

NAVIGATOR ACQUISITION CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
MARCH 31, 2025

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") is dated **May 20, 2025** (the "MD&A Date") and should be read in conjunction with the condensed interim financial statements for the three months ended March 31, 2025, and the annual audited financial statements of Navigator Acquisition Corp. ("Navigator" or the "Company") for the year ended December 31, 2024, (collectively, the "financial statements") and the related notes thereto. Navigator prepares its financial statements in accordance with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

All amounts are presented in Canadian dollars, which is the functional currency of the Company, unless otherwise noted.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Navigator common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Navigator's financial statements, MD&A and all other continuous disclosure documents are filed with Canadian securities regulators and are available for review under the Navigator Acquisition Corp. profile at www.sedarplus.ca.

FORWARD-LOOKING STATEMENTS

Certain statements contained in the following MD&A constitute forward-looking statements. Such forward looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements in respect of proposed Qualifying Transactions or other. Readers are cautioned not to place undue reliance on these forward-looking statements.

DESCRIPTION OF BUSINESS

The Company was incorporated on January 15, 2018, under the laws of British Columbia, Canada. The Company completed an initial public offering ("IPO") of its common shares on September 18, 2018, and its common shares began trading on the TSX Venture Exchange (the "Exchange" or "TSX-V") under the symbol "NAQ.P" on September 20, 2018. The Company is classified as a Capital Pool Company as defined in the Exchange Policy 2.4. The Company's head office is located at 970 – 1050 West Pender Street, Vancouver, BC, V6E 3S7. The Company's registered and records office is located at C30-3545 E 43rd Ave Vancouver BC V5R 5X5.

The principal business of the Company is the identification and evaluation of assets or a business with a view to completing a Qualifying Transaction subject to receipt of shareholder approval and acceptance by the TSX-V and regulatory authorities. Until the completion of a Qualifying Transaction, the Company is not permitted to carry on any other business.

The Company's continuing operations are dependent upon completing a Qualifying Transaction.

DIRECTORS AND OFFICERS

The Board of Directors consists of Kyle Shostak (Chief Executive Officer), Alex Lyamport (Chief Financial Officer), Basil Karatzas, and Brett Janis.

Further to the abovementioned Officer positions, Geoffrey Hampson is the Corporate Secretary of the Company.

On March 3, 2025, Kia Besharat resigned from the Board of Directors.

TERMINATED PROPOSED TRANSACTION

MGID Group Holdings Limited

In 2023, the Company entered into Definitive Share Purchase Agreement ("SPA"), with MGID Group Holdings Limited ("MGID"), a company headquartered in Los Angeles, USA. Pursuant to the SPA, the Company was to acquire 100% of the issued and outstanding securities of MGID (the "Transaction"). MGID is a global advertising technology ("AdTech") company with a platform that uses AI-based (artificial intelligence) technology.

Information about the Transaction as originally announced is included in the Company's news release dated March 31, 2023, and pursuant to a news release update dated November 6, 2024, as filed on SEDAR+.

On March 14, 2025, the Company announced that MGID's current executive management team informed the Company of its intent not to proceed with the Transaction. On the basis that the Company and MGID have formally terminated the Transaction, the Company intends to immediately seek recovery of its expenses and losses. The Company is currently in a process to review litigation options which the Company's management believes is supported by material facts and established Canadian securities law. The Company reserves the right to take all necessary legal actions as appropriate.

OVERALL PERFORMANCE

The Company had been focused on completing a Qualifying Transaction with MGID prior to its termination in March 2025. The Company's operating activities for Q1 2025 are reflective of routine professional and administrative costs related to evaluating potential Qualifying Transaction targets, further to activities related to the termination of the Transaction with MGID.

During the three months ended March 31, 2025, the Company incurred a loss and comprehensive loss of approximately \$20,000 and used cash in operating activities of approximately \$49,000 which was partially offset by proceeds of approximately \$25,000 advanced from an Officer of the Company for working capital purposes. See "Discussion of Operations" and "Liquidity and Capital Resources" below for details.

DISCUSSION OF OPERATIONS

Key components of loss and comprehensive loss were as follows (rounded):

Three months ended

	March 31, 2025	March 31, 2024	Increase (decrease)
	\$	\$	\$
Administrative and transaction related	2,000	43,000	(41,000)
Consulting	15,000	14,000	1,000
Professional fees	6,000	10,000	(4,000)

Administrative and transaction related expenses decreased significantly as efforts on the MGID Transaction had ceased with the termination announced in March 2025. The variance in professional fees is related to the same.

A comparison of the Company's financial condition is as follows:

	March 31, 2025	December 31, 2024	December 31, 2023
	\$	\$	\$
Cash	1,111	25,850	16,843
Total assets	10,779	30,879	17,947
Working capital deficiency	(80,944)	(60,948)	(103,648)
Total liabilities	91,723	91,827	121,595
Deficit	(1,678,351)	(1,658,355)	(1,422,495)
Shareholders' deficiency	(80,944)	(60,948)	(103,648)

The use of cash in operating activities related to Qualifying Transaction efforts and routine general and administrative and professional fees caused the net decrease in cash. The Company obtained financing of approximately \$25,000 through advances for working capital purposes from an Officer of the Company during the period.

SUMMARY OF QUARTERLY RESULTS

The following table shows the results of operations for the previous eight fiscal quarters:

Period Ending	Loss and	Basic and Diluted
	Comprehensive Loss \$	Loss Per Share \$
March 31, 2025	(19,996)	(0.00)
December 31, 2024	(55,937)	(0.01)
September 30, 2024	(62,244)	(0.01)
June 30, 2024	(37,072)	(0.01)
March 31, 2024	(80,607)	(0.01)
December 31, 2023	(74,202)	(0.03)
September 30, 2023	(55,528)	(0.01)
June 30, 2023	(46,295)	(0.01)

Quarter to quarter fluctuations are generally characterized by the level of activity involved in respect of proposed Qualifying Transaction work as the Company has announced, evaluated and subsequently terminated transactions at varying times and for varying reasons, throughout its history.

LIQUIDITY AND CAPITAL RESOURCES

The Company utilizes existing cash and has relied upon the issuance of common shares, convertible debentures, and related party advances to provide capital and liquidity to the Company. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue the plans of identifying and completing a Qualifying Transaction, the Company may attempt to raise additional funds through the issuance of equity.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction; expenditures may include expenses relating to the IPO, reasonable expenses relating to a proposed Qualifying Transaction, assurance and audit fees, escrow agent and transfer agent fees, regulatory filing fees, and a maximum of \$3,000 per month for other general and administrative costs. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the Exchange Policy 2.4.

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's capital management approach is also disclosed in Note 5 of the financial statements.

Working capital advances and going concern

During the three months ended March 31, 2025, an Officer of the Company advanced approximately \$25,000 to the Company for working capital purposes with no specific terms of repayment.

As at March 31, 2025, Management has determined that additional financing will be required for the Company to evaluate and complete a potential Qualifying Transaction or continue as a going concern beyond one year.

Convertible debenture financings and settlement through issuance of common shares

Since 2022, the Company had executed various Convertible Debt Terms and Conditions agreements (the "debentures"). Through to the settlement date in October 2024, the Company had received aggregate proceeds of \$369,200 between 2022 and 2024.

In October 2024, the Company issued 1,476,800 common shares at a fair value of \$73,840 (\$0.05 each) in full settlement of the carrying value of the convertible debentures at the time of settlement. Of the issuance, 1,075,200 common shares were issued to non-arm's length parties (see "Related Party Transactions" below).

Private placement financing

In October 2024, the Company closed a private placement of 730,446 common shares at a price of \$0.25 each, for gross proceeds of \$182,612 (\$173,399 after share issue costs). The placement involved four subscribers, two of which were insiders of the Company that subscribed to 182,500 common shares in aggregate, or approximately 25% of the placement.

CONTRACTUAL OBLIGATIONS

The Company has no significant contractual obligations.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

MATERIAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities as at the date of the financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. The Company's material estimates and judgments are disclosed in Note 2 to the annual audited financial statements for the year ended December 31, 2024.

FINANCIAL INSTRUMENTS

Financial instruments – classification

Financial assets:	Classification:	Subsequent measurement:
Cash	Amortized cost	Amortized cost

Financial liabilities:	Classification:	Subsequent measurement:
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Related party advances	Other financial liabilities	Amortized cost

Financial instruments - risk

The Company is exposed to varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided within Note 7 of the financial statements.

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having the authority and responsibility of planning, directing, and executing the activities of the Company. The Company has determined that its key management personnel consist of its Executive Officers and Directors. Other related parties to the Company may include companies in which key management have control or significant influence. Key management personnel receive no salaries, non-cash benefits (other than incentive stock options), or other remuneration directly from the Company.

Key management compensation and balances

As at March 31, 2025, \$26,562 (December 31, 2024 - \$1,964) was presented as related party advances for expenses incurred on behalf of the Company and funds advanced for working capital purposes by an Officer of the Company. Of this amount, \$24,598 was advanced to the Company during the three months ended March 31, 2025.

OUTSTANDING SHARE DATA

Common shares

On April 22, 2025, the Company cancelled and returned 20,000 common shares to treasury. As at the MD&A Date the Company had 19,125,166 common shares issued and outstanding and no outstanding stock options, warrants, or other convertible securities outstanding.

Pursuant to an Escrow Agreement, 10,000,000 Seed Shares were placed in escrow. Upon the Company completing a Qualifying Transaction, certain escrowed common shares will be subject to a timed release.

RISK FACTORS

Investing in the common shares of the Company involves risk. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A before making an investment decision. If any of the following risks actually occurs, the business, financial condition, or results of operations of the Company could be harmed. In such an event, the trading price of the common shares could decline, and prospective investors may lose part or all of their investment.

Global Economy Risk

The impact of tariffs and other trade barriers, pandemics (such as COVID-19), significant geopolitical risk and conflict globally may have a sizeable and unpredictable impact on the Company's efforts towards completing a Qualifying Transaction. The United States recently introduced broad tariffs against Canada, Mexico and China and has threatened to do so against other countries, resulting in retaliatory tariffs or the threat of retaliatory tariffs. Further, support for protectionism and rising anti-globalization sentiment in Canada, the United States and other countries may slow global growth. In particular, a protracted and wide-ranging trade conflict between the United States and various other countries, including Canada, Mexico and China, could adversely affect global economic growth. The COVID-19 pandemic and the ongoing conflicts between Russia and Ukraine and in the Middle East, including the global response to such conflicts as it relates to sanctions, trade embargos, export controls, military support and any restrictive actions in response thereto, have resulted in significant uncertainty as well as economic and supply chain disruptions, changes in commodity prices and implications in the financial markets. Should another significant variant of COVID-19 develop or the conflicts between Russia and Ukraine or in the Middle East go on for an extended period of time or expand territorially, or should other geopolitical disputes and conflicts emerge in other regions, this could result in material adverse effects to the Company.

Tariff Response

The potential for tariffs has resulted in significant capital market uncertainty as well as economic and supply chain disruptions, changes in trading market pricing. There is a risk that tariffs, pandemics, and/or geopolitical disputes and conflicts could further disrupt capital markets, business opportunities and supply chains and cause material adverse effects to the Company's efforts towards completing a Qualifying Transaction.

Possible Trading Suspension or Delisting

Suspension from trading of the common shares may, and delisting of the common shares will result in the regulatory securities authorities issuing an interim cease trade order against the Company. In addition, delisting of the common shares will result in the cancellation of all of the currently issued and outstanding common shares of the Company held by Insiders. Trading in the common shares of the Company may be halted at other times for other reasons, including the failure by the Company to submit documents to the Exchange in the time periods required.

Halt of Trading

Upon public announcement of a proposed Qualifying Transaction, trading in the common shares of the Company will be halted and will remain halted until Completion of the Proposed Transaction, or sooner pursuant to Policy 2.4. Neither the Exchange nor any securities regulatory authority passes upon the merits of the potential Proposed Transaction.

Exchange May Not Approve a Qualifying Transaction

Completion of a Proposed Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval as such terms are defined in Policy 2.4.

Notwithstanding that a transaction may meet the definition of a Proposed Transaction; the Exchange may not approve a Proposed Transaction:

- (a) if the Company fails to meet the initial listing requirements prescribed by Policy 2.1 – Initial Listing Requirements of the Exchange upon Completion of the Proposed Transaction;
- (b) if, following Completion of the Qualifying Transaction, the Company will be a finance company, or a mutual fund as defined under applicable securities laws;
- (c) the consideration proposed to be paid by the Company in connection with the Proposed Transaction is not acceptable to the Exchange; or
- (d) for any other reason at the sole discretion of the Exchange.

Approval by the Majority of the Minority

Where Majority of the Minority Approval is required, unless the shareholder has the right to dissent and be paid fair value in accordance with the applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length Proposed Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Company of fair value for the common shares.

Dilution

If the Company issues treasury shares to finance acquisition or participation opportunities, control of the Company may change, and shareholders may suffer dilution of their investment.

Directors and Officers

The Directors and Officers of the Company will not be devoting all of their time to the affairs of the Company but will be devoting such time as required to effectively manage the Company. Some of the Directors and Officers of the Company are engaged and will continue to be engaged in the search for assets or businesses on their own behalf or on behalf of others such that conflicts may arise from time to time. As a consequence of such conflicts, the Company may be exposed to liability and its ability to achieve its business objectives may be impaired.

Reliance on Management

The Company is relying solely on the past business success of its Directors and Officers to identify a Qualifying Transaction of merit. The success of the Company is dependent upon the efforts and abilities of its Directors and Officers. The loss of any of its directors or officers could have a material adverse effect upon the business and prospects of the Company.

Foreign Acquisition

The Company may propose a Qualifying Transaction with a foreign business, and investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts. The Company's terminated proposed Qualifying Transaction with MGID was with a foreign business, outside of Canada.