

EDISON COBALT CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
For the Year Ended September 30, 2019

**EDISON COBALT CORP.
SELECTED FINANCIAL INFORMATION
AND MANAGEMENT DISCUSSION AND ANALYSIS**

The following discussion of the financial condition and results of operations of Edison Cobalt Corp. (formerly Power Americas Minerals Corp.) (the “Company”) for the years ended September 30, 2018 and September 30, 2019 has been prepared by management, in accordance with the requirements of National Instrument of 51-102 as of January 28, 2020 and should be read in conjunction with the Company’s Consolidated Financial Statements and Notes thereto for September 30, 2018 and September 30, 2019, together with all the notes, risk factors and information contained therein.

All dollar amounts are expressed in Canadian dollars unless otherwise indicated. Note that additional information relating to the Company is available on SEDAR at www.sedar.com.

Forward-Looking Statements

Certain statements contained in this document constitute “forward-looking statements”. When used in this document, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “propose”, “anticipate”, “believe”, “forecast”, “estimate”, “expect” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company’s current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or development.

INTRODUCTION

Edison Cobalt Corp. (formerly Power Americas Minerals Corp.) (the “Company”) was incorporated on November 8, 2009 under the *Business Corporations Act* of British Columbia. The Company’s primary business activity is mineral property exploration and development. On August 3, 2011, the Company’s common shares were listed for trading on the TSX Venture Exchange (“TSX-V” or the “Exchange”). Effective September 5, 2018 the Company’s name was changed to Edison Cobalt Corp. The Company’s shares trade on the TSX-V under the symbol EDDY, on the Frankfurt Stock Exchange under the symbol VV0:GR and on the U.S. Over the Counter Market (“OTC”) under the symbol PWMRF. The Company’s head office and registered and records office is located at Suite 1080, 789 West Pender Street, Vancouver, BC, V6C 1H2 Canada.

PROPOSED TRANSACTION WITH SUDBURY PLATINUM CORPORATION

On November 25, 2019 the Company and Sudbury Platinum Corporation (“SPC”) entered into a definitive arms-length amalgamation agreement (the “Agreement”). The contemplated transaction will result in a reverse-take over (the “Reverse Take-Over”) of the Company by SPC. The resulting issuer will be renamed “SPC Metals Corp” (the “Resulting Issuer”). It is anticipated that existing shareholders of SPC will hold approximately 77% of the Resulting Issuer prior to giving effect to the Concurrent Financing (as defined below).

The Reverse Take-Over contemplates the following:

- The Company will complete a share consolidation on the basis of 3.55:1, such that each 3.55 shares of the Company will be consolidated into one new share of the Company (post-consolidation);

- SPC shareholders will exchange their SPC shares for 1.32 shares of the Company (post-consolidation per above) for each share of SPC;
- Convertible securities of SPC and the Company will be amended accordingly as a result of the Company's consolidation and the Reverse Takeover;
- The Company will complete a private placement consisting of 14,000,000 subscription receipts at a price of \$0.25 per subscription receipt (the "Concurrent Financing"). Upon the completion of the Reverse Take-Over, each subscription receipt will be converted into one unit (a "Unit") of the Resulting Issuer. Each Unit will consist of one share and one-half of one share purchase warrant. Each whole warrant will be exercisable into one share of the Resulting Issuer at a price of \$0.40 for a period of two years. The Company has engaged Gravitas Securities Inc (Gravitas) as its agent for the Concurrent Financing. Gravitas will be entitled to a cash commission of 8% of the gross proceeds of the Concurrent Financing and broker warrants equal to 8% of the number of subscription receipts issued under the Concurrent Financing. Each broker warrant is exercisable into one Unit for a period of two years at a price of \$0.25. The Company will also pay a corporate finance fee of 5% of subscriptions, payable in subscription receipts.

Completion of the Reverse Take-Over is subject to a number of conditions precedent, including:

- The Company will complete a share consolidation on the basis of 3.55:1,
- The receipt of shareholder approval of each of the Company and SPC;
- The approval of the TSX Venture Exchange;
- The completion of the Concurrent Financing;
- No material adverse change having occurred for each of the Company and SPC; and
- Compliance with the terms of the Agreement by each of the Company and SPC.

SPC Assets

SPC owns three properties two of which are in the Sudbury mining camp near Sudbury Ontario (Aer-Kidd and Lockerby East), and one is near Espanola Ontario (Owen Nickel).

Aer-Kidd

SPC owns 100% of the mining rights for the Aer-Kidd Project that is located approximately 20 km southwest of Sudbury, Ontario along the Worthington Offset Dyke. The mineralization was first discovered on the Aer-Kidd Project in the late 1880's and the property saw production in the late 1960's from two shaft developments and a small open pit. The property is sandwiched between Vale's Totten Mine and KGHM's Victoria Development Project. SPC has been exploring the area below the historic workings since 2013 and has completed 36 holes totaling 21,494 metres.

Lockerby East

The Lockerby East (LKE) Project is located approximately 20 km west of Sudbury, Ontario within the southwest corner of the Sudbury Basin, and consists of approximately 390 hectares of freehold patents. The property includes 100% of the Lockerby East and South Patents as well as a 70% interest in the West Graham Deposit (WGD) (30% owned by Landore Resources Canada Ltd.). The property is adjacent to the past producing Lockerby Mine from which the LKE Deposit was accessed and partially mined via a 1.1 km drift driven from the 3800 Level of the Lockerby Mine.

Owen Nickel

SPC owns 100% of the mining rights of the 592 ha Owen Nickel property located 70 km west of Sudbury Ontario near Espanola. The property host an historic, high grade nickel showing (grab samples up to 3.82% Ni and 2.38% Cu) hosted in mafic to ultramafic intrusive rocks. A total of 20 historic drill holes have been completed on the property, however the mineralization remains open in all directions. Historic drilling has returned up to 4.7m @ 1.17% Ni and 0.39% Cu.

Thomas Edison Mine and Kittson Cobalt Property, Northeastern ON

On January 23, 2017, the Company entered into an option agreement to acquire a 100% interest in the Kittson Cobalt Property ("Kittson Property"). The Kittson Property is comprised of five unpatented mining claims totalling 68 units having a combined area of approximately 1,090 hectares.

Under the terms of the Option Agreement the Company can earn a 100% interest in the Kittson Property for an aggregate purchase of \$1,155,000 payable by a combination of common shares and cash, of which \$1,125,000 of the purchase price was satisfied by the issuance of 6,250,000 common shares at a deemed price of \$0.20 per common share, and \$30,000 cash payable within 12 months following the execution of the Option Agreement. The Kittson Property is subject to an underlying 2% Net Smelter Return royalty, of which 1.5% may be purchased by the Company for \$1,000,000.

On December 7, 2017, the Company announced the completion of the initial prospecting program which included reconnaissance prospecting and geological mapping. The primary focus of the 2017 exploration program was to define and better understand the historic cobalt mineralization on the project in order to develop drill targets for a future drill program. Preliminary prospecting results from this program returned up to 3.66% Cobalt (see PAM news release 10-03-2017).

On January 23, 2018, the Company announced it has commenced drilling and key highlights of this work program include:

- 2,000 m helicopter supported diamond drill program
- 16 holes planned at the historic Shakt-Davis mine
- 2 holes planned on the northern extension of the historic Edison mine
- Drill holes lengths ranging from 75 to 250 metres will test mineralization both near surface and below historic workings

On February 8, 2018, the Company closed the acquisition of 100% of the outstanding shares of 10451754 Canada Inc. which holds an additional 100% interest in 10 unpatented mining claims totaling 140 units having a combined area of approximately 2,240 hectares. The Company's 100% owned Kittson project now consists of 216 unpatented claims having a combined area of approximately 4,440 hectares. Eight of the new claims are contiguous to the Kittson Property. Two of the new claims are approximately 5 km south of the Kittson Property's southern boundary. The Company acquired the shares of 10451754 Canada Inc. by issuance of 13,000,000 common shares of the Company with a fair value of \$2,600,000.

On May 23, 2018, the Company announced the first results of their winter diamond drilling program on their Kittson-Cobalt Project. A total of 17 drill holes, totaling 1,750 metres, of BTW-size core were drilled, 15 targeting the Shakt-Davis mine area and 2 holes targeting the eastern extension of the Edison mine. The program successfully intersected the fracture zone that hosts the Shakt-Davis mineralization over a strike length of 125 metres and to a maximum depth of 170 metres. The fracture zone ranged from 5 to 30 metres wide (drilled core length) and hosted several 0.1 - 1.0 metre quartz-carbonate veins surrounded by intense carbonate alteration. Fracture- and vein-controlled cobalt mineralization in the form of smaltite occurred throughout this zone with values up to 0.05% Co over 29.24 metres (see PAM news release 05-23-2018).

On May 30, 2018, the Company executed an agreement to purchase the Thomas Edison mine located in the area of Kittson-Cobalt Property (the "Edison Purchase"). The Edison Purchase closed on June 11, 2018. The purchase price of the mine is \$30,723 in cash and expenses. The mine lies on the same fracture system that hosts the Shakt-Davis mine located ~1 km to the east. The Edison Purchase, consists of one 16 hectare patented claim with both surface and mineral rights.

On June 6, 2018, the Company announced the final results of the winter diamond drilling program on the Kittson-Cobalt Project. A total of 17 drill holes, totaling 1,750 metres, of BTW-size core were drilled, 15 targeting the historic Shakt-Davis mine area and 2 holes targeting the eastern extension of the historic Edison mine. The program extended

the Shakt-Davis mineralization east of the existing mine workings. Holes KIT-18-009 and - 010 represent the furthest east drilling on the Shakt-Davis structure returning up to 0.12% cobalt over 6.23 meters including 0.56% cobalt over 0.57 meters. The mineralization remains open to the east. The final two holes of the program (KIT-18-016 and -017) tested the eastern extension of the historic Edison mine. Both holes successfully intersected the Edison structure returning up to 0.40% cobalt over 0.41 meters, indicating that the Edison structure has exploration potential outside of historic mine workings as well.

On August 14, 2018, the Company announced it has commenced the summer drill program on the Kittson Property. A total of 20 holes for 2,000 metres are planned on the newly acquired Thomas Edison mine. The Thomas Edison mine has not seen any exploration since 1907. The drilling program was delayed by severe forest fires in northeast Ontario this summer, one of which burned small portion of the Kittson-Cobalt Project's western claim group. These fires caused a prohibition by the Ministry of Natural Resources and Forestry of Ontario on the use of machinery in the woods which was only recently lifted. The fracture zone, which hosts the Thomas Edison mine, is interpreted to be the same that hosts the Shakt-Davis mine located 1 km to the east. The Shakt-Davis mine has returned grab samples up to 3.66% cobalt and 0.46% Co over 1.50 meters in shallow drilling. Concurrent with the diamond drill program, an extensive regional mapping and prospecting program is underway on the Larger Kittson Cobalt project. This program will trace the full extent of the fracture system which hosts the Thomas Edison, Shakt-Davis and Kittson mines, as well as follow up on initial prospecting on the western claim group.

On January 22, 2019, the Company announced that it had completed its 2018 Exploration program on the Kittson Cobalt Project. A total of 360 prospecting samples were collected during this program, highlighting >1% Cobalt. This included the first prospecting samples collected from the recently acquired historic Edison mine which returned **up to 6.13 % cobalt**. A new zone, North Kittson was also discovered approximately 500 meters north of the historic Kittson mine with prospecting samples returning **up to 2.18 % cobalt** and significantly **up to 7.83 g/t gold**. Geological mapping also confirmed that the Shakt-Davis and Edison mines are hosted on the same east-west trending fracture zone and that this fracture zone extends for >1.5 kilometers. A full 34 % of the prospecting samples collected along this fracture returned >0.1 % cobalt and 16 % returned >1 % cobalt.

A total of 2,620 metres (21 holes) were completed during the program. This drilling represented the first exploration on the historic Edison mine in over 100 years. Highlights include **0.34% cobalt over 2.65 metres including 0.98% cobalt over 0.35 meters** in hole ED-18-010 and **0.46% cobalt over 2.05 meters** in hole ED-18-015

The drill program successfully intersected the fracture zone that hosts the Edison mine mineralization. The fracture zone was much wider than was observed at surface, ranging from 7 to 30 metres wide (drilled core length) hosting several 0.1 - 2.0 metre quartz-carbonate veins surrounded by intense carbonate alteration. Fracture and vein controlled cobalt mineralization in the form of smaltite and erythrite (cobalt bloom) occurred throughout this zone with values as high as **1.24% Cobalt over 0.35 meters**..

Spirit River Lithium Project, Fox Creek-Swan Hills, AB

On August 18, 2016, the Company announced that the Province of Alberta has approved the transfer to the Company of a 100% undivided interest in four contiguous metallic and industrial minerals exploration permits covering four townships northwest of the Fox Creek-Swan Hills area in the Peace River Arch District (the "Acquisition Area").

The exploration permits encompass an area of approximately 36,800 hectares. There are more than 800 well sites within the permitted area as documented by the Province of Alberta, which of some are producing wells with lithium content in well brines. The Acquisition Area is within MGX Minerals' Peace River Arch South area of permits and contiguous southeast to their Pouce Coupe sub-property.

On March 16, 2017, the Company announced that the Province of Alberta had approved the Company's application for a 100% undivided interest in a further six metallic and industrial minerals exploration permits covering six townships northwest of the Fox Creek-Swan Hills district in the Peace River Arch-Spirit area of northwestern Alberta.

On January 11, 2017, the Company announced the commencement of an exploration program to be conducted by APEX Geoscience Ltd. Brine sampling will be conducted on approximately 10 – 20 oil and gas wells and will undergo geochemical analysis by Maxxam Analytics Inc. at its Petroleum Technology Centre located in Edmonton, AB.

On May 31, 2017, the Company announced the results of the brine samples taken from the Spirit River Lithium Project. Brine samples were tested for potentially elevated concentrations of lithium and other important elements in reservoirs/aquifers underlying Spirit River landholdings. The Company's consultant Apex Geoscience Ltd. of Edmonton, AB conducted the brine sampling program and the brine samples were sent to Maxxam Analytics Inc. for geochemical analysis at its Petroleum Technology Centre located in Edmonton, AB. No significant results were returned. As a result, the Company determined that it would not pursue the Alberta Lithium, Fox Creek-Swan Hills properties and allowed its rights to these properties to expire or lapse. Accordingly, the Company recognized an impairment of \$23,850 during the period ended September 30, 2018

Geological information presented herein was summarized by Neil Pettigrew, M.Sc., P.Geo., Vice President of Exploration and a director of the Company, and a Qualified Person as defined by National Instrument 43-101.

Outlook for the Coming Year

For the upcoming 2020 fiscal year, subject to the completion of the proposed transaction with SPC noted above, the priority of the Company will be to assess the results of the exploration work currently conducted on the Kittson property and the Thomas Edison Mine to determine what future action on the property is warranted. The Company is also actively conducting due diligence on new opportunities.

Results of Operations

	For the Year Ended September 30, 2019 (Audited)	For the Year Ended September 30, 2018 (Audited)	For the Year Ended September 30, 2017 (Audited)
	\$	\$	\$
Net loss for the year	411,991	1,027,495	569,015
Basic/Diluted loss per share	0.01	0.02	0.03
Current assets	1,001,373	1,701,088	418,495
Exploration and evaluation assets	5,305,460	5,261,000	1,353,779
Shareholders' equity	6,259,559	6,671,550	1,729,522

For the year ended September 30, 2019

For the year ended September 30, 2019, the Company reported an overall loss of \$411,991 (2017: \$1,027,495). Management services were \$125,000 (2018: \$132,000), office and sundry were \$2,462 (2018: \$53,089), consulting were \$176,667 (2018: \$189,433), stock-based compensation were \$nil (2018: \$516,508), advertising and promotion were \$79,883 (2017: \$154,725), transfer agent and filing fees were \$24,276 (2018: \$56,041), travel expense was \$8,802 (2018: \$33,605) and accounting, audit and legal were \$33,627 (2018: \$32,919) for the year. The decrease in loss for the year and expenses is primarily the result of decrease in stock-based compensation recorded on the issuance of stock options, decreased activities on the Thomas Edison Mine and the Kittson Property during the fiscal year, net of the recorded settlement of flow-through share premium.

For the year ended September 30, 2018

For the year ended September 30, 2018, the Company reported an overall loss of \$1,027,495 (2017: \$569,015). Management services were \$132,000 (2017: \$91,000), office and sundry were \$53,089 (2017: \$12,551), consulting

were \$189,433 (2017: \$106,302), stock-based compensation were \$516,508 (2017: \$201,793), advertising and promotion were \$154,725 (2017: \$24,166), transfer agent and filing fees were \$56,041 (2017: \$22,862), travel expense was \$33,605 (2017: \$18,738) and accounting, audit and legal were \$32,919 (2017: \$91,603) for the year. The increase in loss for the year and expenses is primarily the result of increase in stock based compensation recorded on the issuance of stock options, increased activities from the acquisition of the Thomas Edison Mine and the Kittson Property, net of the recorded settlement of flow-through share premium.

Liquidity and capital resources

As of September 30, 2019, the Company had working capital of \$954,099 (2018: \$1,410,550).

For the ensuing year, the Company estimates that the aggregate monthly cost of administration will be approximately \$30,000 for a total aggregate annual cost of approximately \$360,000.

The Company expects to incur losses for at least the next 24 months and there can be no assurance that the Company will ever make a profit. To achieve profitability, the Company must advance its properties through further exploration in order to bring the property to a stage where the Company can attract the participation of a major resource company, which has the expertise and financial capability to place such property into commercial production.

The Company's ability to continue as a going-concern is dependent upon its ability to advance exploration properties to the development stage and achieve profitability by taking the property to production or from the sale of the property. The Company is dependent upon raising equity financing or obtaining short-term loans to continue to advance its property interests and fund ongoing operations. The consolidated financial statements are prepared on a going concern basis, which implies that the Company will realize its assets and discharge its liabilities in the normal course of business. The consolidated financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary if the Company were unable to achieve and maintain profitable operations.

An analysis of the quarterly results over the last four quarters shows a substantial variance which can be attributed to the Company incurring varying stock-based compensation, professional, office and general costs, net of the recorded settlement of flow-through share premium, period over period. In light of the volatile nature of the mineral exploration business, management expects continued variances over the comparable periods.

Selected Quarterly Financial Data

Results for the last eight quarters ending September 30, 2019:

	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018
	\$	\$	\$	\$
Net loss for the period	88,457	101,065	137,946	84,523
Basic/Diluted loss per share	0.00	0.00	0.00	0.00
Current assets	1,001,373	1,102,599	1,189,649	1,334,315
Exploration and evaluation assets	5,305,460	5,305,460	5,305,460	5,305,460
Shareholders' equity	6,259,559	6,348,015	6,449,080	6,587,026

	September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017
	\$	\$	\$	\$
Net loss for the period	94,891	206,214	123,305	603,085
Basic/Diluted loss per share	0.00	0.00	0.00	0.02
Current assets	1,701,088	2,405,949	422,197	840,274

	September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017
Exploration and evaluation assets	5,261,000	4,661,887	4,507,756	1,553,358
Shareholders' equity	6,671,550	7,016,440	4,852,586	2,343,391

Selected Share Capital Data

The Company is authorized to issue an unlimited number of common shares without par value. As at September 30, 2019 and the date of this MD&A there were 70,803,998 common shares issued and outstanding.

As at September 30, 2019 there were 3,290,000 incentive stock options outstanding and exercisable and as at the date of this MD&A there were 2,990,000 incentive stock options outstanding and exercisable.

As at September 30, 2019 there were 29,872,164 share purchase warrants outstanding and as at the date of this MD&A there were 14,972,164 share purchase warrants outstanding and exercisable.

Exploration and Evaluation Expenditures

Pre-exploration Costs

Pre-exploration costs are expensed in the period in which they are incurred.

Exploration and Evaluation Expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation of plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs and share based payments to employees and consultants, are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss/income.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral source has been determined, the property is considered to be a mine under development and is classified a "mines under construction". Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Mineral exploration and evaluation expenditures are classified as intangible assets.

Management's Responsibility for Financial Statements

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets and liabilities. Management believes such estimates have been based on a careful judgment and have been properly reflected in the accompanying consolidated financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information. The Company's CEO and CFO have confirmed to the Company that they are satisfied with the effectiveness of the Company's system of disclosure controls and procedures as at September 30, 2018 based upon their evaluation of the effectiveness of such disclosure and controls procedures.

Management of Capital and Business Prospects

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued capital stock, warrants, contributed surplus and deficit, in the definition of capital. Management adjusts the capital structure as necessary in order to support the discovery, acquisition, development and mining of economically-viable precious and base metal mineral resources. The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the year ended September 30, 2018. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate.

The properties in which the Company currently has an interest are in the exploration stage. As such the Company is dependent on external financing to fund its activities. In order to carry out its planned exploration programs and pay for management and administrative costs, the Company will spend its ongoing working capital and raise additional amounts as needed.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Accounting Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results may differ from these estimates.

Areas of significant judgment, assumptions and estimates in the financial statements are:

- Classification of expenditures as exploration and evaluation expenditures or operating expenditures
- Going concern assessment
- Impairment reviews for exploration and evaluation assets
- Fair value of share-based payment and financial instruments
- Recoverability measurement of deferred tax assets

Changes in Accounting Standards

The consolidated financial statements have been prepared in accordance with the principles of International Financial Reporting Standards (“IFRS”) as set out in CPA Canada Handbook - Accounting. The consolidated financial statements therefore comply with IFRS as issued by the International Accounting Standards Boards (“IASB”) and interpretation of the International Financial Reporting Interpretations Committee (“IFRIC”).

At the date of the approval of the consolidated financial statements, a number of standards and interpretations were in issue but not yet effective. The Company considers that these new standards and interpretation are either not applicable or are not expected to have a significant impact on the Company’s condensed consolidated financial statements.

A number of new accounting standards, amendments to standards, and interpretations have been issued but not yet effective up to the date of issuance of the Company’s financial statements. The following standard is relevant to the Company’s financial statements:

IFRS 16 – Leases

IFRS 16, Leases, new standard contains a single lessee accounting model, eliminating the distinction between operating and financing leases from the perspective of the lessee. The accounting requirements from the perspective of the lessor remains largely in line with previous IAS 17 requirements, effective for annual reporting periods beginning on or after January 1, 2019. The Company does not have any material lease agreements and does not expect the adoption of this standard to materially impact its financial statements.

Financial Instruments and Related Risks

The Company manages capital and its exposure to financial risks by ensuring it has sufficient financial capacity to support its exploration development plans and long-term growth strategy.

The Company is subject to various financial risks that could have a significant impact on financial conditions and the Company’s ability to advance its exploration projects. These risks include liquidity risk, credit risk, currency risk and financial market conditions relating to interest rates and mineral commodity prices.

Liquidity Risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company attempts to manage liquidity risk by maintaining sufficient cash balances to satisfy current and planned expenditures. The Company may from time to time have to issue additional shares to ensure there is sufficient capital to meet long term objectives.

Credit Risks

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. The Company’s primary exposure to credit risk is attributable to cash. To limit its exposure to credit risk, the Company held its cash with high-credit quality financial institutes in Canada.

Foreign Currency Exchange Risk

Foreign currency is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of change in foreign exchange rates. The Company is not exposed to foreign exchange risk.

Global Financial Market Conditions

Events and conditions in the global financial markets, particularly over the last two years continue to impact commodity prices, interest rates and currency rates. These conditions, as well as market volatilities, may have a positive or negative impact on the Company's operating costs, project exploration and development expenditures, and planning the Company's projects.

Fair Value

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measure at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value 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 that are not based on observable market data

Related Party Transactions

Transactions with related parties during the year ended September 30, 2019 are as follows:

- (i) The Company incurred a total of \$125,000 (2018: \$132,000) for management services and \$9,000 (2018 - \$nil) for the provision of office facilities to a company controlled by a director.
- (ii) The Company incurred a total of \$60,000 (2018: \$55,000) in consulting services to a company controlled by an officer and director.
- (iii) The Company incurred a total of \$44,460 (2018: \$977,581) for geologist and assay services, from a company related to a director.
- (iv) The Company owes \$nil (2018: \$196,271) to companies related to officers and directors of the Company.

The Company has identified its directors and certain senior officers as its key management personnel. The remuneration of the Company's directors and other key management is as follows:

	2019	2018
Management services, consulting and rent	\$ 194,000	\$ 187,000
Share based compensation	\$ -	\$ 292,904

Additional Disclosure for Issuers without Significant Revenue

The Company has not had any revenues from operations during the fiscal year ended September 30, 2013, the fiscal year ended September 30, 2014, the fiscal year ended September 30, 2015, the fiscal year ended September 30, 2016, the fiscal year ended September 30, 2017, the fiscal year ended September 30, 2018, and the fiscal year ended September 30, 2019. Please consult the audited annual consolidated financial statements pertaining to the fiscal year ended September 30, 2018 and the fiscal year ended September 30, 2019 for presentation of the significant acquisition, exploration and operating costs.

Disclosure Controls and Procedures and Internal Control Over Financial Reporting

Under Canadian securities laws, because the Company is a venture issuer, it is not required to certify the design nor provide an evaluation of its disclosure controls and procedures (“DC&P”) and internal control over financial reporting (“ICFR”) and therefore, has not completed such an evaluation. Accordingly, this MD&A does not contain a discussion relating to the establishment and maintenance of DC&P and ICFR, as defined in National Instrument 52-109. In particular, management of the Company is not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes.

Accordingly, inherent limitations on the ability of the Company’s management to design and implement on a cost effective basis DC&P and ICFR for the Company may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

For the fiscal year ended September 30, 2013, the fiscal year ended September 30, 2014, the fiscal year ended September 30, 2015, the fiscal year ended September 30, 2016, the fiscal year September 30, 2017, the fiscal year ended September 30, 2018, and the fiscal year ended September 30, 2019, there were no changes in policies or procedures for DC&P and ICFR as compared to the prior fiscal years.

Additional Information

Other additional information relating to the Company may be found on SEDAR at www.sedar.com and on the Company’s website at www.poweramericascorp.com.