



**SULLIDEN**  
MINING CAPITAL

**MANAGEMENT'S DISCUSSION AND  
ANALYSIS**

**For the three months ended October 31, 2019 and 2018**  
**(Expressed in Canadian dollars)**

**SULLIDEN MINING CAPITAL INC.**  
**(an exploration stage mining company)**

65 Queen Street West, Suite 800  
Toronto, ON M5H 2M5

**Date: December 11, 2019**

## **INTRODUCTION**

The following Management Discussion and Analysis (“MD&A”) of Sulliden Mining Capital Inc. (“we”, “our”, “us”, the “Company” or “SMC”) provides a discussion and analysis of the operations, results, and financial condition of the Company for the three months ended October 31, 2019 and 2018, and should be read in conjunction with the Company’s condensed interim consolidated financial statements for the three months ended October 31, 2019 and the Company’s annual consolidated financial statements for the year ended July 31, 2019. This discussion covers the period for the three months ended October 31, 2019 and the subsequent period up to the date of this MD&A. Other pertinent information about the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) as well as on the Company’s website at [www.sulliden.com](http://www.sulliden.com).

For the purpose of preparing our MD&A, the Company considers the materiality of information. Information is considered material if in the opinion of management: (i) such information results in, or would reasonably be expected to result in, a significant effect in the market price or value of our shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. We evaluate materiality with reference to all relevant circumstances. All dollar amounts are stated in Canadian dollars unless otherwise indicated.

This MD&A contains forward-looking information that also involves numerous risks and uncertainties. Actual results of the Company’s business and operations could differ materially from those discussed in such forward-looking information as a result of the risks and uncertainties faced by the Company, including those set forth in this MD&A under “Forward-looking Information and Cautionary Statements”, “Risk and Uncertainties”, and as discussed in the Company’s annual information form (AIF) which is available under the Company’s profile at [www.sedar.com](http://www.sedar.com).

References to the first quarter of 2020 and 2019 or Q1-2020 and Q1-2019 mean the quarters ending October 31, 2019 and October 31, 2018, respectively.

Stéphane Amireault, P.Eng (B.Eng; MScA), is the Company’s Qualified Person for geology for the purposes of National Instrument 43-101 (“NI 43-101”). Mr. Amireault has reviewed and approved the respective scientific and technical disclosure in this MD&A.

## **UPDATE AND OUTLOOK**

The Company was incorporated on June 10, 2014 as a wholly owned subsidiary of the former Sulliden Gold Corporation Ltd. (“Sulliden”). Pursuant to a statutory plan of arrangement (the “Arrangement”) under section 182 of the *Business Corporations Act* (Ontario) among the Company, Sulliden and Rio Alto Mining Limited (“Rio Alto”), all of the issued and outstanding common shares of Sulliden were, effective August 5, 2014, exchanged for 0.525 of a common share of Rio Alto and 0.10 of a common share of the Company. Effective August 11, 2014, the common shares of the Company commenced trading on the Toronto Stock Exchange under the symbol SMC.

Upon completion of the Arrangement, the Company assumed Sulliden’s interests in the East Sullivan Property, valued in the amount of \$133,538 and the Company was capitalized with \$24,760,514 in cash.

In May 2016, Sulliden Moçambique Ltd. was incorporated in Mozambique and is a 100% owned subsidiary of the Company. 2507868 Ontario Inc. ("2507868") was a 100% subsidiary of the Company and holds the option for the Troilus Gold Corp. ("Troilus") project. The Company owns a 98% interest in the issued and outstanding shares of Daos International Ltd. ("Daos"), a Mauritius company.

### **EAST SULLIVAN PROPERTY**

The Company's exploration property is located in the Abitibi region of Québec, about five kilometres southeast from the city of Val-d'Or. The property forms a single claim block that consists of 13 contiguous staked claims registered in 1981 for a total area of 334 ha.

The Company holds a 100% interest in these claims, which are all in good standing and not subjected to any royalty agreement. In Québec, staked mining claims require a \$1,000 payment or work equivalent to be renewed on a two-year anniversary cycle. Suitable banked assessment credits originally generated by completing and filing eligible exploration work may be distributed on contiguous claims. Effective August 19, 2013, Sulliden Gold Corporation Ltd. had accumulated credits for a total of \$1,083,514. Effective December 10, 2013, accumulated assessment credits have a period of validity of the longer of twelve years or twelve years after filing for eligible assessment work.

The Company's exploration property is on public land, and permits would be obtained from the Ministère des Ressources Naturelles du Québec ("MRN") for machinery access, for drilling, or mechanical trenching activities.

There are no surface rights associated to the land holding, but exploration work would be coordinated with other land users including the MRN, the Québec Environment and Sustainable Development Ministry ("MDDP"), the City of Val-d'Or and Agnico-Eagle's Goldex-Manitou project managers in the area occupied by a tailings pile. The tailings pile left by the former East Sullivan Mines has been rehabilitated by the MRN and a certificate of authorization issued by the MDDP is required before initiating a drill program from the tailings surface or the containment dam.

The exploration property includes the past producing site of the East Sullivan Mine. This historical exploitation of copper-zinc (gold-silver) massive sulphide lenses left mining infrastructure and a large tailings pile covering the central part of the property. After closure of the mine in 1966, the site was abandoned and declared an orphan site by the government of Québec, and is still listed as such. The site was among the first to be reclaimed by the Québec Government in the early 1980's, because of acid drainage problems caused by the pyrite-rich tailings. Wood waste covering of the tailings pile to reduce oxidation by rain-water was initiated in 1984. In addition, the pile was surrounded by a containment dam between 1992 and 1996. In 1998, a recirculation circuit was introduced by pumping the outflow water from the impoundment to the tailings pile, throughout the organic cover.

There is no direct liability for past production on the property for the Company, but future exploration and exploitation activities will have to be carried out in coordination with governmental representatives in order to keep the integrity of the tailings confinement system. Ultimately, the tailings pile can be further secured and used for tailings disposal in the case of any future production by constructing appropriate containment facilities for tailings and waste material.

## **Mineral Resource Estimate**

There are no current mineral reserves or mineral resources for the exploration property. Further details relating to the exploration property can be found in the technical report (NI-43-101) titled *Technical Report on the East Sullivan Property, Abitibi, Quebec*, which is filed on SEDAR at [www.sedar.com](http://www.sedar.com).

In the last quarter, additional compilation was completed to generate drill targets on the East Sullivan Property.

The compilation consisted in the following activities:

- Additional data extraction from the dataset that was acquired from the Ministry of Energy and Natural resources in 2014. The data extraction and compilation focussed on the eastern part of the property.
- Connexion between the historical data compiled so far and the current geographical system in use in Québec.
- Initial geological modelling in the areas compiled.

Following the compilation referred to above, an initial geological model was completed with a number of targets identified. The Company commenced an initial reconnaissance drill program in September of 2019. As of the date of this MD&A, two drill holes from this program have been completed for a total of 942 metres. Additional targets are currently being evaluated for testing early in 2020.

## **RESULTS OF OPERATIONS**

### For the three months ended October 31, 2019

For the three months ended October 31, 2019, the Company reported a net loss of \$622,722 (or \$0.02 per share), compared to a net loss of \$3,619,556 for the three months ended October 31, 2018 (or \$0.09 per share). Net comprehensive loss was \$622,976 for the three months ended October 31, 2019 (three months ended October 31, 2018: comprehensive loss of \$3,625,182).

### *Share-based compensation expense*

Share-based compensation expense was \$15,320 for the three months ended October 31, 2019 compared to a recovery of \$34,358 for the three months ended October 31, 2018. Share-based compensation expense relates to Restricted Share Units (“RSUs”) and Deferred Share Units (“DSUs”) granted to directors, officers, employees and consultants of the Company.

	<b>Q1-2020</b>	<b>Q1-2019</b>
Restricted share units	\$ 24,886	\$ 111,436
Deferred share units	(9,566)	(145,794)
	<u>\$ 15,320</u>	<u>\$ (34,358)</u>

During the three months ended October 31, 2019 and the three months ended October 31, 2018, the Company did not grant RSUs, DSUs or options to directors, officers, employees and consultants of the Company. The Company incurred share-based payment expenses related to accruals and/or vesting of the RSUs and DSUs granted during prior periods. The value of the DSUs is based on the Company’s share price which decreased during the quarter and in the same period in the prior year.

As a result of the Company adopting the RSU and DSU plans in 2014, as at October 31, 2019, the Company has allocated an aggregate of 7,345,000 RSUs to employees of the Company and an aggregate of 1,350,000 DSUs to the Company’s independent directors.

Each RSU entitles an employee of the Company to receive one common share of the Company to be purchased in the secondary market by an independent trustee upon the vesting of such RSU, subject to acceleration upon a change of control of the Company. Of the 7,345,000 RSUs, 416,666 RSUs were cancelled, 3,000,000 RSUs vested in three equal tranches, on each of January 1, 2015, January 1, 2016 and January 1, 2017; 500,000 RSUs vested in three equal tranches on each of January 5, 2017, January 5, 2018 and January 5, 2019; 875,000 RSUs vested in three equal tranches on each of February 1, 2016, February 1, 2017 and February 1, 2018 and 2,553,334 RSUs, of which 990,000 vested on June 1, 2018, 906,667 vested on February 1, 2019 and 656,667 will vest on February 1, 2020. At October 31, 2019, no shares remained in treasury with the trustee and shares had not been issued for 958,335 of the 990,000 RSUs that vested on June 1, 2018, 166,667 of the RSUs that vested on January 5, 2019 and 906,667 of the RSUs that vested on February 1, 2019.

Each DSU entitles the holder to receive a cash payment equal to the market price of one common share of the Company upon ceasing to hold office. As at October 31, 2019, 732,899 DSU's that are issued for current directors are fully vested, and 3,970 DSUs that are currently issued vest based on the pro-rata number of days each independent director remains a director of the Company until February 1, 2020, except in the event of an earlier change of control, in which case, the DSUs will vest fully upon such change of control.

*Professional, consulting and management fees*

Professional, consulting and management fees of \$313,065 were incurred for the three months ended October 31, 2019 compared to \$334,026 for the three months ended October 31, 2018 as follows:

	<b>Q1-2020</b>	<b>Q1-2019</b>
Salaries and benefits	\$ 66,813	\$ 66,446
Directors fees	18,750	25,000
Consulting fees	177,288	196,010
Legal, audit and professional fees	50,214	46,570
	<b>\$ 313,065</b>	<b>\$ 334,026</b>

Spend on salaries and benefits remained relatively unchanged from the first quarter of 2019. Directors' fees are lower than the same period in the prior year due to resignations and changes in the composition of the board. Consulting fees were lower in Q1-2020 compared to Q1-2019 due to an additional consultant in the prior period. Legal, audit and professional fees in both periods relate to accruals of audit fees and ongoing costs of maintaining the Daos assets.

*General and administrative expenses*

General and administrative expenses for the three-month periods are reflected in the table below:

	<b>Q1-2020</b>	<b>Q1-2019</b>
General and office	\$ 53,955	\$ 49,051
Shareholder communication	38,194	24,337
Travel and accommodation	1,353	9,227
	<b>\$ 93,502</b>	<b>\$ 82,615</b>

General and office costs were higher during Q1-2020 compared to Q1-2019 as a result of an increase in the Company's contractual fee for its shared office space. Shareholder communications cost were higher in Q1-2020 compared to Q1-2019 as the Company incurred advertising costs in the current period. Travel costs in both periods relate to general corporate travel and promotional activities.

## Other

The Company's other expenses during Q1-2020 resulted primarily from unrealized losses of \$815,564 on securities that are classified as fair value through profit or loss that were offset by realized gains on the sale of investments of \$573,334. During the comparative period ended October 31, 2018, the Company recorded an unrealized loss of \$3,185,349 and realized losses of \$53,429. See Related Party Disclosures section of this report.

As the Company was considered to have significant influence in Troilus up to January 24, 2019, this investment was accounted for using the equity method. Consequently, the Company recorded a loss from investment in associate of \$nil for the three months ended October 31, 2019 (three months ended October 31, 2018 - \$9,104) which represents a proportionate share of Troilus' net loss.

## SUMMARY OF QUARTERLY RESULTS

	October 31, 2019 Q1-2020	July 31, 2019 Q4-2019	April 30, 2019 Q3-2019	January 31, 2019 Q2-2019
Interest income	\$ 30,778	\$ 12,352	\$ 4,989	\$ 675
Net (loss)	(622,722)	(239,148)	(4,070,752)	(13,897,314)
Net (loss) and comprehensive (loss)	(622,976)	(225,183)	(4,084,356)	(13,896,195)
Basic and diluted net (loss) per share	(0.02)	(0.01)	(0.10)	(0.34)
Total assets	12,566,915	13,396,539	13,402,784	17,429,061

  

	October 31, 2018 Q1-2019	July 31, 2018 Q4-2018	April 30, 2018 Q3-2018	January 31, 2018 Q2-2018
Interest income	\$ 7,209	\$ 10,960	\$ 10,083	\$ 10,188
Net (loss)/income	(3,619,556)	(1,083,056)	(7,496,631)	19,118,342
Net (loss)/income and comprehensive (loss)/income	(3,625,182)	(1,090,981)	(7,331,250)	19,034,354
Basic and diluted net (loss)/income per share	(0.09)	(0.03)	(0.18)	0.47
Total assets	31,867,732	35,572,863	36,850,397	44,204,053

The granting of stock options, RSUs and DSUs and bonuses in a particular quarter gives rise to stock-based compensation expense. This can generate fluctuations in expense and net income or loss quarter over quarter. As well, fluctuations in market prices of securities causes volatility in net income or loss through unrealized gains, as well as through the sale of securities. In Q3-2019 and Q4-2019, mark-to-market fluctuations resulted in gains generating income during the quarter while in Q1-2020, Q2-2019, Q1-2019, Q4-2018 and Q3-2018, mark-to-market fluctuations resulted in losses. The Company realized gains and losses on the sale of investments in several of these quarters. The sale of 2507868 (a previously wholly owned subsidiary of the Company) in Q2-2018 resulted in a gain on disposition. Comprehensive loss accounts for foreign exchange translation changes related to the Company's subsidiary.

Total assets also vary as a result of the fluctuations in market prices of securities as well as the sale of securities as these investments make up a large proportion of total assets. The Company had been investing in the Troilus project up until Q2-2018. The Troilus expenses were being capitalized and were derecognized on the sale of the Troilus project.

## FINANCIAL POSITION

As at October 31, 2019, the Company held cash and cash equivalents of \$173,379 (July 31, 2019: \$77,749), investments at fair market value through profit and loss of \$10,278,883 (July 31, 2019: \$12,213,432), and loans receivable of \$1,316,554 (July 31, 2019: \$558,472). The loans receivable at October 31, 2019 and July 31, 2019 consist of the following balances:

Due from:	October 31, 2019	July 31, 2019
Trigon Metals Inc.	\$ -	\$ 102,389
Fura Gems Inc.	176,805	166,738
Euro Sun Mining Inc.	100,033	-
Brazil Potash Corp.	347,268	289,345
Aberdeen International Inc.	482,361	-
Greenway Investments International Ltd	200,061	-
Blue Sky Energy Inc.	10,026	-
Balance	\$ 1,316,554	\$ 558,472

During the year ending July 31, 2016, the Company impaired a loan receivable from APIO Africa Ltd. ("APIO") by \$2,195,900. An amount of US\$1,750,000 (\$2,195,000) was owed by APIO to the Company. The maturity date of this loan was May 3, 2016. APIO defaulted on the loan, and the Company exercised its security against the assets of APIO by taking shares in APIO's subsidiary, Daos. Daos, through its 75% owned subsidiary, owns a data centre and various assets associated with this data centre. It was the intention of the Company to sell these assets to try to recoup some of the outstanding APIO loan. During the year ended July 31, 2018, Daos entered into an agreement to sell its 75% interest in a Mozambique company in exchange for common shares of Global Blockchain Technologies Corp. (the "Bloc shares").

The transaction closed during the year ended July 31, 2019 and the Bloc shares were sold for proceeds of \$66,730. As at October 31, 2019, the investment in Daos is treated as an asset held for sale, with the fair value of assets estimated at \$nil and the fair value of liabilities estimated at \$nil.

Mineral and exploration assets consist of the Company's interest in the East Sullivan property discussed above.

Accounts payable and accrued liabilities totaling \$333,253 at October 31, 2019 (July 31, 2019 - \$564,787) are comprised primarily of amounts payable of \$189,313 and accrued liabilities of \$143,940. Included in accrued liabilities is a DSU liability of \$67,566 that is comprised of 732,899 vested DSUs at a weighted average share price of \$0.09.

## LIQUIDITY AND CAPITAL RESOURCES

As at October 31, 2019, the Company had net working capital (see Non-IFRS measures) of \$11,777,892 (July 31, 2019: \$12,605,982). The Company expects to rely on its existing net working capital to finance its ongoing activities.

As at October 31, 2019, the Company had 41,462,851 common shares issued and outstanding, 2,499,979 share purchase warrants outstanding and 1,160,000 share purchase options outstanding which would generate \$1,249,990 and \$350,700 respectively, if exercised in full. The Company does not know when or how much will be collected from the exercise of these options and warrants as this is dependent on both the determination of the holder and the market trading price of the Company's common shares. The Company does not have any long-term debt as of the date of this MD&A and its interest rate risk is minimal. Accounts payable and accrued liabilities are short-term and non-interest bearing.

## CASH FLOWS

### Operating

Cash used in operating activities was \$628,307 for the three months ended October 31, 2019 compared to \$362,784 for the three months ended October 31, 2018. Cash used related to operating expenses for the three months ended October 31, 2019 was \$407,497 as generally discussed in the Results of Operations section of this report (three months ended October 31, 2018: \$416,289). Changes in working capital items used \$220,810 during the three months ended October 31, 2019 (three months ended October 31, 2018: provided \$53,505).

### Financing

There were no financing activities during the three months ended October 31, 2019 or 2018.

### Investing

Cash provided by investing activities during the three months ended October 31, 2019 was \$723,937. The purchase of investments at fair market value through profit and loss used \$1,796,000 with the Company investing in securities during the period. The Company acquired shares of certain public resource and other sector companies (see Related Party Disclosures section of this report). The Company sold some of these investments generating cash of \$3,372,249 during the three months ended October 31, 2019. The Company entered into loan agreements during the year ended October 31, 2019, lending \$470,000 to Aberdeen International Inc., \$41,942 to Brazil Potash Corp. ("Brazil Potash"), \$100,000 to Euro Sun Mining Inc. and \$10,000 to Blue Sky Energy Inc. The Company used \$230,370 in exploration and evaluation expenditures during the three months ended October 31, 2019 (three months ended October 31, 2018 - \$nil).

## CAPITAL STRUCTURE

Number of:	As at October 31, 2019	As at December 11, 2019
Common Shares	41,462,851	41,462,851
Options	1,160,000	1,160,000
Warrants	2,499,979	-

## FINANCIAL INSTRUMENTS

Financial assets and financial liabilities as at October 31, 2019:

	Financial instrument classification	Carry amount	Fair value
<b>As at October 31, 2019</b>			
Cash	Amortized cost	\$ 173,379	\$ 173,379
Investments	FVPL	10,278,883	10,278,883
Loans receivable	Amortized cost	1,316,554	1,316,554
Amounts receivable and other	Amortized cost	97,367	97,367
Accounts payable and accrued liabilities	Amortized cost	333,253	333,253

### *Fair value hierarchy*

The three levels of the fair value hierarchy with respect to required disclosures about the inputs to fair value measurements are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following table sets forth the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy as at October 31, 2019.

	Level 1	Level 2	Level 3	TOTAL
<b>As at October 31, 2019</b>				
Investments	\$ 9,405,727	\$ 873,156	\$ -	10,278,883

The carrying value of cash and cash equivalents, amounts receivable and other, and accounts payable and accrued liabilities approximate fair value because of the relatively short-term maturities.

### *Interest rate risk*

A 1% increase in interest rates, based on the balance of cash, cash equivalents and fixed income investments at October 31, 2019, would result in an increase in annual interest income of approximately \$1,734. All liabilities as at October 31, 2019 are non-interest bearing.

### *Foreign currency risk*

The Company operates in Canada and its functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company has acquired some investments and holds some loans receivable which are denominated in foreign currency. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

### *Credit risk*

The Company's credit risk is primarily attributable to cash and cash equivalents, and amounts receivable. The Company has no significant concentration of credit risk arising from operations.

Cash and cash equivalents of cash and GICs held in financial institutions from which management believes the risk of loss to be remote. Financial instruments included in amounts receivable consist primarily of goods and services tax and harmonized sales tax due from the Federal Government of Canada.

### *Liquidity risk*

As at October 31, 2019, the Company had net working capital of \$11,777,892, which included cash of \$173,379, investments of \$10,278,883, loans receivable of \$1,316,554, and amounts receivable and prepaid expenses of \$342,329 offset by current liabilities of \$333,253. The Company expects to rely on its existing net working capital to finance its ongoing planned activities.. See Non-IFRS Measures.

### *Price risk*

The Company is exposed to price risk with respect to commodity prices. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for commodities, the level of interest rates, the rate of inflation, investment decisions by large holders of commodities including governmental reserves and stability of exchange rates can all cause significant fluctuations in commodities prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments.

### *Securities price risk*

The Company carries investments in certain public securities for which price fluctuations can affect the Company's earnings. The Company classifies these investments as fair value through profit and loss where price volatility is reflected in earnings.

## **RELATED PARTY DISCLOSURES**

The Company entered into the following transactions in the ordinary course of business with related parties that are not subsidiaries of the Company.

### *Related party balances*

The Company shares office space, resources and certain services with other corporations. The costs associated with these services, including the provision of office equipment and supplies, and certain other services, are administered by 2227929 Ontario Inc. to whom the Company pays a monthly flat fee. For the three months ended October 31, 2019, the Company was charged \$75,000 for these services (three months ended October 31, 2018: \$75,000). As well, the Company was charged an additional \$14,098 by 2227929 Ontario Inc. for other services (three months ended October 31, 2018: \$nil).

As at October 31, 2019, the Company had advanced \$207,475 to Forbes & Manhattan, Inc., a company for which Mr. Stan Bharti (CEO of SMC) is the Executive Chairman, for consulting services.

### *Compensation of key management personnel of the Company*

The remuneration of directors and other members of key management personnel were as follows:

	<b>Q1-2020</b>	<b>Q1-2019</b>
Management salaries and fees	\$ 124,380	\$ 114,321
Directors fees	18,750	25,000
Share-based payments	6,964	(34,839)
	<b>\$ 150,094</b>	<b>\$ 104,482</b>

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key executives is determined by the board of directors of the Company having regard to the performance of individuals and market trends.

As at October 31, 2019, the Company holds investments in certain public resource and other sector companies that are related party entities, related by virtue of the relationship with common directors.

Public Issuer	Security description	Cost	Estimated Fair value
Aberdeen International Inc.	i. 4,790,000 warrants	221,436	-
Euro Sun Mining Inc.	ii. 30,825 common shares	26,213	9,248
		\$ 247,649	\$ 9,248

i. The Company's executive chairman, Stan Bharti, serves as director of this company.

ii. The Company's executive chairman, Stan Bharti, serves as director of this company. The Company's director, Brad Humphrey, is an officer of this company.

As at October 31, the Company had loans receivable from companies that are related party entities, related by virtue of the relationship with common directors.

Due from:	October 31, 2019
Aberdeen International Inc.	i. \$ 482,361
Euro Sun Mining Inc.	ii. 100,033
Brazil Potash Corp.	iii. 347,268
Balance	\$ 929,662

i. The Company's executive chairman, Stan Bharti, serves as director of this company.

ii. The Company's executive chairman, Stan Bharti, serves as director of this company. The Company's director, Brad Humphrey, is an officer of this company.

iii. The Company's executive chairman, Stan Bharti, and the Company's director Pierre Pettigrew are directors of this Company.

## COMMITMENTS AND CONTINGENCIES

The Company is a party to certain management contracts. These contracts contain minimum commitments of approximately \$427,500 (as at July 31, 2019 - \$427,500) and additional contingent payments of approximately \$2,670,000 (as at July 31, 2019 - \$2,670,000) upon the occurrence of a change of control. As the likelihood of a change of control is not determinable, the contingent payments have not been reflected in the Company's condensed interim financial statements.

The Company is obligated to deliver common shares of the Company to the holders of RSUs granted under the terms of its RSU Plan. See Note 11 of the condensed interim consolidated financial statements for the three months ended October 31, 2019 and 2018.

## SUBSEQUENT EVENTS

Subsequent to the end of the period, the Company sold investments generating \$513,072 in net proceeds and purchased investments with a cost of \$283,835.

On November 4, US\$32,000 of the loan receivable from Brazil Potash. was repaid and on November 19, 2019, the balance, including principal and interest, of US\$233,363 was exchanged for common shares of Brazil Potash at a price of US\$1 per common share. See Note 6 (d) of the Company's condensed interim consolidated financial statements for the three months ended October 31, 2019 for details.

On November 4, 2019, the Company announced a non-brokered private placement financing. On November 20, 2019, the Company announced a revision to the financing such that the private placement would be comprised of (i) up to 9,090,909 common shares of the Company issued on a flow through basis (each, a "Flow-Through Share") at a price of \$0.055 per Flow-Through Share, and (ii) up to 10,000,000, non-flow-through common shares of the Company (each a "Share") at a price of \$0.050 per Share for aggregate gross proceeds to the Company of up to \$1,000,000 (the "Offering").

Each Flow-Through Share and each Share issued in connection with the Offering will be subject to a statutory hold period of four-months and one day. Completion of the Offering is subject to a number of conditions, including the approval of the TSX. The Offering is expected to close on or about December 15, 2019.

On November 6, 2019, the Company entered into a loan agreement with Flora Growth Corp ("Flora") whereby the Company agreed to lend Flora US\$250,000 of which \$140,000 had been drawn down. Interest is accrued and calculated at 12% per annum. The principal and accrued interest is due and payable no later than March 31, 2020.

On November 24, 2019, 2,499,979 warrants, with exercise prices of \$0.50, expired, unexercised.

#### **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION AND CRITICAL ACCOUNTING ESTIMATES and CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

The Company's financial statements are the responsibility of the Company's management. The annual consolidated financial statements were prepared by the Company's management in accordance with IFRS. A description of the Company's significant accounting policies can be found in the notes of the Company's audited annual consolidated financial statements for the year ended July 31, 2019.

The preparation of financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the condensed interim financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates. The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Valuation of Exploration and evaluation assets - The Company carries its mineral properties at cost less any impairment losses. The Company capitalizes exploration and evaluation costs, which are related to specific projects, until the commercial feasibility of the project is determinable, or the project is determined to be impaired. Costs are charged to operations when a property is abandoned or when impairment in value has been determined. The Company reviews the carrying values of mining properties and related expenditures whenever indicators of impairment exist or changes in circumstances indicate that their carrying values may not be recoverable. In undertaking this review, management is required to make significant estimates which are subject to various risks and uncertainties. Estimates may include, but are not limited to estimates of future metal prices, capital and operating costs, the quantities of mineral reserves to be mined and expected recoveries of minerals contained in ore, the ability to convert resources into economically mineable reserves, discount rates and; in the case of fair value less costs to sell, the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's mineral properties and exploration and evaluation assets.

- Income taxes and recoverability of potential deferred tax assets - In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers relevant tax planning opportunities that are within the Company's control, are feasible and within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.
- Share-Based Payments - Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based non-vested share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.
- Assets and disposal groups held for sale -- As security for default on a loan with APIO, in June 2016, the Company received 8,169 shares of APIO's subsidiary, Daos, a Mauritius company. As a result, the Company owned an 82% interest in Daos. The Company appointed three members to the board of Daos in June 2016 and controls the board of Daos. In October 2016, Daos issued additional shares to the Company in compensation for costs incurred by the Company related to Daos and the APIO loan. As at October 31, 2019, the Company owns 98% of the issued and outstanding shares of Daos. The Company has been in the process of selling the assets of Daos in order to recoup the defaulted loan. During the year ended July 31, 2018, Daos entered into an agreement to sell its 75% interest in a Mozambique company in exchange for common shares of Global Gaming Technologies Corp. (formerly Global Blockchain Technologies Corp.) (the "Bloc shares"). The sale was completed during the year ended July 31, 2019 and the Bloc shares were sold for gross proceeds of \$66,730. The Company has also concluded that there is no constructive obligation on the part of the Company with respect to the Daos liabilities. Estimates are made, assumptions are used and management judgment is exercised in this assessment. These are subject to various risks and uncertainties which may ultimately have an effect on the expected recovery of these assets.
- Determination of Significant Influence of Investment in Associates - As at October 31, 2019, the Company has classified its investment in Q-Gold Resources Ltd. ("Q-Gold") as a financial asset based on management's judgment that it does not consider its ownership of 22.8% of the outstanding shares of Q-Gold an active investment.

## **DISCLOSURE CONTROLS AND PROCEDURES**

Subject to the limitations, if any, described below, the Company's CEO and CFO have, as at the end of the three months ended October 31, 2019, designed Disclosure and Control Procedures, or caused it to be designed under their supervision, to provide reasonable assurance that:

- Material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
- Information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

Internal control over financial reporting has been designed, based on the framework established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in Canada.

There have been no significant changes to the Company's disclosure controls and procedures and internal controls over financial reporting that occurred during the three months ended October 31, 2019 that have materially affected, or are reasonably likely to materially affect, the Company's disclosure controls and procedures and internal control over financial reporting.

Because of inherent limitations, internal control over financial reporting and disclosure controls can provide only reasonable assurances and may not prevent or detect misstatements. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The CEO and CFO have certified that Internal Controls over Financial Reporting have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Audit Committee of the Company has reviewed this MD&A, and the condensed interim consolidated financial statements for the three months ended October 31, 2019, and the Company's board of directors approved these documents prior to their release.

## **NON-IFRS MEASURES**

The Company has identified certain measures that it believes will assist understanding of the financial performance of the business. As the measures are not defined under IFRS they may not be directly comparable with other companies' adjusted measures. The Non-IFRS measures are not intended to be a substitute for, or superior to, any measures of performance but management has included them as these are considered to be important comparables and key measures used within the business for assessing performance. These measures are explained further below:

### *Working capital*

This MD&A refers to working capital, which is not a recognized measure under IFRS. This Non-IFRS performance measure does not have any standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other issuers. Management uses this measure internally. The use of this measure enables management to better assess performance trends. Management understands that a number of investors and others who follow the Company's performance assess performance in this way. This data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

The definition for working capital and reconciliation of the Non-IFRS measure to reported IFRS measures is as follows:

<b>As at:</b>	<b>October 31, 2019</b>	<b>July 31, 2019</b>
Cash	\$ 173,379	\$ 77,749
Investments, at fair market value through profit and loss	10,278,883	12,213,432
Loans receivable	1,316,554	558,472
Amounts receivable and other	97,367	109,440
Prepaid	244,962	211,676
	12,111,145	13,170,769
Current Liabilities		
Accounts payable and accrued liabilities	333,253	564,787
<b>Working Capital (current assets less current liabilities)</b>	<b>\$ 11,777,892</b>	<b>\$ 12,605,982</b>

## **CAPITAL MANAGEMENT**

The Company considers its capital structure to consist of share capital, warrants and share purchase options. The Company manages its capital structure and makes adjustments based on the funds available to support the acquisition, exploration and development of its mineral properties. The board of directors has not established quantitative return on capital criteria for management and relies on the expertise of management and the board of directors to sustain the future development of the business.

The management and board of directors of the Company review its capital management approach on an ongoing basis and believe it reflects a reasonable approach given the relative size of the Company's assets. The Company and its subsidiaries are not subject to externally imposed capital requirements.

## **RISK AND UNCERTAINTIES**

The Company is subject to risks and challenges similar to other companies in a comparable stage of development. These risks include dependence on key individuals. The operations of the Company are speculative due to the high-risk nature of its business, which are the acquisition, exploration and development of mining projects. These risks could materially affect the Company's future operating results and could cause actual events to differ materially from those described herein and in forward-looking statements and forward-looking information relating to the Company. The risks of the Company are also described in the Company's AIF, which can be found under the Company's profile at [www.sedar.com](http://www.sedar.com).

### *No Revenues*

To date, the Company has not recorded any revenues from operations nor has the Company commenced commercial production on any property. There can be no assurance that the Company has sufficient capital resources to continue as a going concern, that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's expenses and capital expenditures will increase as consultants, personnel associated with the exploration, and possible development are advanced. The Company expects to continue to incur losses unless and until such time as it enters into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Company's property will continue to require the commitment of substantial resources. There can be no assurance that the Company will continue as a going concern, generate any revenues or achieve profitability.

### *Current Global Financial Conditions*

Financial markets globally have been subject to increased volatility. Access to financing for the Company has been negatively affected by low precious metals prices, uncertain economic conditions and uncertainty with respect to sovereign defaults and liquidity throughout the world. These factors may negatively affect the ability of the Company to obtain financing in the future and, if obtained, on terms favourable to the Company. If these levels of volatility and market turmoil continue or worsen, the Company may not be able to secure appropriate debt or equity financing when needed, which could affect the trading price of the Company's securities in an adverse manner.

### *Investment Exposure*

Given the nature of SMC's activities and recent investments made by the Company to deploy its capital in the short term, the results of operations and financial condition of the Company are dependent upon the market value of the securities purchased. Market value can be reflective of the actual or anticipated operating results of companies in the portfolio and/or the general market conditions that affect the resource and other sectors. Various factors affecting the resource and other sectors could have a negative impact on the Company's investments and thereby have an adverse effect on its business. Additionally, the Company's investments are mostly in small-cap businesses that may never mature or generate adequate returns or may require a number of years to do so. Junior exploration companies may never achieve commercial discoveries and production. Company-specific and industry-specific risks that materially adversely affect the Company's investments may have a materially adverse impact on operating results.

### *Nature of Mining, Mineral Exploration and Development Projects*

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Mining operations generally involve a high degree of risk. The Company's operations are subject to the hazards and risks normally encountered in mineral exploration and development, including environmental hazards, explosions, and unusual or unexpected geological formations or pressures. Such risks could result in damage to, or destruction of, mineral properties, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

### *No Mineral Resources or Mineral Reserves have been estimated at East Sullivan*

The East Sullivan Property is in the exploration stage and sufficient work has not been done to describe mineralization on the property with enough geological confidence for such mineralization to be reported as a mineral resource or mineral reserve. There is no assurance given by the Company that continuing work on the property will lead to defining the mineralization with enough confidence and in sufficient quantities to report it as a mineral resource or mineral reserve, or to economically extract it.

### *Mineral Resource Estimates May be Inaccurate*

There are numerous uncertainties inherent in estimating mineral resources, including many factors beyond the control of the Company. Such estimates are a subjective process, and the accuracy of any mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. These amounts are estimates only and the actual level of mineral recovery from such deposits may be different. Differences between management's assumptions, including economic assumptions such as metal prices and market conditions, could have a material adverse effect on the Company's financial position and results of operations.

### *Unknown Environmental Risks for Past Activities*

Exploration and mining operations incur risks of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks, however, such risks have not been eliminated, and significant risk of environmental contamination from present and past exploration or mining activities still exists for mining companies. Companies may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at the East Sullivan Property or for the Troilus project do not exist.

### *Liquidity Concerns and Future Financings*

The Company will require capital and operating expenditures in connection with the exploration and development of its properties and for working capital purposes. There can be no assurance that the Company will be successful in obtaining required financing as and when needed. The only sources of future funds presently available to the Company are the sale of equity capital, the sale of securities held, or the offering by the Company of an interest in its properties to be earned by another party or parties carrying out exploration or development thereof. There is no assurance that any such funds will be available for operations. Failure to obtain additional financing on a timely basis could cause the Company to reduce, delay or terminate its proposed operations, with the possible loss of such operations.

Volatile markets may make it difficult or impossible for the Company to obtain debt financing or equity financing on acceptable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone or slow down its development plans, delay or forfeit rights to certain acquisitions, forfeit rights in some or all of its properties or reduce or terminate some or all of its activities.

### *Share Price Fluctuations*

The market price of securities of many companies, particularly junior exploration stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in the Company's share price will not occur. As well, the Company has invested in a small number of junior companies. Fluctuation in the share prices of these companies may significantly affect the valuations of the Company's assets.

### *Foreign Exchange*

Mineral commodities and acquisition opportunities are typically sold in U.S. dollars. The Company has also invested in foreign investments and holds loans receivable denominated in U.S. dollars. The Company's operations are in Canada. As a result, the Company is subject to foreign exchange risks relating to the relative value of the U.S. dollar as compared to the Canadian dollar.

### *Country Risk*

The Company's investment in Fura is subject to risks normally associated with the conduct of business in Columbia and Mozambique. These risks and uncertainties include, but are not limited to, currency exchange rates; price controls; import or export controls; currency remittance; high rates of inflation; labour unrest; renegotiation or nullification of existing permits, applications and contracts; tax disputes; changes in tax policies; restrictions on foreign exchange; changing political conditions; community relations; currency controls; and governmental regulations that may require the awarding of contracts of local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Changes, if any, in mining or investment policies or shifts in political attitudes in Columbia or Mozambique may adversely affect the operations of Fura and affect the Company's investment.

### *Insufficient Insurance Coverage*

The Company's business is capital intensive and subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions, earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Many of the foregoing risks and hazards could result in damage to, or destruction of: the Company's mineral properties or future processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of their exploration or development activities, delay in or inability to receive regulatory approvals to transport their products, or costs, monetary losses and potential legal liability and adverse governmental action. The Company may be subject to liability or sustain loss for certain risks and hazards against which they do not or cannot insure or which it may reasonably elect not to insure because of the cost. This lack of insurance coverage could result in material economic harm to the Company.

### *Competition*

The Company competes with many other mining companies that have substantially greater resources. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund the Company's operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operations and business.

### *Dependence on Outside Parties*

The Company has relied and will rely upon consultants, geologists, engineers and others and intends to rely on these parties for exploration and development expertise. Substantial expenditures are required to pursue acquisition opportunities and, in the case of new properties, to develop the exploration and plant infrastructure at any particular site. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

### *Conflicts of Interest*

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other mining companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting such participation.

### *Income and other taxes*

The Company is subject to income and other taxes in Canada. Significant judgment is required in determining the provision for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax filings are subject to audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the income tax and deferred tax provisions in the period in which such determination is made. As of the date of the statement of financial position, no liability in respect of pending tax issues has been recognized in the financial statements.

### **OFF BALANCE SHEET ITEMS**

The Company does not have any off-balance sheet items.

### **ADDITIONAL INFORMATION AND CONTINUOUS DISCLOSURE**

Additional information on the Company is available through regular filings of press releases on SEDAR ([www.sedar.com](http://www.sedar.com)), or by visiting the Company's website at [www.sulliden.com](http://www.sulliden.com).

### **FORWARD-LOOKING INFORMATION AND CAUTIONARY STATEMENTS**

Except for statements of historical fact relating to the Company certain information contained herein constitutes forward-looking information. Forward-looking information includes, but is not limited to, statements with respect to future economic estimates, including mineral resource estimates; acquisition opportunities of the Company; currency exchange rates; merits of litigation; ability to receive repayment on loans; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during construction, expansion and start-up; variations in mineral grade and recovery rates; delay or failure to receive government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of gold and other minerals; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes; other risks of the mining industry and other risks described herein. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information.

All forward-looking statements made in this MD&A are qualified by these cautionary statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable securities law.

## **LIST OF OFFICERS AND DIRECTORS**

Stan Bharti	Executive Chairman and Interim Chief Executive Officer
Deborah Battiston	Chief Financial Officer and Director
Hon. Pierre Pettigrew	Director
William Clarke	Director
Brad Humphrey	Director