(Formerly EastCoal Inc.)

MANAGEMENT DISCUSSION AND ANALYSIS

For the Three and Nine Months Ended September 30, 2021

This Management Discussion and Analysis ("MD&A") of CoTec Holdings Corp. (the "Company" or "CoTec", formerly EastCoal Inc.) provides analysis of the Company's financial results for the three and nine months ended September 30, 2021 and should be read in conjunction with the accompanying unaudited interim condensed consolidated financial statements and notes thereto for the three and nine months ended September 30, 2021 ("Financial Statements") which is available on SEDAR at www.sedar.com*. The MD&A is current as at November 29, 2021, the date of preparation.*

The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements. All amounts are expressed in Canadian dollars, unless otherwise stated.

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements.

1 Business Overview

CoTec is publicly traded on the NEX board, as administered by the TSX-V.

On August 12, 2021 the Company announced a non-brokered private placement (the **"Private Placement"**) of 4,040,404 units (the **"Units"**) at a price of $0.12375 per Unit, for gross proceeds of $500,000. Each Unit comprised one common share (a **"Share"**) in the share capital of the Company and one share purchase warrant (a **"Warrant"**). Each Warrant entitles the holder to acquire one additional Share at a price of $0.165 for a period of twelve months from the closing date. The Company allocated the gross proceeds of the Private placement to general working capital. The Company closed the Private Placement on September 7, 2021.

On August 12, 2021 the Company also announced a change in its business focus and the appointment of Julian Treger as director. The Company now focuses on investment in disruptive and scalable technology in the mineral extraction industry and in parallel acquiring assets to which the technology could be applied.

On August 25, 2021 the Company announced the changing of its name from EastCoal Inc. to Cotec Holdings Corp. and on September 20, 2021 it announced Julian Treger as CEO designate and the appointment of Lucio Genovese as Chairman of its Board of Directors.

At the Company's Annual General and Special Shareholders' Meeting held on September 20, 2021 the dis-interested shareholders of the Company approved Kings Chapel International Limited, a Company related to Julian Treger, as a possible new control person of the Company.

On October 27, 2021, The Company announced the appointment of Tom Albanese as non-executive director.

2 Results of Operations

	For the three months ended		For the nine months ended	
In thousands of Canadian dollars unless otherwise noted	Sept 30, 2021	Sept 30, 2020	Sept 30, 2021	Sept 30, 2020
Expenses				
Professional consulting fees	(132)	-	(144)	(28)
General and administrative expenses	(195)	(9)	(203)	(58)
Stock-based compensation	(20)	-	(20)	-
Finance and Foreign Exchange	(1)		(2)	(17)
Loss for the period	$ (348)	$ (9)	$ (369)	$ (103)

Professional consulting fees were significantly higher during the period due to:

- circa $50k fees related to the de-registration of the Company's Cypress based subsidiary, Gramsico Holdings Limited ("Gramsico"). Gramsico is expected to be de-registered around year-end 2021 and no further material costs are expected;
- legal fees related to the change of the Company's name;
- legal fees in relation to the change in the Company's focus, appointments to the Board and the Annual General and Special Shareholders' Meeting; and
- circa $31k in website and marketing development fees.

General and administrative expenses include $170k fees payable to the CEO Designate. The fee is payable on 31 March 2022, subject to the Company successfully transitioning to the TSX-V prior to March 31, 2022 and the CEO designate remaining engaged with the Company throughout this period. General and administrative expenses further include salary expense for a newly appointed part-time employee of the Company.

During the comparative nine-month period the Company entered into a debt for equity settlement on secured directors' loans, hence no interest was incurred during the current three or nine-month periods.

3 Selected Annual Information

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying dividends on its common shares.

Fiscal Year / $000's except per share amounts	2021	2020	2019
Loss from operations	$ (369)	$ (103)	$ (90)
Basic and diluted (loss) per share	$ (0.02)	$ (0.01)	$ (0.01)
Comprehensive loss	$ (369)	$ (103)	$ (90)
Total assets	$ 505	$ 10	$ 15
Total non-current liabilities	$ -	$ -	$ -
Cash dividends per share, common	N/A	N/A	N/A

4 Summary of Quarterly Results

Selected financial information for each of the eight most recently completed quarters are as follows:

$000's except per share	2021			2020				2019
Amounts	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
Comprehensive (loss)	(348)	(16)	(4)	(0)	(9)	(10)	(84)	(28)
Basic and diluted (loss) per share	($0.02)	($0.00)	($0.00)	($0.00)	($0.00)	($0.00)	($0.01)	($0.00)

5 Liquidity and Capital Resources

The Company has experienced recurring losses and has accumulated a deficit of $101,042k at September 30, 2021. For the nine-month period ended September 30, 2021 the Company used cash in operating activities totalling $31k. The Company had cash of $472k and a working capital of $92k at September 30, 2021. Working capital is defined as current assets less current liabilities and provides a measure of the Company's ability to settle liabilities that are due within one year with assets that are also expected to be converted into cash within one year. Included in Trade and other payables is $80k owed to directors as a result of expenses paid on behalf of the Company, and a further circa $66k payables that the Company anticipates to be paid by these directors on behalf of the Company. Both these amounts will be converted into equity during the next fund raise by CoTec.

The Company's continued operation is dependent upon its ability to raise additional funding. Although the directors believe that the Company should be able to secure future fundraising as required, there are no assurances that the Company will be successful in achieving this goal. As a result, there are material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business. The consolidated financial statements have been prepared on a going concern basis, which assumes the Company will realize on its assets and discharge its liabilities in the normal course of operations, and do not include adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

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, however the impact to date has been limited.

6 Transactions with Related Parties

As at September 30, 2021, a total of $79,704 was payable to a director and an officer for expenses paid on behalf of the Company which is included in trade and other payables. In addition, $18,376 was payable to an officer for expenses paid on behalf of the Company which is also included in trade and other payables. It was agreed that the $79,704 loan will be repaid through any subsequent equity raise and will be settled through the issuance of shares. No agreed terms were stipulated for the $18,376 loan which will be repaid in due course.

On August 11, 2021, equity incentive units (the "Units") were granted to a Director of the Company. Each Unit is equivalent in value to one common share of the Company, and will vest on the earlier of i) August 30, 2024, provided that the 30-day volume weighted average trading price ("VWAP") of the common shares as of that date on the principal stock exchange on which they are then traded is at least $0.50 per share (adjusted as required to give effect to any stock splits, consolidations or other reorganizations of the common shares after the date hereof), and ii) the date on which the Company completes a Change of Control (the "Vesting Date"), provided in either case that the Director becomes engaged with the Company as Executive Chair or CEO and remain so engaged as of the Vesting Date. If the Units vest in accordance with the aforementioned, then no later than 10 days after the Vesting Date, the Company will deliver in respect of every Unit, at its discretion, either i) one Common Share or ii) a cash payment equal to the VWAP of the common shares on the primary stock exchange for the five trading days immediately preceding the Vesting Date. Given the current cash position of the Company, it is more likely at this stage that these Units will be settled with common shares and as such have been recorded as Equity-settled Share-Based Compensation. As of September 30, 2021, $17,061 was recorded as share-based compensation expense for the vesting of these Units.

On September 24, 2021, 1,152,916 stock options were granted to a Director of the Company. The options are exercisable for a period of 10 years at a price of $0.30 per common share, with 1/3 of the options vesting every 12 months. The fair value of the options was calculated using the Black-Scholes option pricing model based on a risk-free annual interest rate of 1.51%, an expected life of 10 years, an expected volatility of approximately 66% based on historical volatility, and a dividend yield of nil. Furthermore, if at any time during the period from the day the Company is listed on the TSX-V until March 31, 2023, the Company issues additional common shares (or securities convertible into, or exchangeable for, common shares) pursuant to any financing transactions or as consideration for the acquisition of any assets or businesses, the Company will further grant to this Director on each closing date of such transactions, additional options to purchase common shares equal to 5% of the number of common shares issued or issuable pursuant to such financing transaction or acquisition (subject to the Company having a sufficient number of options remaining in its unallocated option pool to issue such additional options).

For the three and nine months ended September 30, 2021, stock-based compensation expense relating to the vesting of stock options, was $2,523.

As at September 30, 2021, 1,152,916 stock options were outstanding, with nil options vested.

The Company has entered into an agreement with the CEO-designate to award a cash bonus of $200,000 subject to the Company being listed on the TSX-V prior to March 31, 2022. The Company has accrued $170k related to the aforementioned bonus on the estimated probability of the required event occurring as at September 30, 2021. In addition, equity incentive units in the amount of 7% of the new common shares issued for the private placement in connection with the transition to the TSX-V prior to March 31, 2022, will be granted to the CEO-designate on the date the Company is listed on the TSX-V. These units will be treated as a share issuance cost, will vest on September 20, 2024, and will be paid in cash. Furthermore, if at any time during the period from the day the Company is listed on the TSX-V until March 31, 2023, the Company issues additional common shares (or securities convertible into, or exchangeable for, common shares) pursuant to any financing transactions or as consideration for the acquisition of any assets or businesses, the Company will further grant to the CEO-designate on each closing date of such transactions, additional Units equal to 7% of common shares issued or issuable pursuant to such financing transaction or acquisition.

7 Subsequent events

On October 27, 2021 the Company announced that Mr. Tom Albanese joined the Board of Directors as a non-Executive Director. Mr. Albanese previously served as Chief Executive Officer of Rio Tinto plc from 2007 to 2013 and as Chief Executive Officer and Director of Vedanta Resources plc and Vedanta Limited from 2014 to 2017. He currently serves as Lead Independent Director of Nevada Copper Corp and as non-executive director of Franco-Nevada Corporation and previously served on the Board of Directors of Ivanhoe Mines Limited, Palabora Mining Company and Turquoise Hill Resources Limited. He holds a Master of Science degree in Mining Engineering and a Bachelor of Science degree in Mineral Economics both from the University of Alaska Fairbanks.

On October 22, 2021, the Company granted 288,229 stock options to a director of the Company. The options are exercisable for a period of 10 years at a price of $0.45 per common share, with 1/3 of the options vesting every 12 months, over a 3-year period.

8 Significant Accounting Policies and Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. The Company’s accounting policies are described in Note 3 to the December 31, 2020 audited consolidated financial statements.

9 Forward Looking Statements

This MD&A contains certain forward-looking statements. These statements relate to future events or future performance and reflect management's expectations and assumptions regarding the growth, results of operations, performance, prospects and opportunities of the Company. When used in this MD&A, such statements use words such as "may", "would", "could", "will", "expect", "believe", "plan", "anticipate", "forecast", "estimate", "predict", "potential", "budget", or the negative of these terms or other similar expressions concerning matters that are not historical fact. These statements reflect management's expectations as of the date of such forward-looking statement regarding the Company's financial performance and should not be read as guarantees of future performance or results. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results or performance of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements., including, but not limited to, certain documents incorporated by reference herein. Although the Company has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that actual events, performance or results will be consistent with these forward-looking statements and accordingly readers should not place undue reliance on forward-looking statements. The Company assumes no obligation to update or revise forward-looking statements to reflect new events or circumstances, except as required by law.

10 Outstanding Share data as at November 29, 2021:

a) Authorized and issued Share Capital:

Class	Par Value	Authorized	Issued Number
Common	No par value	Unlimited	23,058,319

b) Summary of Options Outstanding:

Date of Issue	Expiry Date	Exercise Price	Number of Options
Sept 27, 2021	Sept 27, 2031	$0.30	1,152,916
October 22, 2021	October 22, 2031	$0.45	288,229

c) Summary of Warrants Outstanding:

The Company issued 4,0404,404 Warrants pursuant to the Private Placement on September 7, 2021 ("**Closing Date**"). Each Warrant entitles the holder to acquire one Share at a price of $0.165 for a period of twelve months from the Closing Date.

11 Internal Control and Disclosure Controls Over Financial Reporting:

On November 23, 2007, the British Columbia Securities Commission exempted Venture Issuers, such as the Company, from certifying disclosure controls and procedures, as well as internal controls over financial reporting as of December 31, 2007 and thereafter. The Company is now required to file basic certificates. The Company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under National Instrument 52-109 as at September 30, 2020.

12 Other Information:

For additional disclosures concerning the Company's general and administrative expenses please refer to the audited consolidated annual financial statements for the year ended December 31, 2020, which are available on SEDAR at www.sedar.com.