration services to other companies, there can be no assurance that those management and administration contracts currently in place will continue at the rates that they are at or that the companies will continue to pay the Company for the services being provided.

Working Capital: As at February 28, 2021, the Company had total assets of \$18,086,803 as compared to \$10,576,608 for the year ended November 30, 2020.

The primary assets of the Company as at February 28, 2021 are cash of \$316,400 (November 30, 2020: \$218,933), investments of \$16,228,824 (November 30, 2020: \$8,759,117) held at fair market value, advances and accounts receivables of \$838,952 (November 30, 2020: \$776,885), due from related parties of \$260,357 (November 30, 2020: \$225,333), due from equity investees of \$96,713 (November 30, 2020: \$54,356), Right-of-use assets of \$72,213 (November 30, 2020: \$108,320), prepaid and deposits of \$101,444 (November 30, 2020: \$151,444), investment in associates of \$155,451 (November 30, 2020: \$265,771), and mineral property interests of \$16,449 (November 30, 2020: \$16,449).

As at February 28, 2021, the Company has long-term liabilities of \$nil (November 30, 2020: \$nil) and has working capital of \$16,950,043 (November 30, 2020: \$9,372,033).

Management of cash balances is conducted in-house based on internal investment guidelines.

Cash Used in Operating Activities: Cash provided by operating activities during the three months ended February 28, 2021 was \$243,220, compared with \$139,325 of cash used in operating activities during the

three months ended February 29, 2020. Cash was mostly spent on advertising, general office expenses, professional fees, wages and benefits, prepaid expenses, accounts receivables, and adjusted for items not involving cash.

Cash Provided by Investing Activities: Total cash used in investing activities during the three months ended February 28, 2021 was \$128,193, compared to \$165,281 of cash provided by investing activities during the three months ended February 29, 2020.

During the the three months ended February 28, 2021, the Company:

- spent \$1,432,939 (2020: \$215,307) on the acquisition of investments,
- received \$1,304,746 (2020: \$399,490) from the proceeds of disposition of investments, and
- spent \$nil (2020: \$18,902) on the acquisition and exploration of mineral property interests,

Cash Provided by Financing Activities: Total cash used in financing activities during the months ended February 28, 2021 was \$17,560, compared to \$nil of cash provided by investing activities during the three months ended February 29, 2020. The Company received \$20,000 (2020: \$nil) through the receipt of a loan and spent \$37,560 (2020: \$nil) on the principal payments of lease liabilities.

Related Party Transactions

The Company incurred the following fees and expenses in the normal course of operations and are measured at the exchange amount.

Three months ended:	February 28, 2021	February 29, 2020
Key management compensation*	\$	\$
Key management compensation	152,168	169,062

Three months ended:	February 28, 2021	February 29, 2020
Revenue**	\$	\$
Management administration fees	113,000	104,000
Corporate development and marketing	25,000	-
Expenses		
App development and marketing fees	-	25,000
Licensing fees	-	21,400

Amounts due from related parties and equity investees	February 28, 2021	November 30, 2020
	\$	\$
Commerce Resources Corp.***	374	-
Core Assets Corp.****	96,713	54,356
Promissory note receivable - Fair Value		
David Hodge, CEO and director	47,250	54,000
Jody Bellefleur, CFO	24,500	18,000
Kevin Bottomley, director	12,150	10,000
Sean Charland, director	54,500	48,000
Chris Grove, director	121,583	95,333
Total amount due from related parties and equity investees	357,070	279,689

* 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 certain members of its Board of Directors.

** The Company provides Management and Administrative services to related parties. These services include rent, office costs, administration, and staffing.

*** Commerce Resources Corp. (“Commerce”) is a company with common directors and management of the Company. The Company provides key management services to Commerce.

**** See Investment in Associates

Investment in Associates

	Core	D5	Total
As of November 30, 2019	\$ 194,160	\$ 62,385	\$ 256,545
Acquisition of shares	-	110,000	110,000
Loss from equity investee	(62,181)	(38,593)	(100,774)
As of November 30, 2020	\$ 131,979	\$ 133,792	\$ 265,771
Sale of shares	-	(188,000)	(188,000)
Ceased to be an equity investee	-	(156,035)	(156,035)
Shares received for property transaction	90,000	-	90,000
Recovery (loss) from equity investee	(66,528)	210,243	143,715
As of February 28, 2021	\$ 155,451	\$ -	\$ 155,451

Dimension Five Technologies Inc. (“D5”)

On July 1, 2018, the Company received 10,000,000 shares of Dimension Five Technologies Inc. (“D5”) valued at \$300,000 for the sale of the Zimtu App and immediately sold 6,000,000 of the received shares to management and employees of the Company, for \$0.03 per share for gross proceeds of \$180,000, all covered by promissory notes. On July 27, 2018, the Company acquired 2,000,000 shares valued at \$0.05 in a private placement.

During the year ended November 30, 2020, the Company acquired 2,000,000 shares at \$0.05 per share in a private placement and privately purchased 333,333 shares at \$0.03 per share. On January 22, 2021, the Company sold 4.7 million shares of D5 and ceased to consider D5 and equity investment. The equity loss previously recorded was reversed and the remaining investment is valued at the fair value of the shares. During the three months ended February 28, 2021, the investment recovered \$210,243 (February 29, 2020: \$15,319 loss) of equity loss due to the change in accounting policies. As at February 28, 2021, the Company holds 3,893,333 shares of D5, equal to 12% (November 30, 2020: 26%) of D5’s outstanding common shares.

Core Assets Corp. (“Core”)

On December 10, 2018 and August 1, 2019, the Company signed an agreement with Core, a private company with common directors, whereby Core can earn a 100% interest in and to the Blue Property and Silver Lime Property respectively (See Note 12(c) and Note 12(d)). The Company received 2,000,000 shares, valued at total of \$100,000. On August 14, 2019, the Company acquired 5,250,000 shares of Core valued at \$105,100. On December 10, 2020, the Company received 1,000,000 shares for the Blue Property valued at \$90,000.

During the three months ended February 28, 2021, the investment was adjusted for \$66,528 (February 29, 2020: \$3,876) of equity loss due to the decrease of net assets of Core. As at February 28, 2021, the Company holds 8,250,000 shares of Core, equal to 37% (November 30, 2020: 34%) of Core’s outstanding common shares.

For further information on the Company’s investments in associates, refer to Note 7 of the condensed interim financial statements for the three months ended February 28, 2021.

Other MD&A Requirements

Disclosure of Outstanding Share Capital

The Company has an authorized share capital of an unlimited number of common shares without par value. The following table describes the issued and outstanding share capital of the Company:

	April 21, 2021	February 28, 2021	November 30, 2020
Common Shares	16,106,483	16,106,483	16,106,483
Stock Options	2,475,000	2,475,000	2,475,000
Warrants	712,000	712,000	712,000
Fully Diluted Shares	19,293,483	19,293,483	19,293,483

For additional details of outstanding share capital, refer to the condensed interim financial statements for the three months ended February 28, 2021.

Segmented Information

All of the Company's business is located in Canada. The Company's segment information is presented by industry according to the nature of their operations and the products and services they provide. Each of the Company's industry segments represents a strategic business unit offering products and services subject to different risks and returns from those of the other industry segments. Summary details of the industry segments are as follows:

For the three months ended February 28, 2021

	Investment in mineral properties \$	Management services \$	Corporate \$	Total \$
Revenue				
Administrative fees	-	238,925	-	238,925
Corporate development fees	-	220,284	-	220,284
Income from property sale	90,000	-	-	90,000
	<u>90,000</u>	<u>459,209</u>	<u>-</u>	<u>549,209</u>

	Investment in mineral properties \$	Management services \$	Corporate \$	Total \$
Segment assets	16,449	-	18,070,354	18,086,803
Expenditure for segment capital assets	-	-	-	-

For the three months ended February 29, 2020

	Investment in mineral properties \$	Management services \$	Corporate \$	Total \$
Revenue				
Administrative fees	-	141,500	-	141,500
Corporate development fees	-	150,779	-	150,779
	<u>-</u>	<u>292,279</u>	<u>-</u>	<u>292,276</u>

For the year ended November 30, 2020

	Investment in mineral properties \$	Management services \$	Corporate \$	Total \$
Segment assets	16,449	-	10,560,159	10,576,608
Expenditure for segment capital assets	38,033	-	-	38,033

Risk Factors

The following is factors, trends and risks may affect the Company's liquidity, capital resources and solvency. Readers are cautioned that this is not an exhaustive list and should refer to the Company's Filing Statement dated July 25, 2008, which can be found at www.sedar.com.

Business History: The Company has a limited business history and a limited history of operating earnings and the likelihood of success of the Company therefore must be considered in light of the problems, expenses, difficulties, complication and delays frequently encountered in connection with the establishment of any business.

Limited Financial Resources: The Company has limited financial resources and there is no assurance that additional funding will be available to it. There is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans. The Company may require additional financing to continue its operations and there can be no assurance that the Company will be able to obtain adequate financing in the future. Failure to obtain such additional financing could result in delay or indefinite postponement of further investments of the Company. The Company may issue additional securities from time to time which may be dilutive to Shareholders.

The Company will be neither a mutual fund nor an investment fund and due to the nature of its business and investment strategy and the composition of its investment portfolio, the market price of its common shares, at any time, may vary significantly from the Company's net asset value per share. This risk is separate and distinct from the risk that the market price of the common shares may decrease.

Revenue & Investments: Revenues received by the Company has been generated by management fees paid by corporations which may have directors and officers in common. In the event that there is a change in the management of these corporations there is no certainty that these management contracts will continue.

Composition of Portfolio: The composition of the Company's securities portfolio taken as a whole may vary widely from time to time. Investments by the Company in private issuers cannot be resold without a prospectus, an available exemption or an appropriate ruling under relevant securities legislation and there may not be any market for such securities. This shall impair the Company's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private issuers may offer relatively high potential returns, but will also be subject to a relatively high degree of risk and are subject to indefinite hold periods.

The Company may make investments in securities that have low trading volumes. Accordingly, it may be difficult for the Company to make trades in these securities without adversely affecting the price of such securities.

Stock Price and Performance: The Company's stock price may vary according to the value of the securities in which it invests, which will depend, in part, upon the performance of the issuers of such securities. The value of the securities acquired by the Company will be affected by business factors and risks that are beyond the control of the Company. In addition, the performance of certain of the securities may be affected by business factors and risks other than their exposure to metal and mineral prices, which may be more determinative of such securities' performance. Some of these factors and risks are: (i) some of the issuers in which the Company invests may have limited operating histories; (ii) operational risks related to specific business activities of the respective issuers; (iii) quality of underlying assets; (iv) financial performance of the respective issuers and their competitors; (v) volatility in the price of metal and mineral prices; (vi)

environmental risks; (vii) political risks; (viii) fluctuations in exchange rates; (ix) fluctuations in interest rates; and (x) government regulations, including regulations to prices, taxes, royalties, land tenure, land use, importing and exporting of materials and environmental protection.

There is no assurance that the investment objectives of the Company will actually be achieved. The value of the shares of the Company will increase or decrease with the value of its investment portfolio and general economic conditions beyond the control of the Company's management, including the level of interest rates, corporate earnings, economic activity, the value of the Canadian dollar and other factors.

Key Personnel: Prospective investors assessing the risks and rewards of an investment in the Company should appreciate that they will, in large part, be relying on the good faith and expertise of the Company and will have to rely on the discretion and ability of the Company in determining the composition of the portfolio of assets, and in negotiating the pricing and other terms of the agreements leading to the acquisition of assets.

Conflicts of Interest: Directors and officers of the Company are or may become directors or officers of other reporting companies or have significant shareholdings in other investment companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The ability to liquidate investments held by the Company in corporations with common directors may be impaired by trading black-out periods imposed in insiders of such entities.

The Company and its directors and officers will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict is obligated to disclose any interest in the potential investment. In the event that a conflict is detected, the target company may be notified of the conflict. Depending on the circumstances of the potential investment, the director in conflict may be asked to abstain from voting for or against the approval of such participation. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or officers, may have a conflict. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Financial Instruments and Capital Disclosures

The investment operations of the Company's business involve the purchase and sale of securities and, accordingly, the majority of the Company's assets are currently comprised of financial instruments. The use of financial instruments can expose the Company to several risks, including interest rate, credit, currency, liquidity and market risk. A discussion of the Company's use of financial instruments and their associated risk is provided below:

a) Fair value - The Company classifies its financial instruments using a fair value hierarchy as a framework for disclosing fair value of financial instruments based on inputs used to value the Company's investments. The hierarchy of inputs and description of inputs is described as follows:

Level 1 – fair values are based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – fair values are based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); or

Level 3 – fair values are based on inputs for the asset or liability that are not based on observable market data, which are unobservable inputs.

	February 28, 2021			
	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Fair value through profit or loss				
Promissory note receivables	410,417	-	-	410,417
Promissory note receivables – related parties	259,983	-	-	259,983
Investment in public company shareholdings	11,671,150	-	-	11,671,150
Investment in private company shareholdings	-	-	820,287	820,287
Investment in warrants	-	3,702,887	-	3,702,887
	12,341,550	3,702,887	820,287	16,864,724

	November 30, 2020			
	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Fair value through profit or loss				
Promissory note receivables	337,917	-	-	337,917
Promissory note receivables – related parties	225,333	-	-	225,333
Investment in public company shareholdings	6,323,459	-	-	6,323,459
Investment in private company shareholdings	-	-	254,312	254,312
Investment in warrants	-	2,146,846	-	2,146,846
	6,886,709	2,146,846	254,312	9,287,867

b) Interest rate risk - The Company is not exposed to significant interest rate risk even though the Company has cash balances, and its current policy is to invest excess cash in certificates of deposit or money market funds of major Canadian chartered banks. The GIC included in investment bear interest at a variable rate, and the Company is, therefore, exposed to the risk of changes in fair value resulting from interest rate fluctuations. The sensitivity of the Company to a variation of 1% in the interest rate would decrease/increase the net loss of the Company by \$345. The convertible debentures bear interest at a fixed rate and therefore not exposed to interest rate risk as well. The Company's other financial assets and financial liabilities do not comprise any interest rate risk since they do not bear interest.

c) Credit risk - The Company is not exposed to significant credit risk on its cash and GIC due to its cash is placed with major financial institutions and investments are placed with a Canadian chartered bank or with independent investment dealer member of the Canadian Investor Protection Fund. All transactions executed by the Company in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment.

The Company continues to minimize credit risk by performing credit reviews, ongoing credit evaluation and account monitoring procedures. Management believes that the credit risk with respect to advances and amounts receivables is remote. One customer accounted for 30% (November 30, 2020: 50%) of the Company's administrative revenue.

d) Currency risk - The Company is not exposed to significant currency risk on fluctuations considering that its assets and liabilities are stated in Canadian dollars.

e) Liquidity risk - Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected as a result of downturn in stock market conditions generally or related to matters specific to the Company, or if the value of the Company's investments declines, resulting in losses upon disposition. The Company generates cash flow primarily from its administrative activities and proceeds from the

disposition of its investments. The Company has sufficient investments that are freely tradable and relatively liquid to fund its obligations as they become due under normal operating conditions.

f) **Market risk** - Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate because of changes in market prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices.

The Company manages market risk by having a portfolio that is not singularly exposed to any one issuer or class of issuers. The Company's investment activities are currently concentrated primarily across several sectors in the natural resource industry, potash, precious metals, base metals, coal, graphite, rare earth elements, and rare metals. The Company also has set thresholds on purchases of investments. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar. The Company is not exposed to commodity price at this time.

g) **Capital management** - The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to meet its daily operating expenses. The Company may raise additional capital for additional cash required. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to identify and acquire new investment or business opportunities.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the three months ended February 28, 2021 or the year ended November 30, 2020. The Company is not subject to externally imposed capital requirements.

Adoption of New Accounting Standards and Amendments

IFRS 3 - Business Combinations

In October 2018, the IASB issued "Definition of a Business (Amendments to IFRS 3)". The amendments clarify the definition of a business, with the objective of assisting entities to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendment provides an assessment framework to determine when a series of integrated activities is not a business. The amendments are effective for business combinations occurring on or after the beginning of the first annual reporting period beginning on or after January 1, 2020, however early application is permitted. Based on the Company's assessment, the impact of IFRS 3 Amendment adoption is not expected to be significant.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Forward Looking Statements

All statements other than statements of historical fact contained in this Management Discussion & Analysis are forward looking statements, including, without limitation, statements regarding the future financial position, business strategy, proposed acquisitions, budgets, litigation, projected costs and plans and objectives of or involving the Company. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements should not be in any way construed as guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements.

Readers can identify many of these statements by looking for words such as "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof. Examples of forward looking statements in this Management Discussion & Analysis include that:

- the Company's goal is to take advantage of the favourable investment opportunities that arise between the private and public phases of a given investment in the natural resources sector and to

seek and identify high return investment opportunities in the resource sector through direct investments in project interests or indirect investments by means of equity shareholdings;

- the Company's objective is to preserve its capital and limit the downside risk of its capital and to achieve a reasonable rate of capital appreciation;
- the Company shall focus on natural resource industries, concentrating on early stage exploration and development companies
- the Company may employ a wide range of investment instruments, including equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, royalties, net profit interests and other hybrid instruments.
- the Company intends to create a diversified portfolio of investments, which composition will vary over time depending on its assessment of a number of factors including the performance of financial markets and credit risk; and
- the Company expects its Management Services Revenue to continue.
- the Company expects its corporate development and marketing revenue to continue.

There can be no assurance that the plan, intentions or expectations upon which these forward looking statements are based will occur. Forward looking statements are subject to risks, uncertainties and assumptions. Readers are cautioned not to put undue reliance on forward looking statements. The Company does not undertake to update any forward-looking statements that are contained herein, except in accordance with applicable securities laws.

Directors and Officers

As at April 21, 2021, the Company had the following directors and officers:

David Hodge – Director, President and CEO

Sean Charland* – Director

Chris Grove* – Director

Kevin Bottomley* – Director

Jody Bellefleur – CFO

* Member of the Company's Audit Committee

Approval

The Board of Directors of Zimtu Capital Corp. has approved the disclosure contained in this MD&A.

Additional Information

Additional information related to the Company can be found on the Company's website at www.zimtu.com or on SEDAR at www.sedar.com.