

PODA LIFESTYLE AND WELLNESS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR YEAR ENDED FEBRUARY 28, 2021.

(All amounts expressed in CAD dollars, unless otherwise stated)

BACKGROUND

The following management discussion and analysis ("MD&A") of the results of operations and financial condition should be read in conjunction with the audited financial statements of PODA Lifestyle and Wellness Ltd. (the "Company" or "the Company") for the year ended February 28, 2021, and accompanying notes thereto ("the Financial Statements"). The Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts are presented in Canadian dollars unless noted otherwise. The MD&A was prepared on March 29, 2021.

CAUTIONARY NOTE REGARDING FORWARDING LOOKING STATEMENTS

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future expansion, business goals, anticipated business developments and the timing thereof, regulatory compliance, sufficiency of working capital, business and financing plans, and other forward-looking statements including but not limited to information concerning intentions, plans and future actions of the Company.

In connection with the forward-looking information contained in this Management Discussion and Analysis, the Company has made assumptions about the Company's ability to acquire assets or businesses; and operate in the future without any regulation or law imposed which would prevent the Company from operating its business.

The forward-looking information in this MD&A reflects the current expectations, assumptions and/or beliefs of the Company based on information currently available to the Company. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward-looking statements as a result of various factors, including, but not limited to, the Company's ability to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

DESCRIPTION OF BUSINESS

PODA Lifestyle and Wellness Ltd. (the "Company" or "The Company") was incorporated in the Province of British Columbia on July 6, 2018, under the Business Corporations Act of British Columbia under the name Gamora Capital Corp. On March 11, 2021, the Company changed its name to PODA lifestyle and Wellness Ltd. The Company's head office is located at 666 Burrard St, Vancouver, BC V6C 2Z7.

The Company was formed for the primary purpose of completing a Public Listing ("Listing") on the Canadian Securities Exchange (the "Exchange"). The Company's primary business would be to identify, evaluate and acquire assets, properties or businesses for the Listing.

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SELECTED QUARTERLY INFORMATION FOR MOST RECENT COMPLETED QUARTERS

	February 28, 2021	February 29, 2020	November 30, 2020	November 30, 2019
	\$	\$	\$	\$
Total revenue	-	-	-	-
Net loss	(24,555)	(608)	-	-
Basic and diluted loss per share	(0.00)	(608.00)	-	-

	August 31, 2020	August 31, 2019	May 31, 2020	May 31, 2019
	\$	\$	\$	\$
Total revenue	-	-	-	-
Net loss	-	-	-	-
Basic and diluted loss per share	-	-	-	-

LIQUIDITY AND CAPITAL RESOURCES

The Company has not commenced earning revenue and has limited history. The Company is reliant on external financing to take advantage of growth opportunities and its ability to continue as a going concern is dependent on the Company's ability to identify and acquire profitable assets, properties and businesses.

At February 28, 2021, the Company had working capital of \$700,885, compared to a deficit of \$2,732 as at February 29, 2020.

The Company used cash of \$1,374 in operating activities and generated \$863,626 from financing activities during the year ended February 28, 2021. The Company did not generate any cash through operating, investing or financing activities during the year ended February 29, 2020.

Convertible Debenture

On December 9, 2020, the Company issued an unsecured convertible debenture for gross proceeds of \$187,500. The convertible debenture bears interest at 1%, matures in 36 months, and is payable on demand after maturity. At any time prior to the maturity date of the convertible debenture, the holder has the option to convert any portion of the outstanding principal amount and accrued interest amount at a conversion rate of one common share of the Company for \$0.025 of the principal amount plus accrued interest amount remaining due. The holders were issued an aggregate of 7,500,000 common share purchase warrants with an exercise price of \$0.10 for every common share issued expiring three years from date of issuance.

Using a risk adjusted discount rate of 18%, the present value of the liability component was determined to be \$118,086 and the remaining \$69,414 and was recognized as the equity portion of convertible debenture on the Statement of Financial Position. Upon recognition of the equity portion of convertible debenture, a deferred income tax liability of \$18,742 was recorded against equity, representing the difference between the tax and carrying values of the convertible debenture, thereby reducing the equity portion of the convertible debenture to \$50,672. During the year ended February

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28, 2021, the Company recorded accretion expense and interest expense of \$4,118 and \$416, respectively, in the Statement of Comprehensive Loss.

OUTSTANDING SHARE DATA

Common shares

The Company's authorized capital consists of an unlimited number of common shares without par value. As at February 28, 2021 there were 26,500,000 issued and outstanding common shares (2020-1).

On December 9, 2020, the Company issued 19,500,000 common shares for proceeds of \$487,500. Pursuant to the private placement, the Company has received \$477,500 and the remaining proceeds were outstanding. The holders were issued an aggregate of 19,500,000 common share purchase warrants with an exercise price of \$0.10 for every common share issued expiring three years from date of issuance.

On December 14, 2020, the Company issued 7,000,000 common shares for proceeds of \$350,000. Pursuant to the private placement, the Company has received \$200,000 and the remaining proceeds were outstanding. There were no share capital transactions during the year ended February 29, 2020 and the period ended February 28, 2019.

Warrants

During the year ended February 28, 2021, the Company issued an aggregate of 27,000,000 warrants pursuant to a unit private placement and convertible debenture issued on December 9, 2020. Each warrant is exercisable into one common share of the Company at \$0.10 per common share for a period of three years from the date of issuance.

There were no warrant transactions during the year ended February 29, 2020 and the period ended February 28, 2019. As at February 28, 2021, 27,000,000 warrants are outstanding with a weighted average exercise price of \$0.10 and a weighted average remaining contractual life of 2.78 years.

RESULTS OF OPERATIONS

Operating revenues for the year ended February 28, 2021, totaled \$nil.

Operating expenses for the year ended February 28, 2021, totaled \$24,555 and consisted of general and administrative expenses net of a deferred income tax recovery.

The Company's operations are in their infancy and no comparative or trend discussion is relevant.

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SELECTED ANNUAL INFORMATION FOR MOST RECENT COMPLETED YEARS

	February 28, 2021	February 29, 2020
	\$	\$
Total revenue	\$nil	\$nil
Net loss	(\$24,555)	(\$608)
Basic and diluted loss per share	(\$0.00)	(\$608.00)

Total assets of the company totaled \$863,626 as at February 28, 2021 and \$nil as at February 29, 2020.

RELATED PARTY TRANSACTIONS

There were no related party transactions noted.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company has prepared the accompanying audited annual financial statements using accounting policies consistent with IFRS. Significant accounting policies are described in Note 2 of the Company's annual financial statements.

FINANCIAL INSTRUMENTS

Financial instruments are described in Note 7 of the Financial Statements.

OFF-BALANCE SHEET TRANSACTIONS

The Company has not entered into any significant off-balance sheet arrangements or commitments.

SUBSEQUENT EVENTS

Private Placement

On March 10, 2021, the Company issued 150,000 special warrants for total gross proceeds of \$7,500.

Plan of Arrangement

On February 8, 2021, the Company and Poda Technologies Ltd. ("Poda") entered into a Plan of Arrangement Agreement (the "Arrangement" or the "Arrangement Agreement"). Completion of the Arrangement as set forth in the Arrangement Agreement was approved by the shareholders of Poda on March 19, 2021, and a final order granted by the Supreme Court of British Columbia on March 24, 2021 in accordance with Part 9 of the Business Corporations Act (British Columbia). As a result of the Arrangement, the Company issued 42,784 preferred shares to the former Poda Shareholders and Poda became a wholly owned subsidiary of the Company.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The information provided in this report is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management

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believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.