

# **ALDEVER RESOURCES INC.**

## MANAGEMENT'S DISCUSSION AND ANALYSIS

For the nine months ended September 30, 2019

## **ALDEVER RESOURCES INC.**

Management's Discussion and Analysis  
Nine months ended September 30, 2019  
November 15, 2019

Aldever Resources Inc. ("Aldever" or the "Company") (formerly Glenmark Capital Corp.) was incorporated under the name 424025 B.C. Ltd. on April 13, 1992 in British Columbia under the *Business Corporations Act* (British Columbia) and is a junior exploration company engaged in the acquisition, exploration and development of resource properties. The Company's principal office and registered and records office is located at 2200 – 885 West Georgia Street, Vancouver, BC, V6C 3E8.

This management's discussion and analysis ("MD&A") reports on the operating results and financial condition of the Company for the nine months ended September 30, 2019 and is prepared as of November 15, 2019. The MD&A should be read in conjunction with the Company's unaudited interim financial statement for the nine months ending September 30, 2019 and the audited annual financial statement for the year ended December 31, 2018 and 2017, and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

### **Cautionary Note Regarding Forward-Looking Information**

This document may contain "forward-looking information" within the meaning of Canadian securities legislation ("forward-looking statements"). These forward-looking statements are made as of the date of this document and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, the Company and its operations, its planned exploration activities, the adequacy of its financial resources and statements with respect to the estimation of mineral reserves and mineral resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words 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" or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "intends" and "estimates". By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual financial statements and management's discussion and analysis of those statements, all of which are filed and available for review under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. The Company provides no assurance that forward-looking 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 statements.

### **Description of Business**

Aldever Resources Inc. is an exploration stage company engaged in the acquisition, exploration and development of resource properties. The Company's common shares are listed for trading on the TSX Venture Exchange (the "Exchange") under the symbol "ALD", on the Frankfurt Exchange under the symbol "17G1", and on the OTCQB

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Exchange under the symbol "ALDVF". As at September 30, 2019, the Company has interests in the following resource properties:

### **Scotia Zinc-Silver Project - British Columbia, Canada**

On November 11, 2014, the Company entered into an option agreement to earn up to a 100% interest in the Scotia Zinc-Silver prospect in northern British Columbia. To exercise the option the Company must make staged payments of \$375,000 over 3 years and incur \$750,000 in exploration expense over the same period.

On May 13, 2015, the Company amended its original agreement. Under the amended terms of the agreement, the Company can earn a 100% interest by paying \$75,000 (paid on January 19, 2015) and issuing 18,518 common shares to the vendor (issued May 20, 2015). The Company's interest is subject to an underlying 2% NSR, payable to the Vendor of which 1% can be purchased by the Company for \$1,000,000.

On January 9, 2017, the Company entered into an option agreement for the sale of its 100% interest in the Scotia Zinc-Silver Project, which was approved by the Exchange on January 23, 2017. Consideration consists of: \$25,000 cash within five days after the Exchange Acceptance Date (received), \$25,000 on or before January 9, 2018, 200,000 shares within five days after January 23, 2017 (received 300,000 shares with a fair value of \$190,000), 300,000 shares on or before January 9, 2018 and 400,000 shares on or before January 9, 2019 and completion of exploration work in the amount of \$500,000 on or before January 9, 2019. On January 9, 2018, the purchaser terminated the property option agreement and accordingly the Company recorded impairment of \$215,000 at December 31, 2017.

On September 7, 2018, the Company entered into an option agreement for the sale of its 100% interest in the Scotia Zinc-Silver Project. Consideration consists of a one-time cash payment of \$15,000 (received). The Company recorded a gain on sale of \$15,000.

During the nine months ended September 30, 2019, the Company incurred \$Nil (2018 - \$Nil) in exploration expenditures on the Scotia Project.

### **Lac Villebon Gold Project - Quebec, Canada**

On October 21, 2015, the Company entered into an option agreement to acquire a 100% interest in the Lac Villebon Gold Project in Quebec. Under the terms of the agreement, the Company can earn a 100% interest by issuing 74,074 common shares to the vendor (issued October 27, 2015) and incurring \$2,000,000 in exploration expenditures by October 21, 2020 (\$1,231,211 incurred to December 31, 2017). The Company's interest is subject to a 1% NSR payable to the vendor, of which ½ % may be purchased for \$1,000,000.

During the year ended December 31, 2017, the Company recorded an impairment of \$1,571,211 as the option agreement was terminated.

### **Urban Barry Gold Project - Quebec, Canada**

On November 10, 2015, the Company entered into an option agreement to acquire a 100% interest in the Urban Barry Gold Project in Quebec. Under the terms of the agreement, the Company can earn a 100% interest by issuing 129,629 common shares to the vendor (issued November 18, 2015), making a cash payment of \$250,000 on or before 18 months of Exchange approval of this agreement (November 18, 2015), and incurring \$1,000,000 in exploration expenditures by November 10, 2020. The Company's interest is subject to a 1% NSR payable to the vendor, of which ½% may be purchased for \$1,000,000.

On July 5, 2017, the Company amended its option agreement for the Urban Barry Gold Project. Under the amended terms the Company can earn a 100% interest by issuing 129,629 common shares (issued November 18, 2015), issuing 333,333 common shares on or before July 10, 2017, if within 5 days of TSX Venture Exchange approval of this agreement, making a cash payment of \$50,000 on or before 24 months of the signing of this agreement, a

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further cash payment of \$100,000 on or before 30 months of the signing of this agreement, a further cash payment of \$100,000 on or before 36 months of the signing of this agreement, a further cash payment of \$250,000 on or before 48 months of the signing of this agreement, and Aldever shall have completed \$1,000,000 in exploration expenditures (\$928,810 incurred to December 31, 2017) on the Mineral Claims within five years of the signing of the agreement.

On March 24, 2017, the Company issued 111,111 non-flow-through units as compensation towards the cash payments required in the option agreement.

During the nine months ended September 30, 2019, the Company incurred \$Nil (2018 - \$1,748,309) in exploration expenditures on the Urban Barry Gold Project.

### **Lac Chanceux Gold Project - Quebec, Canada**

On December 1, 2015, the Company entered into an option agreement to acquire a 100% interest in the Lac Chanceux Gold Project in Quebec. Under the terms of the agreement, the Company can earn a 100% interest by issuing 11,111 common shares to the vendor (issued December 4, 2015), making a cash payment of \$50,000 on or before 18 months of Exchange approval of the agreement, and incurring \$200,000 in exploration expenditures by December 1, 2020 (\$50,000 incurred to December 31, 2016). The Company's interest is subject to a 1% NSR payable to the vendor, of which ½% may be purchased for \$1,000,000.

During the year ended December 31, 2017, the Company recorded an impairment of \$107,000 as the option agreement was terminated.

### **ES Property – Quebec, Canada**

On November 2, 2016, the Company entered into an option agreement to acquire a 100% interest in the ES Claims in Quebec. Under the terms of the agreement, the Company can earn 100% interest by issuing 69,444 common shares to the vendor (issued November 10, 2016) and incurring \$200,000 in exploration expenditures by November 2, 2021. The Company's interest is subject to a 1% NSR payable to the vendor, of which ½% is may be purchased for \$1,000,000

During the year ended December 31, 2017, the Company recorded an impairment of \$62,500 as the option agreement was terminated.

### **Miller's Playa Project – Nevada, USA**

On February 12, 2016, the Company entered into an option agreement to acquire a 100% interest in the Miller's Playa Project in Nevada. Under the terms of the agreement, the Company can earn a 100% interest by issuing 100,000 common shares to the vendor (issued February 12, 2016), making a cash payment of \$50,000 within 18 months of Exchange approval of this agreement, and \$150,000 within 36 months of Exchange approval of this agreement, and incurring \$1,000,000 in exploration expenditures by February 12, 2021. The Company's interest is subject to a ½% NSR payable to the vendor, of which ½% may be purchased for \$1,000,000.

During the year ended December 31, 2017, the Company recorded an impairment of \$409,338 as the option agreement was terminated.

### **Lac D'Or – Quebec, Canada**

On May 3, 2016, the Company entered into an option agreement to acquire a 100% interest in the Lac D'Or Claims in Quebec. Under the terms of the agreement, the Company can earn a 100% interest by issuing 33,333 common shares to the vendor (issued May 3, 2016), making a cash payment of \$50,000 on or before 18 months of Exchange approval of this agreement (May 3, 2016), and incurring \$200,000 in exploration expenditures by May 3, 2021. The Company's interest is subject to a 1% NSR payable to the vendor, of which ½% may be purchased for \$1,000,000.

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During the year ended December 31, 2017, the Company recorded an impairment of \$102,000 as the option agreement was terminated.

### **Harris Creek Gold Project – British Columbia, Canada**

On May 4, 2017, the Company entered into an option agreement to acquire 100% interest in the Harris Gold Creek Property on Vancouver Island in British Columbia. Under the terms of the agreement, the Company can earn 100% interest by issuing 55,555 common shares to the vendor (issued May 11, 2017) and making a cash payment of \$150,000 on or before 18 months of TSX Venture Exchange Approval, a further cash payment of \$150,000 on or before 36 months of TSX Venture Exchange Approval, and incurring \$1,000,000 in exploration expenditures within five years of the signing of the agreement. The Company's interest is subject to a 1% NSR, of which ½% may be purchased for \$1,000,000, less all amounts previously received as NSR payments.

During the years ended December 31, 2018 and 2017, the Company recorded an impairment of \$7,600 and \$157,300, respectively, as the option agreement was terminated.

### **Nadina Mountain Claims – British Columbia, Canada**

On November 21, 2017, the Company entered into an option agreement to acquire 100% interest in the Nadina Mountain Claims located in British Columbia. Under the terms of the agreement, the Company can earn 100% interest by paying \$5,000 to the vendor and issuing 277,777 common shares within five (5) days of TSX Venture Exchange Approval, a further cash payment of \$500,000 within 24 months of the signing of the agreement and completing \$200,000 in exploration expenditures on the Mineral Claim(s) within five (5) years of the signing of the agreement. The Company's interest is subject to a 1% GORR (Gross Overriding Royalty), of which ½% may be purchased for \$1,000,000, less all amounts previously received as GORR payments.

During the nine months ended September 30, 2019, the Company incurred \$Nil (2018 - \$Nil) in exploration expenditures on the Nadina Mountain Claims. The Company has currently suspended its intentions for additional exploration work on this property in an effort to focus on its sustaining property, thus recording an impairment of \$105,000.

### **Risk Factors**

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Company's business and the present stage of exploration of its resource properties (which are primarily early stage exploration properties with no known resources or reserves that have not been explored by modern methods), the following risk factors, among others, will apply:

***Mining Industry is Intensely Competitive:*** The Company's business will be the acquisition, exploration and development of resource properties. The mining industry is intensely competitive, and the Company will compete with other companies that have far greater resources.

***Resource Exploration and Development is Generally a Speculative Business:*** Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. The great majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

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**Fluctuation of Metal Prices:** Even if commercial quantities of mineral deposits are discovered by the Company, there is no guarantee that a profitable market will exist for the sale of the metals produced. Factors beyond the control of the Company may affect the marketability of any substances discovered. The prices of various metals have experienced significant movement over short periods of time, and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of and demand for metals are affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any mineral deposit will be such that any of its resource properties could be mined at a profit.

**Permits and Licenses:** The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

**No Assurance of Profitability:** The Company has no history of earnings and, due to the nature of its proposed business, there can be no assurance that the Company will ever be profitable. The Company has not paid dividends on its shares and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is from the sale of its common shares or, possibly, the sale or optioning of a portion of its interest in its resource properties. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there can be no assurance that any such funds will be available on favourable terms, or at all. At present, it is impossible to determine what amounts of additional funds, if any, may be required. Failure to raise such additional capital could put the continued viability of the Company at risk.

**These financial statements have been prepared assuming the Company will continue on a going concern basis:** The Company's unaudited interim financial statements have been prepared on the basis that it will continue as a going concern. The Company recorded a comprehensive loss of \$160,495 (2018 - \$81,224) for the nine months ended September 30, 2019. As at September 30, 2019, the Company had a working capital deficit of \$304,301 (2018 - \$224,806) and an accumulated deficit of \$20,501,305 (2018: \$20,340,810), which has been funded primarily by the issuance of equity. The Company's ability to continue as a going concern and to realize assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. If the Company is unable to obtain adequate additional financing, it may be required to curtail operations and exploration activities. Furthermore, failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis which would likely differ significantly from their going concern assumption carrying values.

**Uninsured or Uninsurable Risks:** The Company may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

**Government Regulation:** Any exploration, development or mining operations carried on by the Company will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In addition, the profitability of any mining prospect is affected by the market for precious and/or base metals which is influenced by many factors including changing production costs, the supply and demand for metals, the rate of inflation, the inventory of metal producing corporations, the political environment and changes in international investment patterns.

**Environmental Matters:** Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted, and which may well be beyond the capacity of the Company to fund. The Company's

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right to exploit any mining properties will be subject to various reporting requirements and to obtaining certain government approvals and there can be no assurance that such approvals, including environment approvals, will be obtained without inordinate delay or at all.

**Financing Risks:** The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

**Insufficient Financial Resources:** The Company does not presently have sufficient financial resources to undertake by itself the exploration and development of all of its planned exploration and development programs. The development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing or other means. There can be no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties. In particular, failure by the Company to raise the funding necessary to maintain in good standing its various option agreements could result in the loss of its rights to such properties.

**Dependence Upon Others and Key Personnel:** The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability to design and carry out appropriate exploration programs on its resource properties; (ii) the ability to produce minerals from any resource deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Company. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance of success with any or all of these factors on which the Company's operations will depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities. This is especially true as the competition for qualified geological, technical and mining personnel and consultants is particularly intense in the current marketplace.

**Price Fluctuations and Share Price Volatility:** In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual and extreme fluctuations in price will not occur.

**Surface Rights and Access:** Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or land owners, it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right at law to access the surface and carry on mining activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdictions.

**Title:** Although the Company has taken steps to verify the title to the resource properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such

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properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to resource properties may be subject to unregistered prior agreements or transfers and may also be affected by undetected defects or the rights of indigenous peoples.

### Results of Operations

At September 30, 2019 total assets were \$1,760,529 compared to \$1,780,801 as at December 31, 2018. This slight decrease in assets is the result of decreases in cash and GST receivables.

The Company has no operating revenues.

During the nine months ended September 30, 2019, the Company had a net loss of \$170,521 compared to a net loss of \$103,659 for the same period in the prior year. Expenses increased due to increases in claim registration due to the annual renewal fees of the Company's properties, increases in consulting, management and director's fees and professional fees due to the completion of the Company's annual audit, and increases in regulatory and transfer fees due to a share consolidation that was completed in the period.

### Selected Annual Information

Financial year ended:	December 31, 2018	December 31, 2017 (\$)	December 31, 2016 (\$)
Total Revenues	Nil	Nil	Nil
Net Loss			
In total	(299,237)	(2,639,458)	(2,389,023)
Per share <sup>1</sup>	(0.06)	(0.20)	(0.09)
Comprehensive income/(loss)			
In total	(299,237)	(2,639,458)	(2,389,023)
Total assets	1,780,801	1,890,013	3,671,345
Total long-term financial liabilities	Nil	Nil	Nil

No dividends were declared or paid nor are any contemplated.

Note 1 – Fully diluted per share amounts

### Discussion of Operations and Overall Performance

*Matters in prior periods related to the ongoing development of the Company's various properties have been disclosed in previous MD&A filed on SEDAR.*

### Corporate Update

#### Financing

On February 15, 2017, the Company completed a private placement of 474,444 units at a price of \$0.72 per unit for gross proceeds of \$341,600. Each unit containing a flow through share contained one-half share purchase warrant. Each unit containing a non-flow through share contained one full share purchase warrant. Each share purchase warrant will be exercisable at a price of \$1.08 for 3 years. In connection with this private placement, the Company paid \$34,160 in cash, issued 20,250 common shares and 14,715 finder's warrants. Each finder's warrant is exercisable into one common share at \$1.08 for a three-year period.

On March 24, 2017, the Company completed a private placement of 356,666 units (217,777 flow through and 138,889 non-flow through) at \$0.72 per unit containing flow through share and \$0.54 per unit containing non-flow through shares. Total gross proceeds were \$231,800. Each unit containing a flow through share contained one-half share purchase warrant. Each unit containing a non-flow through share contained one full share purchase warrant. Each share purchase warrant will be exercisable at a price of \$1.08 for 3 years. In connection with this private

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placement, the Company paid \$15,680 in cash, issued 10,888 common shares and 5,444 finder's warrants. Each finder's warrant is exercisable into one common share at \$0.72 for a three-year period.

Included in the March 24, 2017 private placement were 111,111 non-flow through units issued with a fair value of \$60,000 in consideration for an option on the Urban Barry Gold Project.

On April 25, 2017, the Company completed a private placement of 185,188 non-flow through units at \$0.54 per unit. Each unit contained one non-flow through common share and one share purchase warrant. Each share purchase warrant will be exercisable at a price of \$1.08 for 3 years. In connection with this private placement, the Company paid \$7,500 in cash, issued 6,944 common shares and 6,944 finder's warrants. Each finder's warrant is exercisable into one common share at \$1.08 for a three-year period.

### Property Acquisitions and Amendments

On May 11, 2017, the Company issued 55,555 common shares in consideration for an option on the Harris Creek Gold Property with a fair value of \$32,500.

On July 31, 2017, the Company issued 333,333 common shares in consideration to amend an option on the Urban Barry Gold Property with a fair value of \$150,000.

On December 4, 2017, the Company issued 277,777 common shares in consideration for an option on the Nadina Mountain Property with a fair value of \$100,000.

### Consolidations

Effective March 20, 2018, the Company consolidated its shares on the basis of one new, post-consolidated share for every 3 old, pre-consolidated shares. All share and per share amounts in these financial statements have been adjusted to reflect this share consolidation.

Effective April 5, 2019, the Company consolidated its shares on the basis of one new, post-consolidated share for every 3 old, pre-consolidated shares. All share and per share amounts in this management discussion and analysis have been adjusted to reflect this share consolidation.

### Debt Settlements

On September 4, 2019, the Exchange approved a debt settlement with four creditors. The Company issued 1,350,000 common shares of the Company at a deemed value of \$0.06 per common share in consideration for \$81,000 in debt outstanding. The common shares issued pursuant to the shares-for-debt settlement will be subject to a statutory hold period of four months plus a day.

### **Summary of Quarterly Results**

	<b>30Sep19</b>	<b>31Jun19</b>	<b>31Mar19</b>	<b>31Dec18</b>	<b>30Sept18</b>	<b>30Jun18</b>	<b>31Mar18</b>	<b>31Dec17</b>
<b>Revenue</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Net (Loss) Income</b>	\$(40,083)	\$(71,345)	\$(59,095)	\$(143,438)	\$(19,102)	\$(26,345)	\$(37,477)	\$(906,200)
<b>Basic/Diluted Loss per Share</b>	\$(0.01)	\$(0.01)	\$(0.01)	\$(0.06)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.16)

The following discussion outlines the reasons for some of the variations in the quarterly numbers but, as with most junior mineral exploration companies, the results of operations (including interest income and net losses) are not the main factors in establishing the financial health of the Company. Of far greater significance are the resource properties in which the Company has, or may earn an interest, its working capital and how many shares it has outstanding. The variation seen over such quarters is primarily dependent upon the success of the Company's ongoing property evaluation program and the timing and results of the Company's exploration activities on its then

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current properties, none of which are possible to predict with any accuracy.

There are no general trends regarding the Company's quarterly results and the Company's business of resource exploration is not seasonal, as it can work on its property on a year-round basis (funding permitting). Quarterly results may vary significantly depending mainly on whether the Company has abandoned any properties or granted any stock options and these factors which may account for material variations in the Company's quarterly net income (losses) are not predictable.

The major factors which may cause material variations in net loss on a quarterly basis are the following:

- Completion of annual audits, which occurred in the quarters ending March 31, 2019, and March 31, 2018.
- Impairments of the Company's properties as seen in the quarters of December 31, 2018, September 30, 2018, and December 31, 2017.

The major factors which may cause material variations in assets on a quarterly basis are the following:

- Acquisition of the Nadina Mountain Property which occurred in the quarter ended December 31, 2017.
- Increases in exploration expenditures which occurred in the quarters ended September 30, 2018.

### **Liquidity and Capital Resources**

The Company has no revenue generating operations from which it can internally generate funds and therefore has been incurring losses since inception. The Company has financed its operations and met its capital requirements primarily through the sale of capital stock by way of private placements and the subsequent exercise of share purchase warrants issued in connection with such private placements and the exercise of stock options. The Company also has raised funds through the sale of interests in its mineral properties. When acquiring interests in resource properties through purchase or option, the Company issues common shares or a combination of cash and shares to the vendors of the property as consideration for the property in order to conserve its cash. The Company expects that it will continue to operate at a loss for the foreseeable future and will require additional financing to fund the exploration of its existing properties and the acquisition of potential resource properties.

At September 30, 2019 has no off-balance sheet financing. The Company has no long-term debt. The Company's cash flow has decreased due to a reduction in financing from the prior year.

At this time, the Company has no operating revenues, and does not anticipate any operating revenues until the Company is able to find, acquire, place in production, and operate a resource property. Historically, the Company has raised funds through equity financing to fund its operations.

The Company will need to raise additional cash for working capital or other expenses. In addition, as a result of the Company's activities, unanticipated problems or expenses could result and require additional capital requirements, subject to TSX Venture Exchange policies and approvals.

The Company has no assets other than cash deposits and has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes the Company does not have sufficient working capital at this time to meet its current financial obligations.

### **Related Party Transactions**

During the nine months ended September 30, 2019, the Company entered into the following transactions with related parties:

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### (a) Related party transactions

The Company incurred the following transactions with companies having directors in common:

	Nine months ended September 30,	
	2019	2018
	\$	\$
Consulting fees	43,500	33,800
CFO fees	19,900	11,000
Geological fees	46,200	16,200
	109,600	61,000

### (b) Related party balances

The following related party amounts are included in prepaid expenses and deposits:

	Nine months ended September 30,	
	2019	2018
	\$	\$
Consulting fees	Nil	Nil
CFO fees	Nil	Nil
Geological fees	Nil	Nil

During the nine months ended September 30, 2019, the Company incurred 109,600 (2018 - \$61,000) in management and consulting fees due to directors and a company with a common director. At September 30, 2019, the Company owed directors and a company controlled by a director \$90,330 (2018 - \$16,950) in respect of those fees.

### Critical Accounting Estimates

In the application of the Company's accounting policies, which are described in note 3 to the unaudited interim financial statements for the nine months ended September 30, 2019, management is required to make judgments, apart from those requiring estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

- the determination that the Company will continue as a going concern for the next year; and
- the determination that there have been no events or changes in circumstances that indicate the carrying amount of exploration and evaluations assets may not be recoverable.

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, provisions for restoration and environmental obligations and contingent liabilities.

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### **Accounting Standards Issued but not yet Adopted:**

*The following standard will be adopted by the Company effective January 1, 2019:*

*IFRS 16 Leases* will be effective for accounting periods beginning on or after January 1, 2019. Early adoption will be permitted, provided the Company has adopted IFRS 15. This standard sets out a new model for lease accounting. The Company does not expect the adoption of this standard will have a material impact on its financial statements.

### **Fair Value of Financial Instruments**

#### ***1. Fair value of financial instruments***

The carrying values of cash and cash equivalents, amounts receivable and trade payables and accrued liabilities approximate their fair values because of their short-term nature. The fair values of marketable securities are based on current bid prices at September 30, 2019.

In evaluating fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and valuation techniques may have a material effect on the estimated fair value amounts. Accordingly, the estimates of fair value presented herein may not be indicative of the amounts that could be realized in a current market exchange.

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of hierarchy 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 for the asset or liability that are not based on observable market data.

There were no financial assets at fair value as at September 30, 2019.

There were no financial liabilities at fair value as at September 30, 2019, and November 15, 2019.

#### ***2. Financial instrument risk***

The Company is exposed in varying degrees to a variety of financial instrument related to risks. The Board approves and monitors the risk management processes:

##### **(i) Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of advances made to related parties. The Company manages liquidity risk through the management of its capital structure and financial leverage. Management currently does not have any such advances, therefore there is no exposure.

##### **(ii) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuance when required. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms. The Company does not have

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investments in any asset backed commercial papers. The Company's functional currency is the Canadian dollar. Therefore, the Company is not exposed to foreign exchange risk.

(iii) Market risk

(a) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. Financial assets and financial liabilities are not exposed to interest rate risk because they are non-interest bearing.

(b) Commodity price risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of palladium, nickel, and gold. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

During the nine months ended September 30, 2019, there were no changes to the Company's risk exposure or to the Company's policies for risk management.

### **Capital Management**

The Company's objectives when managing capital are to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern and maintain adequate levels of funds to support the acquisition, exploration and development of exploration and evaluation assets such that it can continue to provide returns to shareholders and benefits for other stakeholders.

The Company considers the items included in shareholders' equity as capital. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the Company's underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares or sell assets to settle liabilities. The Company has no long-term debt and is not subject to externally imposed capital requirements.

The properties in which the Company currently has an interest in are in the exploration stage, as such, the Company does not recognize revenue from its exploration properties. The Company's historical sources of capital have consisted of the sale of equity securities, loans, advances from related parties and interest income. In order for the Company to carry out planned exploration and development and pay for administrative costs, the Company will spend its working capital and expects to raise additional amounts externally as needed.

The Company is not subject to any externally imposed capital requirements.

There were no changes in the Company's management of capital during the period ended September 30, 2019.

### **Proposed Transactions**

The Company is continuously evaluating new opportunities that could include a joint venture, a disposal of the project or a sale of the Company. While various negotiations may be ongoing at any given time, these may or may not be successful. The Company considers opportunities where there is expected to be significant value to the shareholders. At this date, the Board of Directors have not approved any transaction, nor presented any potential transaction to the shareholders.

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**Outstanding Share Data**

As at September 30, 2019 and as at the date of this MD&A, the Company had 6,479,880 common shares, 986,876 warrants, and no stock options are outstanding. On March 3, 2019, 111,111 options granted on March 3, 2016 expired unexercised. The remaining 11,111 options granted on November 6, 2014 expired unexercised during the period ended June 30, 2019.

	<u>Number of shares</u>	<u>Number of options</u>	<u>Exercise price</u>	<u>Expiry date</u>
<b>Issued and outstanding</b>	6,479,880	-	-	-
		-	-	
		<u>Number of warrants</u>	<u>Exercise price</u>	<u>Expiry date</u>
		83,333	1.08	Dec 15, 2019
		3,333	1.08	Dec 29, 2019
		329,028	1.08	Feb 15, 2020
		14,715	0.72	February 15, 2020
		358,889	1.08	Mar 24, 2020
		5,444	0.72	March 24, 2020
		<u>192,133</u>	<u>1.08</u>	<u>April 25, 2020</u>
		<u>986,876</u>		

**Additional Information**

Additional information about the Company is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).