

# **ALSET CAPITAL INC.**

**FORM 51-102F1**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE THREE MONTH PERIOD ENDED DECEMBER 31, 2022 AND 2021**

## Introduction

This Management's Discussion and Analysis ("MD&A") of Alset Capital Inc. (formerly ProSmart Enterprises Inc) is the responsibility of management and covers the three month period ended December 31, 2022. The MD&A takes into account information available up to and including February 27, 2023 and should be read in conjunction with the unaudited condensed interim financial statements for the three months ended December 31, 2022 and the audited financial statements for the year ended September 30, 2022, which are available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

Throughout this document the terms *we, us, our, and the Company* refer to Alset Capital Inc. All financial information in this document is derived from the financial statements of the Company, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and is presented in Canadian dollars unless otherwise indicated.

Additional information related to the Company is available for view on SEDAR at [www.sedar.com](http://www.sedar.com).

This document contains forward-looking statements. Please refer to "Note Regarding Forward-Looking Statements." Forward-looking statements are necessarily based on estimates and assumptions that are inherently subject to known and unknown risks, uncertainties and other factors, many of which are beyond our ability to control, that may cause our actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Please refer to "Risk Factors" below.

## Description of Business

Alset Capital Inc. the "**Company**" was incorporated under the laws of the State of Nevada on October 29, 1999. On January 27, 2009, the Company was continued from the State of Nevada to the Province of British Columbia under the *Business Corporations Act* (British Columbia). The Company's record office is #1500 - 1055 West Georgia Street Vancouver, BC.

## Performance Summary

During the period ended and subsequent to December 31, 2022, the Company:

- The Company announced approved amendments to the Company's 10% "rolling" share option plan. The amendments were made to reflect recent amendments to TSX Venture Exchange policy 4.4 governing security based compensation. The Option plan, as amended was approved by the Company's shareholders at the annual general meeting held on December 13, 2022. The Option plan will allow the board of directors to grant up to 10% of the outstanding common shares of the Company from time to time. This plan is intended to enable the Company to attract and retain qualified personnel in a competitive marketplace and to encourage equity participation among persons who are directors, officers, employees and consultants of the Company, or its affiliates or who are providing services to the Company or its affiliates.
- The Company announced the appointment of Mr. Morgan Good as a member of its Board of Directors and as a Chief Executive Officer of the Company. Mr. Good is a Venture Capitalist with nearly 20 years of experience as a capital markets professional focusing in areas of finance, M&A, corporate restructuring & development, as well as marketing. Mr. Good has served on various boards across several sectors and currently acts as President, CEO and director of Carlyle Commodities Corp. The Company's former CEO, Mr. Zelong (Roger) He has resigned from his position as CEO of the Company and will continue to serve as a director of the Company. The Company's Board of Directors would like to thank Mr. He for his commitment and for his contributions as CEO of the Company.

## COVID-19 Update

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

## Summary of Quarterly Results

The following table summarizes the last 8 quarters of the Company.

	December 31, 2022 (Unaudited)	September 30, 2022 (audited)	June 30, 2022 (Unaudited)	March 31, 2022 (Unaudited)
Total Assets	\$ 419,900	\$ 442,031	\$ 443,560	\$ 444,175
Shareholders' equity	(275,798)	(247,527)	(180,225)	(158,915)
Comprehensive income (loss)	(28,271)	221,587	(21,310)	(25,111)
Basic and diluted loss per share	0.00	(0.01)	(0.00)	(0.00)
	December 31, 2021 (Unaudited)	September 30, 2021 (audited)	June 30, 2021 (Unaudited)	March 31, 2021 (Unaudited)
Total Assets	\$ 469,625	\$ 14,430	\$ 20,963	\$ 14,470
Shareholders' equity	(133,804)	(2,097,283)	(2,031,593)	(2,704,014)
Comprehensive income (loss)	(324,148)	(65,690)	637,652	(81,291)
Basic and diluted loss per share	(0.02)	(0.02)	0.19	(0.03)

The Company incurred minimal expenses due to a low level of activity over the course of the financial year as it does not currently have any significant assets.

## Results of operations for the three months ended December 31, 2022 as compared to December 31, 2021

During the three months ended December 31, 2022, the Company incurred a net loss of \$28,271 as compared to a loss of \$324,148 for the period ended December 31, 2021.

Other significant income statement items are as follows:

- Transfer agent and filing fee expenses were \$4,987 (2021 - \$14,177). The fee is related to transfer agent, regulatory, and filing fees in the current year.
- Management and consulting costs were \$4,500 (2021 - \$10,500). The company incurred management fees during the current year.
- Professional fees were \$2,046 (2021 - \$13,152). The fee is related to legal fees and accounting fees during the current year.
- Investor Relations expense were \$15,000 (2021 - \$nil). The fee is related to market promotions during the current year.

## Liquidity

As at December 31, 2022, the Company had a cash balance of \$395,309 (September 30, 2022 - \$419,520) and a working capital deficit of \$275,798 (September 30, 2022 - \$247,527), which consisted of current assets

of \$419,900 (September 30, 2022 - \$442,031) and current liabilities of \$695,698 (September 30, 2022 - \$689,558).

Operating Activities: During the period ended December 31, 2022, the Company had outflow of \$24,211 in operating activities compared to outflow of \$170,199 for the period ended December 31, 2021.

Financing Activities: During the period ended December 31, 2022, the Company had inflow of \$nil in financing activities compared to inflow of \$621,381 for the period ended December 31, 2021. The Company received \$750,003 in private placement funds, less \$51,265 in share issuance costs and \$77,357 in loan repayments in the comparative period.

Management intends to meet its liabilities by actively pursuing investors.

### **Related Party Transactions**

Key management personnel consist of the officers of the Company and the Company's Board of Directors.

During the three month period ended December 31, 2022, the Company paid or accrued management fees of \$4,500 (2021 - \$10,500) to a company that employs the CFO of the Company.

As at December 31, 2022, \$26,250 (September 30, 2022 - \$21,525) is due to related parties and former related parties and included in accounts payable and accrued liabilities.

As at December 31, 2022, \$169,860 (September 30, 2022 - \$169,860) is due to a company that employs the CFO of the Company.

### **Outstanding Share Data**

As at the date of this report the Company had 26,311,851 common shares issued and outstanding.

As at February 27, 2023, the Company had no incentive stock option outstanding.

As at February 27, 2023, the Company had no share purchase warrants outstanding.

### **Off-Balance Sheet Arrangements**

At December 31, 2022, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

### **Capital Resources**

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns and/or benefits for shareholders.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the administration of its corporate affairs and to provide funds for the development of its business. 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 and consultants to sustain future development of the business.

The Company has no revenue generating operations and as such is dependent upon external financings to fund activities. In order to develop its business and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as required.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the size of the Company.

There were no changes in the Company's approach to capital management during the period ended December 31, 2022. The Company is not subject to externally imposed capital requirements.

### **Financial Instruments**

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, due to related parties and short-term loans. The fair value of the Company's receivables, accounts payable and accrued liabilities, short-term loans and due to related parties approximate carrying value, which is the amount recorded on the statements of financial position, due to their short terms to maturity. The Company's other financial instrument, being cash under the fair value hierarchy, is recorded at fair value based on level one quoted prices in active markets for identical assets or liabilities.

### **Risk Factors**

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

#### **Credit risk**

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

#### **Liquidity risk**

The Company's approach to managing liquidity risk is to try and have sufficient liquidity to meet liabilities when due. As at December 31, 2022, the Company had a cash balance of \$395,309 (September 30, 2022 - \$419,520) to settle current liabilities of \$695,698 (September 30, 2022 - \$689,558). All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

#### **Market risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

##### **a) Interest rate risk**

The Company's financial assets exposed to interest rate risk consist of cash balances. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at December 31, 2022, the Company did not have any investments in investment-grade short-term deposit certificates.

**b) Price risk**

The Company is exposed to price risk with respect to equity prices. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

**Significant Accounting Judgements, Estimates and Assumptions**

The preparation of financial statements requires management to make estimates about, and apply assumptions or judgment to, future events and other matters that affect the reported amounts of the Company's assets, liabilities, revenues, expenses and related disclosures. Assumptions, estimates and judgments are based on historical experience, expectations, current trends and other factors that management believes to be relevant at the time at which the Company's consolidated financial statements are prepared. The Company's significant accounting judgements, estimates and assumptions are disclosed in Note 3 of the audited financial statements for the year ended September 30, 2022.

**Risks and Uncertainties**

The following are major risk factors management has identified which relate to the Company's business activities. Such risk factors could materially affect the Company's future financial results and could cause events to differ materially from those described in forward-looking statements relating to the Company. Though the following are major risk factors identified by management, they do not comprise a definitive list of all risk factors related to the Company's business and operations. Other specific risk factors are discussed elsewhere in this MD&A.

*Capitalization and Commercial Viability*

The Company will require additional funds to continue operations. The Company has limited financial resources, and there is no assurance that additional funding will be available to the Company to carry out the completion of all proposed activities. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the curtailment of operations, liquidation of assets, seeking of additional capital on less favourable terms and/or other remedial measures.

*History of Operating Losses*

The Company has an accumulated deficit since its incorporation through December 31, 2022 of \$25,496,450. The deficit may increase in the near term as the Company continues its product development and establishes sales channels for its new products.

*General Economic Conditions*

The Company currently operates in Canada, like all global businesses, it has been subject to the impact of the current global credit and financial crisis on consumers in its areas of operations and the discretionary spending available to them. General economic conditions have resulted in reduced consumer and government spending and have impacted the Company's profitability. Should these conditions continue to prevail, there will be further pressure on the Company's profitability.

*Future Financings*

The Company's continued operation will be dependent in part upon its ability procure additional financing. To date, the Company has done so through a combination of: (i) equity financing; and (ii) cash payments received as property option payments from third parties. The current state of global equity markets has had a direct effect on the ability of exploration companies, including the Company, to finance project acquisition and development through the equity markets. There can be no assurance that forms of financing can be obtained at a future date. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in some or all of the properties or joint ventures, or reduce or terminate some or all of the operations.

*Price Volatility of Publicly Traded Securities*

During recent months, global securities markets 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 that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur.

*Legislative, Insurance, Compliance Costs, Regulatory Action and Environment*

To comply with various increasing and complex regulatory reporting and standards involves significant cost. Changes to securities regulatory standards, account policy, and compliance reporting could place an additional expense burden on the Company. Insurers may increase premiums as the Company's business continue to grow so future premiums for the Company's insurance policies, including directors' and officers' insurance policies, could be subject to increase.

**Information regarding forward looking statements**

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains certain forward-looking statements. Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate" and "believe", are intended to identify forward-looking statements. Such statements reflect the Company's "forecast", "estimate", "expectation" and similar expressions as they relate to the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions.

The forward-looking statements contained in this MD&A are made as of the date hereof and represent the Company's views as of the date of this document. While the Company believes that the expectations reflected in the forward-looking statements and information contained herein are reasonable, no assurance can be given that these expectations, or the assumptions underlying these expectations, will prove to be correct. The Company acknowledges that subsequent events and developments may cause the views expressed herein to change, however, the Company has no intention and undertakes no obligation to update, revise or correct such forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities law. Therefore, there can be no assurance that forward-looking statements contained herein will prove to be accurate as actual results and future events could differ materially from those expected or estimated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.