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RT MINERALS CORP.

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RT MINERALS CORP.

INTERIM MD&A – QUARTERLY HIGHLIGHTS

FOR THE NINE MONTHS ENDED AUGUST 31, 2019

The following interim MD&A – Quarterly Highlights of the financial position of RT Minerals Corp. ("the Company") and results of operations of the Company should be read in conjunction with the unaudited condensed interim consolidated financial statements including the notes thereto for the period ending August 31, 2019 and the audited financial statements for the year ending November 30, 2018.

The accompanying unaudited condensed interim consolidated financial statements and related notes are presented in accordance with International Financial Reporting Standards for interim financial statements and accordingly do not include all disclosures required for annual financial statements. These statements, together with the following interim MD&A – Quarterly Highlights dated **October 28, 2019** ("Report Date"), are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to the potential future performance. The information in the interim MD&A – quarterly highlights may contain forward-looking statements.

These statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth below.

Economic and industry factors are substantially unchanged with respect to a comparison of the Company's interim financial condition to the financial condition as at the most recently completed financial year end.

Additional information relating to the Company may be found on SEDAR at www.sedar.com.

1. CORE BUSINESS

RT Minerals Corp. is a junior resource company engaged in the acquisition, exploration and evaluation of mineral properties in Canada for hosting gold and base metals.

The Company's principal property is the **Norwalk Gold Property** located approximately 6 kilometres south of Wawa, Ontario in which the Company has an option to earn a 100% interest, subject to a 2% net smelter royalty. The property is contiguous to the southern border of Red Pine Explorations Inc.'s ("Red Pine") Wawa Gold Project. See Section 6.1 below for more information on the property.

The Company was incorporated on March 9, 2007 under the Business Corporations Act of British Columbia and is currently a reporting issuer in British Columbia, Alberta and Ontario. The Company's common shares were approved for listing on the TSX Venture Exchange ("TSXV") and commenced trading on August 5, 2011 under the symbol "RTM". The Company is also listed on the OTC Pink Market under the symbol "RTMFD" with DTC eligibility for trading in the United States.

The consolidated financial statements include the accounts of the Company and its 100% wholly owned subsidiary, RT Minerals Corp (Guyana) Inc. ("RTMG"). RTMG was incorporated in Guyana. Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

2. FINANCIAL CONDITION

The Company has not generated revenue from operations since inception. The Company has accumulated losses of $14,104,658 since inception and expects to incur further losses in the development of its business, all of which may cast significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to raise financing and generate future profitable operations. As the Company is in the exploration stage, the recoverability of costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties. The Company will periodically have to raise funds to continue operations, and although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future.

Industry and economic factors continue to affect the Company's performance. Generally weak capital market conditions make it a challenge to raise equity financing to fund the Company's acquisition and exploration activities. These conditions are expected to continue over the next twelve months.

The Company had a working capital deficit of $74,520 at August 31, 2019 compared to a surplus of $96,306 at November 30, 2018.

Cash was $4,842 at August 31, 2019 compared to $49,104 at November 30, 2018. Short term investments were $nil at August 31, 2019 but at November 30, 2018 consisted of $50,000 in term deposits and $36,023 in marketable securities. The Company's sources and uses of cash are discussed in section 4 "*Cash Flows*" below.

Amounts receivable of $2,360 at August 31, 2019 (November 30, 2018 - $3,215) consist of GST input tax credits.

Prepaid expenses of $1,733 at August 31, 2019 (November 30, 2018 - $633) relate to ordinary operating expenses.

Exploration and evaluation assets of $1,007,869 at August 31, 2019 (November 30, 2018 - $1,104,219) consist of acquisition and exploration expenditures on the Company's Norwalk property, which is discussed in section 6 "*Major Operating Milestones*" below.

Trade and other payables of $51,984 at August 31, 2019 (November 30, 2018 - $37,735) are unsecured.

Due to related parties of $31,471 at August 31, 2019 (November 30, 2018: $4,934) includes amounts owing to directors and officers for unpaid salaries, consulting fees and expenses, which are unsecured, non interest bearing and payable on demand.

3. FINANCIAL PERFORMANCE

The Company is engaged in acquisition, exploration and evaluation activities in Canada.

Because the Company is in the exploration stage, it did not earn any significant revenue and its expenses relate to the costs of operating a public company of its size. Net loss for the nine months ended August 31, 2019 was $267,129 compared to net loss of $376,996 for the nine months ended August 31, 2018; or $0.02 loss per share compared to $0.08 loss per share for the 2018 comparative period. Net loss for the three months ended August 31, 2019 was $154,245 compared to net loss of $76,757 for the three months ended August 31, 2018; or $0.01 loss per share compared to $0.02 loss per share for the 2018 comparative period.

3.1 Other Income and Expenses

Other income totalled $292 for the nine months ended August 31, 2019 and includes gain on disposal of investments, gain on foreign exchange and interest income. Other income totalled $35 for the nine months ended August 31, 2018 and consists of loss on foreign exchange, interest income and unrealized loss on marketable securities.

3.2 Total Expenses for the nine months ended August 31, 2019

Total expenses for the nine months ended August 31, 2019 were $267,421 compared to total expenses of $377,031 recorded for the 2018 comparative period.

Employee costs were $111,857 for the nine months ended August 31, 2019 compared to expenses of $286,967 recorded for the 2018 comparative period. Employee costs include consulting fees, management fees, salaries and benefits, and share-based payments. The following is a breakdown of material components of the Company's employee costs for the nine months ended August 31, 2019 and 2018.

	Nine months ended August 31, 2019 $	Nine months ended August 31, 2018 $
Consulting fees	6,852	155,006
Management fees	-	9,150
Salaries and benefits	105,005	29,398
Share-based payments	-	93,413
	111,857	286,967

Consulting fees include various business development consultants, geological consultants and administrative fees. Management fees and salaries and benefits are period expenses paid to directors and officers. Fees paid to directors for project management, field services, and mineral claims management are capitalized to exploration and evaluation assets.

During the nine months ended August 31, 2018, the Company granted 405,000 stock options with a fair value of $129,366, of which $35,953 granted to geological consultants was capitalized to exploration and evaluation assets, and $93,413 granted to business development consultants and a director was expensed to the consolidated statement of comprehensive loss.

General and administrative expenses were $59,114 for the nine months ended August 31, 2019 compared to expenses of $86,893 recorded for the 2018 comparative period. The following is a breakdown of the material components of the Company's general and administrative expenses for the nine months ended August 31, 2019 and 2018.

	Nine months ended August 31, 2019 $	Nine months ended August 31, 2018 $
Accounting and audit fees	431	1,897
Filing fees	6,731	17,565
Investor communication	3,221	2,996
Legal fees	14,166	9,545
Office expenses	14,392	24,330
Transfer agent	3,157	9,321

Travel and automobile	17,016	21,239
	59,114	86,893

Filing fees were $6,731 for the nine months ended August 31, 2019 compared to expenses of $17,565 recorded for the 2018 comparative period. The following is a breakdown of the material components of the Company's filing fees for the nine months ended August 31, 2019 and 2018.

	Nine months ended August 31, 2019 $	**Nine months ended August 31, 2018 $**
Annual financial statements	2,743	2,743
Miscellaneous filings	88	502
Personal information form	-	200
Private placement	-	3,385
Property acquisition	-	588
Report of exempt distribution	-	1,159
Share consolidation	-	2,500
Stock option plan	-	2,588
Sustaining fee	3,900	3,900
	6,731	17,565

Investor communication expenses were $3,221 for the nine months ended August 31, 2019 and consist of shareholder meeting costs compared to expenses of $2,996 for the 2018 comparative period that relates to news releases.

Legal fees were $14,166 for the nine months ended August 31, 2019 compared to expenses of $9,545 for the 2018 comparative period. The following is a breakdown of the material components of the Company's legal fee expenses for the nine months ended August 31, 2019 and 2018.

	Nine months ended August 31, 2019 $	**Nine months ended August 31, 2018 $**
Annual General Meeting	5,175	2,302
Annual corporate services	812	-
General corporate matters	738	5,891
Project acquisition	7,441	1,352
	14,166	9,545

Office expenses were $14,392 for the nine months ended August 31, 2019 compared to expenses of $24,330 for the 2018 comparative period. The following is a breakdown of the material components of the Company's office expenses for the nine months ended August 31, 2019 and 2018.

	Nine months ended August 31, 2019 $	**Nine months ended August 31, 2018 $**
Bank charges	245	543
Insurance	200	1,600

Meals and entertainment	3,456	5,694
Office supplies and expenses	600	1,502
Rent and storage	7,086	11,411
Telephone and internet	2,805	3,580
	14,392	24,330

General liability insurance was purchased for the Company's exploration activities on the Norwalk property. The decrease in office expenses for the nine months ended August 31, 2019 compared to the 2018 comparative period reflects cost-saving measures.

Transfer agent fees were $3,157 for the nine months ended August 31, 2019 compared to $9,321 in expenses recorded for the 2018 comparative period, of which $3,896 relates to a share consolidation.

Travel and automobile expenses were $17,016 for the nine months ended August 31, 2019 compared to $21,239 recorded for the 2018 comparative period and includes travel to PDAC.

Impairment of exploration and evaluation assets of $96,450 recorded for the nine months ended August 31, 2019 are a write down of the Golden Reed Mine property as the Company does not plan any further exploration on the property.

3.3 Total Expenses for the three months ended August 31, 2019

Total expenses for the three months ended August 31, 2019 were $154,386 compared to total expenses of $76,644 recorded for the 2018 comparative period.

Employee costs were $39,485 for the three months ended August 31, 2019 compared to expenses of $47,140 recorded for the 2018 comparative period. Employee costs include consulting fees, management fees, salaries and benefits, and share-based payments. The following is a breakdown of material components of the Company's employee costs for the three months ended August 31, 2019 and 2018.

	Three months ended August 31, 2019 $	**Three months ended August 31, 2018 $**
Consulting fees	5,352	33,750
Management fees	-	3,750
Salaries and benefits	34,133	9,640
Share-based payments	-	-
	39,485	47,140

Consulting fees include various business development consultants, geological consultants and administrative fees. Management fees and salaries and benefits are period expenses paid to directors and officers. Fees paid to directors for project management, field services, and mineral claims management are capitalized to exploration and evaluation assets.

General and administrative expenses were $18,451 for the three months ended August 31, 2019 compared to expenses of $26,323 recorded for the 2018 comparative period. The following is a breakdown of the material components of the Company's general and administrative expenses for the three months ended August 31, 2019 and 2018.

	Three months ended August 31, 2019 $	**Three months ended August 31, 2018 $**
Accounting and audit fees	-	859
Filing fees	1,388	4,580
Investor communication	81	596
Legal fees	6,832	4,778
Office expenses	4,841	5,390
Transfer agent	951	5,689
Travel and automobile	4,358	4,431
	18,451	26,323

Filing fees were $1,388 for the three months ended August 31, 2019 compared to expenses of $4,580 recorded for the 2018 comparative period. The following is a breakdown of the material components of the Company's filing fees for the three months ended August 31, 2019 and 2018.

	Three months ended August 31, 2019 $	**Three months ended August 31, 2018 $**
Miscellaneous filings	88	30
Private placement	-	750
Share consolidation	-	2,500
Sustaining fee	1,300	1,300
	1,388	4,580

Investor communication expenses were $81 for the three months ended August 31, 2019 and consist of shareholder meeting costs compared to expenses of $596 for the 2018 comparative period that relates to news releases.

Legal fees were $6,832 for the three months ended August 31, 2019 compared to expenses of $4,778 for the 2018 comparative period. The following is a breakdown of the material components of the Company's legal fee expenses for the three months ended August 31, 2019 and 2018.

	Three months ended August 31, 2019 $	**Three months ended August 31, 2018 $**
Annual corporate services	56	-
General corporate matters	128	2,476
Property acquisition	6,648	-
Share consolidation	-	2,302
	6,832	4,778

Office expenses were $4,841 for the three months ended August 31, 2019 compared to expenses of $5,390 for the 2018 comparative period. The following is a breakdown of the material components of the Company's office expenses for the three months ended August 31, 2019 and 2018.

	Three months ended August 31, 2019 $	**Three months ended August 31, 2018 $**
Bank charges	72	127
Insurance	-	600
Meals and entertainment	1,114	2,467
Office supplies and expenses	308	317
Rent and storage	2,388	1,399
Telephone and internet	959	480
	4,841	5,390

General liability insurance was purchased for the Company's exploration activities on the Norwalk property. The decrease in office expenses for the three months ended August 31, 2019 compared to the 2018 comparative period reflects cost-saving measures.

Transfer agent fees were $951 for the three months ended August 31, 2019 compared to $5,689 in expenses recorded for the 2018 comparative period that includes $3,896 related to share consolidation.

Travel and automobile expenses were $4,358 for the three months ended August 31, 2019 compared to $4,431 recorded for the 2018 comparative period.

Impairment of exploration and evaluation assets of $96,450 recorded for the three months ended August 31, 2019 are a write down of the Golden Reed Mine property as the Company does not plan any further exploration on the property.

4. CASH FLOWS

The Company is still in the exploration and development stage and as such does not earn any significant revenue. Total cash used in operating activities was $156,723 for the nine months ended August 31, 2019 compared to cash used of $166,164 for the 2018 comparative period.

Cash provided by investing activities was $85,971 for the nine months ended August 31, 2019 and consists mainly of proceeds from sale of short term investments. In comparison, cash of $310,836 was used in investing activities during the 2018 comparative period that consists of expenditures on exploration and evaluation assets.

Cash provided by financing activities was $26,490 for the nine months ended August 31, 2019 and consists of $47 in share issuance costs and $26,537 in advances from related parties. Cash provided by financing activities was $506,889 for the 2018 comparative period and consists of proceeds from share issuance of $473,000, share issuance costs of $8,339, and repayments to related parties of $42,228.

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the statement of cash flows. For 2019 they are comprised of $nil (2018 - $65,750) in shares issued for mineral properties, $nil (2018 - $2,000) in shares issued for finder's fees, and $nil (2018 - $35,953) in share-based payments included in exploration and evaluation assets.

5. SELECTED ANNUAL INFORMATION

N/A

6. MAJOR OPERATING MILESTONES

The Company is in the mineral exploration stage and as such has no revenues. Mineral interests in the form of exploration and acquisition costs totalled $1,007,869 as at August 31, 2019 (November 30, 2018 - $1,104,219).

During the nine months ended August 31, 2019, the Company abandoned the Golden Reed Mine property and accordingly exploration and acquisition costs of $96,450 were written off as an impairment loss.

During the year ended November 30, 2018, the Company abandoned the Ballard Lake, Dill River and South Wawa properties, and accordingly exploration and acquisition costs of $539,100, $69,969 and $18,000 respectively were written off as impairment losses.

During the year ended November 30, 2018, the Company sold the Dog Lake gold property for consideration of $5,000 and 800,000 common shares of Manitou Gold Inc. The Company realized a loss on disposal of $65,319 on the transaction.

Total costs incurred on exploration and evaluation assets are summarized as follows:

	Ballard Lake $	Norwalk $	Dill River $	Dog Lake $	Golden Reed $	South Wawa $	Total $
Balance at November 30, 2017	536,150	704,650	66,661	118,869	43,000	-	1,469,330
Exploration costs							
Administration	2,950	38,903	2,950	3,450	3,450	2,250	53,953
Community consultations	-	2,500	-	-	-	-	2,500
Drilling	-	235,334	-	-	-	-	235,334
Line cutting	-	12,150	-	-	-	-	12,150
Reports	-	5,411	-	-	-	-	5,411
Sampling	-	44,524	-	-	-	-	44,524
Technical assessment	-	9,515	357	-	-	-	9,872
	2,950	348,337	3,307	3,450	3,450	2,250	363,744
Acquisition of property	-	-	-	-	50,000	15,750	65,750
Balance at August 31, 2018	539,100	1,052,987	69,968	122,319	96,450	18,000	1,898,824
Balance at November 30, 2018	-	1,007,769	-	-	96,450	-	1,104,219
Exploration costs							
Drilling	-	100	-	-	-	-	100
	-	100	-	-	-	-	100
Impairment of property	-	-	-	-	(96,450)		(96,450)
Balance at August 31, 2019	-	1,007,869	-	-	-	-	1,007,869

6.1 Norwalk Property

On September 20, 2016, the Company signed an Option Agreement to acquire a 100% interest, subject to a 2% Net Smelter Royalty, in the Norwalk gold property located approximately six kilometres south of the town of Wawa, Ontario. The Company may earn its interest in the property by paying an initial consideration of $5,000 (paid) and issuing 20,000 common shares of the Company (issued) upon receipt of TSX Venture Exchange approval of the Option Agreement (the “Acceptance Date”) (approved October 5, 2016); and making additional optional payments of $15,000 (paid) and 10,000 common shares (issued) on the first anniversary of the Acceptance Date; $25,000 (paid) and 100,000 common shares (issued) on the second anniversary of the Acceptance Date; and $45,000 and 100,000 common shares on the third anniversary of the Acceptance Date.

On September 20, 2019, the Company signed an amendment to the Option Agreement to amend the final option payment as follows: cash of $22,500 and 200,000 common shares on or before October 15, 2019 and cash of $22,500 and 200,000 common shares on or before March 31, 2020. As of the date of this Report, the option payment due on October 15, 2019 has not been made. The Vendors have provided notice to the Company that it has until November 14, 2019 to make the option payment or else they have the right to terminate the option. On October 8, 2019, the Company announced that it proposes to complete a private placement of up to $150,000, from which proceeds the option payment will be made. As of the date of this Report, the Offering has not yet closed and due to the inherent risks and uncertainties of capital markets, the Company provides no assurance that the financing will be completed. See Section 8 on Liquidity below.

The Norwalk property is contiguous to the south boundary of the Wawa Gold Project, held by Red Pine Exploration Inc. The property is comprised of three unpatented mineral claims consisting of 29 units with a total area of 445 hectares. Several mineralized zones occur on the Property including the Norwalk Gold Mine (Au), the Fred C Shaft (Au), the Gananoque Vein (Au), and the Barton Occurrence (Au, Fe). There are no mineral resources or mineral reserves within the Property boundaries. Historical production occurred at the Norwalk Gold Mine in 1904 and 1910 totalling 60 ounces of gold from 820 tons milled (Fergusen, Groens and Haynes 1971).

During the nine months ended August 31, 2019, the Company expended $100 in exploration costs on the Norwalk property for drill core storage. During the nine months ended August 31, 2018, the Company expended $348,337 in exploration costs on the Norwalk property that includes consultations with First Nations groups, drilling, line cutting, report writing, sampling, technical assessment, and capitalization of share-based payments granted to geological consultants.

On November 27, 2017, the Company announced that it had completed further surface exploration including trenching of a new target area called the Red Carbonate Zone (“RCZ”). The RCZ lies within a broad corridor of intense deformation, referred to locally as the Monk deformation zone. Recent property-wide exploration indicates that the Monk deformation corridor has a minimum width of 1.5 kilometres and extends from the northwestern to the southeastern border of the Norwalk property for 2.5 kilometres.

Trenching initially exposed the Red Carbonate Zone along a 25-metre strike oriented at 115° Azimuth, and drilling measures dip to be 65° south. The RCZ is currently known to be 25 metres long and 25 metres deep, and is open in all directions for additional exploration.

The RCZ is a red-brown crystalline carbonate body 2 to 5 metres wide with up to 25% quartz veins that are mineralized with sulphides and gold. The RCZ structure contains a dense array of shallow dipping quartz veins that locally contain visible gold. Host-rock adjacent to the RCZ is intermediate to felsic metavolcanic schist mineralized with 2 to 3% sulfides locally.

Carbonate zones with quartz veining like the RCZ are one of several gold mineralized host units in Timmins and Campbell Red Lake gold camps. Carbonate zones like RCZ are commonly 30 to 60 centimetres wide, and interpreted to be significant channels for hydrothermal fluid movement during gold mineralizing events. The Company’s Red Carbonate Zone measures 2 to 5 metres wide in trenches and core drilling at Norwalk. Historical grab sampling of RCZ has returned from trace to 0.43 ounces per ton gold.

In December 2017, the Company completed four HQ core diamond drill holes (93 metres) and a further ten HQ core holes (813 metres) in January 2018 to test the RCZ and follow up on trenching completed in November 2017 on the Norwalk property.

Drilling targeted the RCZ and consistently intercepted structurally controlled quartz veining hosted within the RCZ, and the footwall and hanging-wall of the RCZ structure. Seven of the drill holes intersected significant gold mineralization (Table 1).

Table 1: Gold assays from split HQ core.

Drill Hole	From (m)	To (m)	Core Length (m)	EOH (m)	Au (g/t) (Weighted Average)
N17-14	3.0	4.0	1.0	66	1.82
N17-14	21.0	22.0	1.0		11.80
N17-14	37.0	38.0	1.0		27.40
N18-17	34.3	34.7	0.4	48	1.99
N18-18	52.2	53.2	1.0	75	1.44
N18-19	44.1	45.1	1.0	63	0.58
N18-19	48.1	49.1	1.0		2.68
N18-21	74.6	75.3	0.7	114	4.26
N18-21	91.9	96.4	4.5		2.25
Incl.	91.9	92.9	1.0		3.53
Incl.	93.9	94.4	0.5		9.49
Incl.	95.4	96.4	1.0		1.51
N18-22	117.7	118.7	1.0	129	1.17
N18-22	121.0	121.6	0.6		2.44
N18-22	122.6	123.6	1.0		1.04
N18-23	44.1	44.6	0.5	78	1.02

Drilling demonstrates high- and low-grade, near surface gold mineralization along the tested strike-length of the target structure, which remains open along strike and depth. Drill holes were positioned to intersect gold-mineralized quartz veins at near right angles, so core length and true width of mineralized zones are similar (press release dated March 2, 2018).

The RCZ is situated approximately 600 metres SSE of the high grade Gananoque showing and thus the Company plans to evaluate the Gananoque as well as the 600 metre gap between the RCZ and Gananoque. The proposed program consists of up to 7,500 metres in drilling at core lengths of up to 150 metres, subject to financing.

The Company also proposes to further review, ground truth and explore up to 64 geophysical anomalies that remain untested out of the 69 targets outlined during the Company's September 2017 geophysical program, subject to financing.

For further information on the Norwalk property, please see the Company's news releases on www.sedar.com or visit the Company's website at www.rtmcorp.com.

6.2 Golden Reed Mine Property

On October 18, 2017, the Company signed an option agreement (the "Option Agreement") to acquire a 100% interest, subject to a 2% retained royalty, in the Golden Reed Mine gold property located approximately six kilometres southeast of the town of Wawa, Ontario. The Company shall have the right to purchase 1% of the royalty on the property at any time for $1,000,000. The Company exercised the option on January 31, 2018 and earned its interest in the property by paying an initial consideration of $3,000 (paid) and issuing 100,000 common shares of the Company (issued on November 14, 2017 with a fair value of $40,000) upon receipt of TSXV approval of the Option Agreement (the "Acceptance Date") (approved November 13, 2017); and making an additional optional payment of 100,000 common shares on or before the first anniversary of the Acceptance Date (issued on January 31, 2018 with a fair value of $50,000).

The Company does not plan any further exploration on the property, and accordingly $96,450 in exploration and acquisition costs were written off as an impairment loss during the period ended August 31, 2019.

7. SUMMARY OF QUARTERLY RESULTS

N/A

8. LIQUIDITY

The Company's financial statements have been prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on the ability of the Company to raise equity financing and the attainment of profitable operations. In order for the Company to continue as a going concern and meet its financial obligations over the next twelve months, the Company will need to conclude an equity and/or debt financing.

At August 31, 2019, cash was $4,842, short-term investments were $nil, and amounts receivable were $2,360 consisting largely of GST input tax credits.

The Company has total current liabilities of $83,455 at August 31, 2019. Due to related parties includes amounts owing to directors, officers, and companies with common directors and officers for unpaid salaries, project management services and expenses. The Company has no debt or debt arrangements.

Working capital deficit was $74,520 at August 31, 2019.

Factors that could impact on the Company's liquidity are monitored regularly and include market changes, gold price changes, and economic downturns that affect the market price of the Company's trading securities for the purposes of raising financing. The current state of equity markets have improved marginally but still presents a challenge to raise financing. Management believes that this condition may continue over the next twelve months.

Based on the above financial condition at August 31, 2019, the Company will need to raise additional equity financing and/or find joint venture partners in order to meet its financial obligations as they become payable in the current fiscal year.

On October 8, 2019, the Company announced that it proposes to undertake a private placement to raise gross proceeds of up to $150,000 (the "Offering") through the sale of up to 5,000,000 units priced at $0.03 (the "Units"). Each Unit consists of one common share and one half of a share purchase warrant, with each whole warrant exercisable into one further common share at a price of $0.05 for a term of one year. The proceeds from the Offering will be used to pay trade payables, general working capital and for the cash payments of the Company's option on the Norwalk gold property in Wawa, Ontario. Finders' fees may be payable in connection with the Offering in accordance with the policies of the TSXV. The Offering is subject to the approval of the TSXV. As of the date of this Report, the Offering has not yet closed and due to the inherent risks and uncertainties of capital markets, the Company provides no assurance that the financing will be completed.

9. CAPITAL RESOURCES

The Company has no commitments for capital expenditures. The Company holds an option on the Norwalk property that will require final cash option payments of $22,500 on October 15, 2019 and $22,500 on March 31, 2020.

The Company does not have any capital resources in the form of debt, equity and any other financing arrangements.

10. OFF-BALANCE SHEET ARRANGEMENTS

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

11. TRANSACTIONS BETWEEN RELATED PARTIES

Office expenses of $445 (2018: $7,402) were charged by a company with common directors and officers that shares office premises. At August 31, 2019, $100 (November 30, 2018: $1,284) in amounts owing to the co-tenant were included in due to related parties.

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include directors, the chief executive officer and chief financial officer of the Company. Key management personnel compensation is comprised of the following:

	2019 $	2018 $
Short-term employee benefits and director fees	103,535	68,883
Share-based payments	-	17,535
	103,535	86,418

The Company has entered into an Officer and Consulting Agreement (the "Agreement") with the Company's Chairman, Chief Executive Officer and President (the "President") effective September 1, 2018 for the duration that he serves as an officer to the Company. As compensation for the services to be provided, the President will receive a monthly salary of $8,000 with a provision for severance of $80,000 in the event that the Agreement is terminated or not renewed. During the nine months ended August 31, 2019, the Company paid $76,535 (2018: $Nil) in salary and taxable benefits to the President.

The Company has entered into an Employment Agreement (the "Agreement") with the Company's Chief Financial Officer effective December 1, 2018 for a twelve-month term ending November 30, 2019. As compensation for the services to be provided, the Chief Financial Officer will receive a monthly fee of $3,000 with a provision for severance of $20,000 in the event that the Agreement is terminated or not renewed. During the nine months ended August 31, 2019, the Company paid $27,000 (2018 - $27,500) in salary to the Chief Financial Officer.

Due to related parties at August 31, 2019 includes $31,371 (November 30, 2018: $3,649) in amounts owing to directors and officers for unpaid salaries, consulting fees and expenses.

12. FOURTH QUARTER

N/A

13. PROPOSED TRANSACTIONS

The Company is engaged in the search for potential joint venture partners, mineral property acquisitions and financings, but there are currently no proposed asset or business acquisitions or dispositions. Other than disclosed in this Report, the Company does not have any proposed transactions.

14. SIGNIFICANT CHANGES FROM PREVIOUS DISCLOSURE

N/A

15. CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The following new standards, and amendments to standards and interpretations, are effective for the year ended November 30, 2019, and have been applied in preparing these consolidated financial statements:

IFRS 15 *Revenue from Contracts with Customers* – In May 2014, the IASB issued IFRS 15 which supersedes IAS 11 – Construction Contracts, IAS 18 – Revenue, IFRIC 13 – Customer Loyalty Programmes, IFRIC 15 – Agreements for the Construction of Real Estate, IFRIC 18 – Transfers of Assets from Customers, and SIC 31 – Revenue – Barter Transactions Involving Advertising Services. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

IFRS 9 *Financial Instruments* – In November 2009, as part of the IASB project to replace IAS 39 *Financial Instruments: Recognition and Measurement*, the IASB issued the first phase of IFRS 9 that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities. In November 2013, new general hedge requirements were added to the standard. In July 2014, the final version of IFRS 9 was issued and adds a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics.

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended November 30, 2019, and have not been applied in preparing the consolidated financial statements.

The following new standards, amendments and interpretations have not been early adopted in these consolidated financial statements and are not expected to have a material effect on the Company's future results and financial position:

Accounting standards effective for annual periods beginning on or after January 1, 2019

IFRS 16 *Leases* – IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions.

IFRIC 23 *Uncertainty over Income Tax Treatments* – IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation is applicable for annual periods beginning on or after January 1, 2019. Earlier application is permitted. The Interpretation requires: (a) an entity to contemplate whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution; (b) an entity to determine if it is probable that the tax authorities will accept the uncertain tax treatment; and (c) if it is not probable that the uncertain tax treatment will be accepted, measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method better predicts the resolution of the uncertainty.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair values

The Company's financial instruments include cash, term deposits, short term investments, amounts receivable, trade and other payables, and amounts due to related parties. The fair value of these financial instruments approximates their carrying values due to the relative short-term maturity of these instruments.

The following table summarizes information regarding the carrying and fair values of the Company's financial instruments:

	August 31, 2019		**November 30, 2018**	
	Fair Value **$**	**Carrying Value** **$**	**Fair Value** **$**	**Carrying Value** **$**
FVTPL assets (i)	4,842	4,842	135,127	135,127

(i) Cash and short-term investments

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and

Level 3 - Inputs for the asset or liability that are not based on observable market data.

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

As at August 31, 2019	Level 1 $	Level 2 $	Level 3 $	Total $
Cash	4,842	-	-	4,842

There were no transfers from Level 1 to Levels 2 or 3 and there were no transfers from Levels 2 or 3 to Level 1 during the period ended August 31, 2019 and year ended November 30, 2018.

The Company believes the recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates.

The Company's financial instruments are exposed to certain financial risks: credit risk, liquidity risk, market risk and currency risk.

Credit risk

Credit risk is the risk of an unexpected loss associated with counterparty's inability to fulfil its contractual obligations. Management evaluates credit risk on an ongoing basis and monitors activities related to amounts receivable including the amounts of counterparty concentrations. The primary sources of credit risk for the Company arise from its financial assets consisting of cash and amounts receivable. The carrying value of these financial assets represents the Company's maximum exposure to credit risk. To minimize credit risk the Company only holds its cash with high credit chartered Canadian financial institutions. As at August 31, 2019, the Company has no financial assets that are past due or impaired due to credit risk defaults.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations with respect to financial liabilities as they fall due. The Company's financial liabilities consist of its accounts payable and amounts due to related parties. The Company handles its liquidity risk through the management of its capital structure as described in Note 13 of the financial statements. All of the Company's financial liabilities are due on demand, do not generally bear interest and are subject to normal trade terms.

The following are the contractual maturities of financial liabilities as at August 31, 2019:

	Carrying Amount $	Contractual Cash Flows $	Within 1 year $	Within 2 years $	Within 3 years $	Over 3 years $
Trade payables	51,984	51,984	51,984	-	-	-
Due to related parties	31,471	31,471	31,471	-	-	-
Total	83,455	83,455	83,455	-	-	-

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. Market conditions will cause fluctuations in the fair values of financial assets classified as held-for-trading, available-for-sale and cause fluctuations in the fair value of future cash flows for assets or liabilities classified as held-to-maturity, loans or receivables and other financial liabilities. The Company is not exposed to significant interest rate risk as the Company has no fluctuating interest bearing debt. The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in gold and metal prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currencies. The Company does not hedge its exposure to fluctuations in foreign exchange rates. The Company's Guyana subsidiary is exposed to currency risk as it incurs expenditures that are denominated in US dollars while its functional currency is the Canadian dollar.

17. DISCLOSURE OF OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares. The holders of common shares are entitled to receive dividends and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

As at October 28, 2019, the Company has 12,087,963 common shares issued and outstanding.

As at October 28, 2019, the Company has outstanding warrants as follows:

Number	**Exercise Price per Share**	**Expiry Date**
4,000,000	$0.08	August 31, 2020
3,000,000	$0.08	September 7, 2020
68,900	$0.50	May 16, 2021
7,068,900	$0.08	

As at October 28, 2019, the Company has outstanding options as follows:

Number	Exercise Price per Share	Expiry Date
95,000	$0.50	February 14, 2020
62,000	$0.50	March 7, 2020
157,000		

18. COMMITMENTS, EXPECTED OR UNEXPECTED EVENTS, OR UNCERTAINTIES

The Company is party to various consulting agreements with arm's length individuals and entities.

Other than disclosed in this Report, the Company does not have any commitments, expected or unexpected events, or uncertainties.

19. BOARD OF DIRECTORS AND OFFICERS

The directors of the Company are Donald M. Clark (Chairman, President and CEO), Edmond Hatoum, Mark Lofthouse, and Lacrimioara Onolfo. Sandra Wong is Chief Financial Officer and Corporate Secretary.

20. CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

These statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth below.

This Management's Discussion and Analysis contains "forward-looking statements, within the meaning of applicable Canadian Securities legislation", that involve a number of risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of gold and copper, the estimation of mineral reserves and resources, the realization of mineral estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency exchange rate fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and timing and possible outcome of pending litigation. Often, but not always, 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 state that certain actions, events or results "may", "could", "would", or "might" be taken, occur or be achieved. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made, and they involve known and unknown risks, uncertainties and other factors which may cause the actual results, level of activity, performance or achievements of the Company to be materially different from any other future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others: risks relating to the integration of acquisitions, risk relating to international operations, the actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold and copper; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; 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; fluctuations in metal prices; as well as those risk factors discussed or referred to in the Company's Management's Discussion and Analysis for the period ended August 31, 2019 filed with the securities regulatory authorities in Canada and available at 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 anticipated, estimated or intended. There can be 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. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements.

21. MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying financial statements of the Company and all the information in this Management's Discussion and Analysis are the responsibility of management and have been approved by the Board of Directors.

The financial statements have been prepared by management in accordance with International Financial Reporting Standards. When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has prepared the financial information presented elsewhere in the Management's Discussion and Analysis and has ensured that it is consistent with that in the financial statements.

The Company maintains systems of internal accounting and administrative controls in order to provide, on a reasonable basis, assurance that the financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board, and the minority of its members are independent directors. The Committee meets at least once a year with management, as well as the external auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues, to satisfy itself that each party is properly discharging its responsibilities, and to review the financial statements and the external auditors' report. The Committee reports its findings to the Board for consideration when approving the financial statements for issuance to the shareholders. The Committee also considers, for review by the Board and approval by the shareholders, the engagement or reappointment of the external auditors. The Company's auditors have full and free access to the Audit Committee.

On behalf of the Board,

RT MINERALS CORP.

Donald M. Clark
Chairman, President and Chief Executive Officer