



STRATEGEM

CAPITAL

Strength Through Strategy

STRATEGEM CAPITAL CORPORATION

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2022

Suite 210 - 240 11 Ave. SW, Calgary, Alberta, T2R 0C3

TSX-v: SGE

STRATEGEM CAPITAL CORPORATION

Management Discussion and Analysis

For the three months ended March 31, 2022

(Expressed in thousands of Canadian dollars, unless otherwise noted)



INTRODUCTION

The following is Management's Discussion and Analysis ("MD&A") of the financial results of operations of Strategem Capital Corporation ("Strategem" or the "Company") for the three months ended March 31, 2022, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including International Accounting Standard ("IAS") 34, Interim Financial Reporting. This discussion should be read in conjunction with the financial statements and the notes thereto for the same period as noted above (collectively, the "Financial Statements"). Additional Company information, including the Company's most recent Financial Statements, can be accessed through the System for Electronic Document Analysis and Retrieval ("SEDAR") website at www.sedar.com and the Company's website at www.strategemcapital.com.

All financial measures are expressed in thousands of Canadian dollars unless otherwise indicated.

This information is current as of May 26, 2022.

CAUTIONARY STATEMENTS

Certain information regarding the Company as set forth in the MD&A, including management's assessment of the Company's future plans and operations, contain forward-looking statements that involve substantial known and unknown risks and uncertainties. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuation, imprecision of reserve estimates, environmental risks, taxation policies, competition from other producers, the lack of qualified personnel or management, stock market volatility and the ability to access sufficient capital from external or internal sources. The actual results, performance or achievement could materially differ from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them does, what benefits the Company will derive there from.

Forward-looking statements included or incorporated by reference in this document include statements with respect to:

- The amount of the changes to net income and investments as a result of changes in prevailing interest rates, economic and market conditions and company specific news;
- Conversion of 220 Class B shares into Class A common shares;
- The Company's earnings and loss fluctuation and the ability to identify and acquire investments that will appreciate in value; and
- The Company's adequate working capital to fund its expected operating costs through 2022.

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DESCRIPTION OF THE BUSINESS

Strategem is a publicly - listed company with an objective for continued growth through investments in resource exploration and development, mining, and energy production and agricultural protein products. The Company's Class A shares trade under the symbol "SGE" on the TSX Venture Exchange (the "TSX-V" or the "Exchange").

The Company is classified as a "venture issuer" for the purpose of National Instrument 51-102. Unless otherwise cited, references to dollar amounts are expressed in Canadian dollars. Throughout this report we refer from time to time to "Strategem", the "Company", "we", "us", "our", or "its". All these terms are used in respect of Strategem Capital Corporation, which is the reporting issuer in this document.

QUARTERLY HIGHLIGHTS

During the three months ended March 31, 2022, the Company invested in short term securities and has recognized an unrealized loss of \$5,672. The Company continues to look for investments with the potential for growth and where it could be actively involved in management or have a position of control.

SELECTED FINANCIAL INFORMATION

The following financial information is derived from the Company's financial statements for the three months ended March 31, 2022 and March 31, 2021 which have been prepared in accordance with IFRS.

(expressed in \$ thousands, except per share amounts)	Three months ended	
	March 31	
	2022	2021
Total Revenues	(5,394)	7,748
Net income (loss) for the period	(4,112)	7,401
Earnings (loss) per share – basic and diluted ⁽¹⁾	(0.44)	1.74
Total assets	26,442	17,100
Current Liabilities	45	350
Non-Current Liabilities	1,197	-
Working capital	26,397	16,750

⁽¹⁾ For the prior year comparative periods, there were no outstanding warrants. Fully diluted weighted average common shares outstanding, used in the calculation of fully dilutive earnings per share, are not reflective of the outstanding warrants as their exercise would be anti-dilutive in the earnings per share calculation.

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SUMMARY OF QUARTERLY RESULTS

(expressed in \$ thousands, except per share amounts)	2022 Q1	2021 Q4	2021 Q3	2021 Q2	2021 Q1	2020 Q4	2020 Q3	2020 Q2
Interest, dividends and other income	170	137	95	87	28	11	10	35
Gain on sale of investments	108	147	14	355	5	8	-	-
Unrealized gain (loss) on investments, net	(5,672)	4,799	406	(1,802)	7,715	(138)	33	23
Total revenues	(5,394)	5,083	515	(1,360)	7,748	(119)	43	58
Total expenses	242	574	392	147	344	1,578	55	54
Foreign exchange gain (loss)	(4)	(1)	8	4	(3)	(59)	(16)	(30)
Income (loss) for the period	(4,112)	1,783	602	(1,503)	7,401	(1,753)	(28)	(27)
Earnings (loss) per share – basic and diluted ⁽¹⁾	(0.44)	0.19	0.06	(0.22)	1.74	(0.39)	(0.01)	(0.01)
Total assets	26,442	33,118	28,198	27,367	17,100	9,434	11,321	11,349
Working capital	26,397	32,182	27,675	27,073	16,750	9,349	11,281	11,308

⁽¹⁾ For the comparative periods prior to Q2 2021, there were no outstanding warrants. Subsequent to Q2 2021, fully diluted weighted average common shares outstanding, used in the calculation of fully dilutive earnings per share, are not reflective of the outstanding warrants as their exercise would be anti-dilutive in the earnings per share calculation.

DISCUSSION OF OPERATIONS AND FINANCIAL CONDITION

The Company's earnings and losses are expected to fluctuate significantly and will depend on its ability to identify and acquire investments that will appreciate in value (see "Description of the Business", above), and the exchange rate fluctuations.

Three months ended March 31, 2022 compared to Three months ended March 31, 2021

During the three months ended March 31, 2022, the Company recorded total revenue of negative \$5,394, consisting of interest, dividends and other income of \$170, gain on sale of investments of \$108 and unrealized loss on investment of \$5,672.

During the three months ended March 31, 2021, the Company recorded total revenue of \$7,748, consisting of interest, dividends and other income of \$28, gain on sale of investments of \$5 and unrealized gain on investment of \$7,715.

For the three months ended March 31, 2022, expenses were \$242 compared to \$344 for the three months ended March 31, 2021. The decrease is due to recognition of management fees payable in the prior year comparable period. The variances in other administrative expenses over the periods was not material.

The net loss for the three months ended March 31, 2022 was \$4,112 or loss per share of \$0.44, compared to net income of \$7,401 or income per share of \$1.74 for the three months ended March 31, 2021.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2022, the Company had total assets of \$26,442 and working capital of \$26,397 as compared with total assets of \$33,118 and working capital of \$32,182 at December 31, 2021. The Company's cash position (cash and cash equivalents) at March 31, 2022 was \$3,038 compared to \$2,122 as at December 31, 2021.

The Company has adequate working capital to fund its expected operating costs through 2022.

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FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

In the normal course of business, the Company's activities expose it to a variety of financial risks that may affect its operating performance. These risks are credit risk and market risk (including interest rate risk, currency risk and other price risk). The level of risk to which the Company is exposed depends on the type of investments the Company holds. The value of investments can fluctuate daily as a result of changes in prevailing interest rates, economic and market conditions and company specific news.

This MD&A does not include all financial risk management information and disclosures required in the annual financial statements. These statements should be read in conjunction with the annual financial statements as at December 31, 2021. There have been no changes in the risk management or any risk management policies since year end.

SIGNIFICANT ACCOUNTING POLICES

Significant accounting policies are detailed in the Company's financial statements for the year ended December 31, 2021.

SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The use of significant accounting judgements and estimates are detailed in the Company's financial statements for the year ended December 31, 2021.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Changes in Internal Control Over Financial Reporting ("ICFR")

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

DISCLOSURE CONTROLS AND PROCEDURES

The Company's certifying officers are responsible for establishing and maintaining the Company's disclosure controls and procedures. Management, including the certifying officers, have evaluated the procedures of the Company and have concluded that they provide reasonable assurance that material information is gathered and reported to senior management in a manner appropriate to ensure that material information required to be disclosed in reports filed or submitted by the Company is recorded, processed, summarized and reported within the appropriate time periods.

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DISCLOSURE OF OUTSTANDING SHARE DATA

As at March 31, 2022, the Company had 9,378,748 Class A common shares and 220 Class B common shares issued and outstanding. Each Class B common share can be exchanged for one Class A common share. Upon exchange, the Class B voting common shares will be cancelled by the Company.

As at May 26, 2022

Authorized	Unlimited
Issued and outstanding shares	9,376,748
Warrants	5,191,229
Fully diluted	14,567,977

ADDITIONAL INFORMATION

Additional information is available on SEDAR at www.sedar.com.