

## **Management's Discussion and Analysis of Financial For the Six Months Ended February 29, 2020**

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### **Avalon Works Corp.**

The following management discussion and analysis ("MD&A") of the financial results is dated May 20, 2020 and reviews the operations of Avalon Works Corp. (the "Company") for the period of six months ended February 29, 2020 and should be read in conjunction with the Company's interim financial statements (including notes) for the period of six months ended February 29, 2020 as well as the annual MD&A and audited annual financial statements for the year ended August 31, 2019.

### **Forward Looking Information**

Certain statements made in the MD&A, including, without limitation, statements relating to the Company's expectations concerning future revenues and earnings, market conditions and the sufficiency of capital and liquidity, constitute forward looking statements. Avalon Works Corp. believes these statements to be true based on its knowledge as of May 20, 2020. These forward-looking statements are subject to risks and uncertainties, many of which are beyond the Company control, which may cause future results to differ materially from those expected (see "Risks and Uncertainties"). The Company does not undertake or accept any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in the Company's expectations, except as prescribed by applicable securities laws.

### **Description of the Company**

Avalon Works Corp. is incorporated under the Canada Business Corporations Act and is domiciled in Canada. The head office and principal address is located at 237 Argyle Avenue, Ottawa, Ontario, K2P 1B8.

The Company has ceased active operations. The Company's ability to continue as a going concern is in substantial doubt and dependent on its ability to achieve profitable operations in the future from new business ventures, on its ability to obtain additional capital and on the continued support of its shareholders and/or any lenders. The outcome of these matters cannot be predicted at this time. Any possible business or asset purchase transactions may be subject to required regulatory, legal, securities, board and shareholder approvals, the completion of which is uncertain.

## Basis of presentation

The annual audited financial statements referred to above, including comparatives, the interim financial statement and the financial data presented in the MD&A are in Canadian dollars which is also the Company's functional currency.

## Results of Operations

The Company has not generated any income for the six months ending February 29, 2020. Management does not expect any revenues until later in 2020 while working to be listed again at which time further financing can be completed to support future business endeavours.

For the six months ended February 29, 2020 the only expenses of the Company were accounting fees, Issuer expenses and Business development expenses as the Company got its filing documents up to date to have its share relisted. There were no additional expenses as the company was inactive.

### Selected Results of Operations Data

	February 29, 2020 (Unaudited)	February 28, 2019 (Unaudited)
Revenus	- \$	- \$
Expenses	32 332 \$	86 522 \$
Net Loss	32 332 \$	86 522 \$

### Issued and Outstanding Share Data

	February 29, 2020 (Unaudited)		August 31, 2019 (audited)	
	Number	Amount	Number	Amount
Balance, beginning of the year	429 742 200	206 000 \$	19 742 200	1 000 \$
News shares issued	-	- \$	410 000 000	205 000 \$
Balance end of period	429 742 200	206 000 \$	429 742 200	206 000 \$

The Company has 429,742,200 outstanding common shares as at May 20, 2020. During the previous year, the Company issued 410,000,000 common shares at a price of \$0.0005 per share for a total amount of \$205,000.

### **Liquidity and capital resources**

As at February 29, 2020, the Company has \$15,156 of current assets.

As at February 29, 2020, the Company has a working capital deficit of 196,286\$. In addition, the accounts payable includes unrelated payables in the amount of 64,542\$ and payables to related party in the amount of 146,900\$ for the management fees to the directors of the company.

The Company intends to settle a part of these liabilities (211,442\$) with the issue of shares at the market value after completing the listing transaction. In the event that the Company is unable to convert any of these liabilities, it will settle the accounts in cash.

While the Company is not currently engaged in any activities, the Company is in the process of entering into a qualifying transaction to have future operations. The Company obtain a full revocation order from the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission on September 24, 2019.

The Company's ability to continue as a going concern is dependent upon its ability to close a qualifying transaction and raise additional financing to have future operations.

These factors indicate the existence of a material uncertainty regarding the ability of the Company to continue as a going concern.

### **Financial Instruments**

As at February 29, 2020, the Company's financial instruments include cash, other receivables, and accounts payable and accrued liabilities. The carrying values of cash, accounts payable and accrued liabilities approximate their fair value due to their relatively short periods to maturity.

### **Off-balance sheet arrangements**

The Company does not have any special purpose entities, nor is it a party to any transactions or arrangements that would be excluded from the statement of financial position.

### Related party transactions

For the six months ended February 29, 2020, the Company did not have any transactions with related parties.

The total amount owed to FX Capital Ltd for the management fees of the years 2016 to 2018 is presented below:

#### Amount due to related parties

	2020	2019
	<hr/>	<hr/>
	\$	\$
<b>Amount due to related parties:</b>		
Accounts payable to a company related to the director of the Company	146,900	146,900
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### Critical Accounting estimates

There have been no changes to the Company's significant accounting judgements and estimates in the three months ended February 29, 2020. The Company's significant accounting judgements and estimates are described in note 4 to the annual audited financial statements for the year ended August 31st, 2019.

### Changes in accounting policies

There have been no changes to the Company's accounting policies in the period of six months ended February 29, 2020. The Company's significant accounting policies are described in note 5 to the annual audited financial statements for the year ended August 31st, 2019.

### Risk and uncertainties

The Company is exposed to a number of risks in the normal course of its business that have the potential to affect its operating performance. The Company's risk exposures and the impact of the Company's financial instruments are summarized below:

#### *Liquidity risk*

The Company's accounts payable and accrued liabilities have an expected maturity of less than one year resulting in their current classification on the statement of financial position. The Company currently has \$10,910 of current assets and is unable to discharge its liabilities until financing is obtained.

***On-going concern***

To date, the Company has not achieved a sustainable stream of revenue. There can be no assurance that significant additional losses will not occur in the near future, or that the Company will be profitable in the future.

The Company expects to continue to incur losses until such time a sustainable revenue source can be developed. There can be no assurance that the Company will generate any revenues or achieve profitability.

***Additional Financing***

As there is no revenue generated from operations, the Company relies on the equity and debt financing to pursue business opportunities. Failure to obtain such financing could result in delay or the ability to complete proposed business opportunities.

**Other MD&A Requirements**

Additional information related to the Company is filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).