MONITOR VENTURES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

AS AT AND FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

Background

This management discussion and analysis ("MD&A) of financial position and results of operation for Monitor Ventures Inc. (the "Company") is prepared as at March 8, 2022. This MD&A should be read in conjunction with the Company's audited financial statements as at and for the year ended December 31, 2021.

Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward-Looking Statements

Certain statements contained in the following MD&A constitute forward-looking statements. Such forward-looking statements include but are not limited to statements regarding the Company's ability or intention to continue as going concern, to improve its financial position through additional financing or settling its accounts payable through alternate means, and to enter into new operating activities. These statements involve a number of known and unknown risks, uncertainties and other factors, and are made in the context of the Company having to revise its business strategy in light of its current financial position. The Company's actual strategic course, when decided upon, will determine which risk factors will be relevant, but possible risk factors include those in connection with the Company's ability settle certain accounts payable by way of share-for-debt agreements or other non-cash means, to raise sufficient funds to maintain operations and to enter new commercial activities. Outcomes other than those assumed herein 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. Readers are cautioned not to place undue reliance on these forward-looking statements.

Company Overview and Outlook

The Company currently has no commercial operations and has a significant working capital deficiency owing to liabilities arising from previous commercial activities. In recent years it has improved its financial position by way of derecognition of certain accounts payable and accrued liabilities, but it has required loans from shareholders and directors, including $20,000 received subsequent to December 31, 2021 to fund ongoing operations. More substantial funding will be required to remain a going concern and to pursue new operating activities in the longer-term.

The Company's shares currently trade on the NEX tier of the TSX-Venture Exchange (the "Exchange") under the symbol "MVI.H". To facilitate a longer-term reorganization, at its June 23, 2021 annual and special shareholders meeting (the "Meeting"), the Company received shareholder approval to:

i. issue more than 100% of its outstanding shares in any 12-month period; and
ii. delist its shares from the Exchange, subject to the further discretion of the Company's board of directors.

The Company is incorporated under the *Canada Business Corporations Act* and its principal place of business is Suite #1703, 595 Burrard St., Vancouver, British Columbia, Canada. Additional information on the Company, including information on the Meeting is available on www.sedar.com.

COVID-19 Pandemic

On March 11, 2020, the World Health Organization declared the COVID-19 coronavirus outbreak a pandemic, which continues to spread globally. Having no commercial operations, the COVID-19 pandemic has not had a significant impact on the Company's routine operations or on the carrying value of its assets. However, the pandemic's effect on broader capital markets may hinder the Company's ability to enter new commercial operations or raise additional financing.

Selected Annual Information

With no commercial operations, the Company has no recurring revenues other than nominal amounts of interest income and in recent years has relied on shareholder or director loans and asset disposals to fund operations. Other income is irregular and includes gains on the derecognition of accounts payable and accrued liabilities and gains on the sale of assets. In recent years, expenses have been incurred for transfer agent, listing, filing, and other costs incurred as a publicly-traded company. To date, the Company has not declared any cash dividends and has not held any long-term debt.

Selected annual information is as follows:

	December 31, 2021	December 31, 2020	December 31, 2019
	$	$	$
Balance Sheet:			
Cash	**5,970**	3,049	29,231
Total assets	**5,970**	3,049	39,959
Current liabilities	**749,641**	931,862	929,524
Long-term liabilities	**-**	-	-

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2019
	$	$	$
Operations:			
Net income (loss) and comprehensive income (loss)	**185,143**	(39,248)	154,125
Basic and diluted income (loss) per share	**0.06**	(0.01)	0.05

Total assets

With no sources of recurring revenues, the value of the Company's total assets declined between December 31, 2019 and December 31, 2020 owing to the cash expenditures required to maintain the Company's public listing. These expenditures continued in the year ended December 31, 2021, but were funded by loans from a director of the Company as required.

Current liabilities

The Company's current liabilities include accounts payable and accrued liabilities incurred during previous commercial operations and a loans payable on demand. With insufficient cash to repay its liabilities, in recent years the Company has reduced the balance by way of derecognition on the expiration of statutory periods for debt collection.

In the years ended December 31, 2021 and 2019, the Company derecognized $226,515 and $199,490, respectively, in accounts payable and accrued liabilities following the expiration of statutory periods for debt collection on certain long-outstanding amounts and recognized equal gains on derecognition. No accounts payable and accrued liabilities were derecognized in the year ended December 31, 2020.

Net income and comprehensive income

The Company typically incurs losses from recurring operating activities as a result of audit and legal services, transfer agent, listing and filing fees, and other general and administrative expenses incurred as a publicly-traded company.

In the year ended December 31, 2020, the Company had no significant non-operating gains to offset these expenses, but in 2021 and 2019, these losses were offset by larger gains from the derecognition of accounts payable and accrued liabilities which resulted in positive net income and comprehensive income for these years. These gains included $226,515 in 2021 and $199,490 in 2019.

Results of Operations

	For the year ended December 31, 2021	For the year ended December 31, 2020
	$	$
General and administrative expenses:		
Transfer agent, listing and filing fees	**17,337**	17,922
Audit and legal	**15,845**	16,513
Investor relations and shareholder information	**6,229**	5,848
Interest on shareholder loan	**2,352**	2,082
Office facilities and administrative services	**162**	152
Total general and administrative expenses	**(41,925)**	(42,517)
Gain on derecognition of accounts payable and accrued liabilities	**226,515**	-
Foreign exchange gain	**553**	3,269
Net income (loss) and comprehensive income (loss)	**185,143**	(39,248)

The Company's general and administrative expenses reflect basic amounts for legal and audit services, transfer agent, listing and filing fees and other costs incurred as a public company and were generally consistent between the years ended December 31, 2021 and 2020.

During the year ended December 31, 2021, the Company derecognized certain accounts payable and accrued liabilities following the expiration of statutory periods for debt collection on certain long-outstanding amounts. The resulting $226,515 gain contributed to net income of $185,143 for the year. No equivalent gain was recognized in the year ended 2020 and net loss for the year reflected general and administrative expenses.

Financial Condition, Liquidity and Capital Resources

As at December 31, 2021, the Company had working capital deficiency of $743,671 (December 31, 2020 - $928,813) and cash of $5,970 (December 31, 2020 - $3,049). The decrease in the working capital deficiency during 2021 is the result of the derecognition in accounts payable and accrued liabilities of $226,515 related to long-outstanding amounts due for which the statutory period for collection expired. This derecognition was partially offset by an increase in loans payable, the proceeds from which were used to pay operating expenses during the period.

The Company received an additional $20,000 loan subsequent to December 31, 2021 and will rely on additional loans during 2022 until it can raise equity financing to pursue new commercial operations, but until then, its ability to obtain additional financing and to continue as a going concern is uncertain.

Fourth Quarter Results

For the fourth quarter of 2021, the Company had net income of $211,572 compared with a net loss and comprehensive loss of $15,503 for the fourth quarter of 2020. General and administrative expenses in 2021 were $15,630, which was consistent with those in 2020 and included an accrual for annual audit services and other sundry costs incurred as a public company. However, the Company recognized a $226,515 gain on the derecognition of accounts payable and accrued liabilities in 2021 resulting in the overall net income and for which no equivalent occurred in 2020.

Summary of Quarterly Results

A summary of quarterly results for the Company's eight most recent quarters is as follows:

For the Three Months Ended	General Expenses[1]	Net Comprehensive Income (Loss) [2]	Basic and Diluted (Loss) Income Per Share
	$	$	$
December 31, 2021	(15,630)	211,572	0.07
September 30, 2021	(12,104)	(15,924)	(0.01)
June 30, 2021	(11,114)	(9,140)	(0.00)
March 31, 2021	(3,077)	(1,365)	(0.00)
December 31, 2020	(22,123)	(15,503)	(0.01)
September 30, 2020	(2,866)	285	0.00
June 30, 2020	(10,568)	(5,045)	(0.00)
March 31, 2020	(6,960)	(18,985)	(0.00)

Explanatory Notes:

1. General expenses reported throughout 2021 and 2020 reflect a nominal level of operations as a public entity and include expenses for the Company's stock exchange listing, legal and audit services, transfer agent services and other shareholder services. These items are generally incurred consistently in each quarter, although there are increases in the fourth quarter of each year for the accrual of audit services.

2. In addition to general expenses, the Company's net comprehensive income or loss is affected by foreign exchange gains or losses on accounts payable and accrued liabilities denominated in currencies other than the Canadian dollar and gains from the derecognition of accounts payable and accrued liabilities. These gains included a $226,515 gain from the derecognition of accounts payable and accrued liabilities in the quarter ended December 31, 2021 resulting in net income of $211,572 for the period.

   With no remaining saleable assets and few remaining amounts owed in foreign currencies, unless the Company recognizes additional gains from the derecognition of its remaining accounts payable and accrued liabilities, net comprehensive income or loss is expected to approximate general expenses incurred.

Transactions with Related Parties

The Company is party to a corporate and administrative services agreement with Earlston Management Corp. ("Earlston"), whereby Earlston provides key management, corporate, and administrative services to the Company, and has certain directors and officers in common, resulting in the two entities being related. As a result of the Company's financial position, Earlston did not charge the Company for services during the years ended December 31, 2021 or 2020. As at December 31, 2021, $161,472 is included in accounts payable and accrued liabilities (December 31, 2020 - $158,667) for amounts owing to Earlston, which includes sundry expenses paid for by Earlston on the Company's behalf in addition to those for management, corporate and administrative services charged prior to 2020.

Included in accounts payable and accrued liabilities as at December 31, 2021 is $295,000 (December 31, 2020 - $295,000) owing to Bill Radvak, the Chief Executive Officer of the Company for salaries and benefits outstanding for periods prior to 2020, and $5,395 (December 31, 2020 - $5,395) for travel and office expense claims. As a result of the Company's financial position, salaries payable to Mr. Radvak were suspended during the years ended December 31, 2021 and 2020.

As at December 31, 2021, loans payable includes $45,249 (December 31, 2020 - $nil) owed to a director of the Company. This amount includes $45,000 received by the Company during the year ended December 31, 2021 and $249 in related accrued interest. The loans accrue interest at an annual rate of 1% and are repayable on demand.

Financial Instruments and Risk Management

As at December 31, 2021, the Company's financial instruments comprise cash, accounts payable and accrued liabilities, and loans payable. With the exception of cash, all financial instruments held by the Company are measured at amortized cost. The fair values of financial instruments measured at amortized cost approximate their carrying value due to their short-term maturities. Fair values of financial instruments measured at fair value are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

Financial instruments measured at fair value on the balance sheet are summarized in levels of fair value hierarchy as follows:

	Level 1	Level 2	Level 3
	$	$	$
Cash	5,970	-	-

The Company is exposed to certain risks to the carrying values of its financial instruments, including currency risk, credit risk, liquidity risk and interest rate risk.

Currency risk

Following the derecognition of accounts payable and accrued liabilities during the year-ended December 31, 2021, the Company has no material financial instruments denominated in currencies other than the Canadian dollar. As a result of this and the Company's current level of operating activities, it is not exposed to currency risk as at December 31, 2021.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company has a working capital deficiency as at December 31, 2021 and additional financing is required for the Company to settle its existing obligations and fund future obligations. As such, the Company is exposed to liquidity risk.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and equity prices. As the Company does not currently hold and does not expect to hold interest-bearing financial instruments other than cash or other financial instruments subject to fluctuations in equity prices, it currently does not have and is not expected to have future exposure to these market risks.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Outstanding Share Data

As at the date of this MD&A, the Company has 2,930,058 common shares outstanding with no options or warrants outstanding.

Critical Accounting Estimates and Judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

Those estimates and judgments considered most significant are as follows:

Going concern

The Company's financial statements have been prepared on the assumption that the Company will continue on a going concern basis. However, the Company has incurred negative operating cash flows since its incorporation and, as at December 31, 2021, the Company has a working capital and shareholders' deficiency of $743,671.

In recent years, the Company has relied on loans to fund the general and administrative expenses required for a publicly-traded entity. While the Company expects to receive additional loans to fund its operations for the next 12 months, there is no assurance that the Company will raise sufficient funding to meet its longer-term financial obligations and to pursue new commercial activities. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

Gains on derecognition of amounts payable and accrued liabilities

The Company recognizes gains on the derecognition of amounts payable and accrued liabilities for amounts that are significantly past due. The recognition of such gains requires judgment based on factors such as the age of such amounts, statutes of limitation for debt collection and the time elapsed since the most recent contact with creditors.

Taxation

Provisions for income and other taxes are based on management's interpretation of taxation laws, which may differ from the interpretation by taxation authorities. Such differences may result in eventual tax payments differing from amounts accrued. Reported amounts for deferred tax assets and liabilities are based on management's expectation for the timing and amounts of future taxable income or loss, as well as future taxation rates. Changes to these underlying estimates may result in changes to the carrying value, if any, of deferred income tax assets and liabilities.

Risks and Uncertainties

As at the date of the MD&A, the Company has a significant working capital deficiency. The Company has reduced operating costs significantly in recent years and it has reduced a substantial portion of its accounts payable, but it requires additional financing to settle remaining liabilities, to maintain operations as a publicly traded entity and ultimately to find new commercial activities. The Company currently relies on loans from certain shareholders or directors to pay its general and administrative expenses, but longer-term equity financing is required in the longer-term. Successful financing requires functional capital markets and attractive opportunities for new commercial activities being identified.