

ESSEX MINERALS INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended September 30, 2018.

General

The following Management Discussion and Analysis ("MD&A") should be read in conjunction with the audited financial statements and notes for the fiscal years ended September 30, 2018 and 2017. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional information relating to the Company can be found on the SEDAR website at www.sedar.com.

The MD&A was approved by the Board of Directors of the Company on January 28, 2019.

The head office, principal address and registered and records office of the Company are located at 800 – 1199 West Hastings Street, Vancouver, BC, Canada, V6E 3T5.

Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The financial statements and the MD&A were approved by the Board of Directors of the Company on January 28, 2019.

Basis of Presentation

The financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at their fair value as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting except cash flow information.

All amounts are in Canadian dollars unless otherwise stated.

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", "progressing", "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.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown risks, uncertainties and other factors, many of which are beyond the Company's ability to predict or control could cause actual results to differ materially from those contained in the forward-looking statements, which include, without limitation, commodity price volatility, changes in debt and equity markets, increases in costs, interest rate and exchange rate fluctuations, general economic conditions, the ability of the Company to receive continued financial support from related parties and to obtain public equity financing, the ability to generate profitable operations in the future, and the receipt of regulatory approvals on acceptable terms. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements.

Overview

The Company was incorporated on November 19, 2012 under the Business Corporations Act (British Columbia). The Company's principal business activity is the exploration of mineral properties. The Company currently conducts substantially all of its operations in Canada in one business segment.

The Company is a natural resource company engaged in the acquisition and exploration of mining properties. The Company's main emphasis is on the exploration for copper and gold in the Kamloops Mining Division, British Columbia where the Company has acquired an option to acquire a 100% undivided interest in the Melba Property which is described below under the heading "Interest in the Melba Property". The Company commenced natural resource development operations on December 18, 2012 when it entered into the Melba Option Agreement, as amended September 30, 2014 and further amended on December 1, 2014, September 30, 2015, November 5, 2015 and October 3, 2016, to acquire a 100% undivided interest in certain mineral claims which are referred to as the "Melba Property". The Company has not made any significant dispositions.

On December 22, 2016, the Company received a receipt of the British Columbia Securities Commission for the Long Form Prospectus dated December 20, 2016 (the prospectus). On March 15, 2017, the Company completed an Initial Public Offering and its shares were listed on the TSX Venture Exchange ("TSXV").

The Company has not yet determined whether its properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and exploration costs is dependent upon the existence of economically recoverable ore reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from the disposal of properties.

Interest in the Melba Property

On December 18, 2012 ("Effective Date") and subsequently amended on September 30, 2014, December 1, 2014, September 30, 2015, November 5, 2015 and October 3, 2016, the Company entered into an option agreement to acquire a 100% interest in 8 mining claims located in the Kamloops Mining District of British Columbia. To acquire the 100% interest, the Company must make cash payments of \$120,000 and issue 100,000 of the Company's common shares as follows:

Date	Cash	Shares
Upon the execution and delivery of the Agreement (paid)	\$ 5,000	-
Within 30 days after execution and delivery of the Agreement (paid)	\$ 10,000	-
Within 10 days after listing of the Company's shares on the TSXV (paid and issued)	\$ 15,000	50,000
First anniversary after listing of the Company's shares on the TSXV (paid and issued)	\$ 20,000	50,000
Second anniversary after listing of the Company's shares on the TSXV	\$ 25,000	-
Third anniversary after listing of the Company's shares on the TSXV	\$ 45,000	-
	\$ 120,000	100,000

During the term of the option, the Company is required to keep the claims in good standing, and to incur minimum Exploration Expenditures on the Properties of not less than an aggregate of \$350,000 as follows:

1. \$100,000 by the first anniversary of the Effective Date (incurred); and
2. an additional \$250,000 by the fourth anniversary of the Effective Date (incurred).

These claims are also subject to a 2% Net Smelter Return Royalty payable to the Optionor, which can be acquired at a purchase price of \$1,000,000 per percentage point commencing from the date upon which the Property is put into commercial production.

Expenditure related to the properties can be summarized as follows:

	Balance September 30, 2016	Additions	Balance September 30, 2017	Additions	Balance September 30, 2018
	\$	\$	\$	\$	\$
Acquisition costs					
Additions during the year					
Property option payments					
- cash	15,000	15,000	30,000	20,000	50,000
- shares	-	7,500	7,500	9,000	16,500
	15,000	22,500	37,500	29,000	66,500
Exploration costs					
Geophysical IP/Mag-EM survey	-	138,338	138,338	-	138,338
Airborne geophysical survey	90,000	-	90,000	-	90,000
Project management	19,752	20,152	39,904	-	39,904
Technical report	23,177	13,237	36,414	-	36,414
Travel, supplies and field expenses	15,606	17,156	32,762	-	32,762
Field costs	10,500	11,000	21,500	-	21,500
Soil sampling	-	21,336	21,336	-	21,336
Geological consulting	9,700	1,000	10,700	-	10,700
Geophysical consulting	9,827	-	9,827	-	9,827
Equipment rental	3,678	2,600	6,278	-	6,278
Assays	166	-	166	-	166
Mining exploration tax credit	(10,136)	-	(10,136)	(933)	(11,069)
	172,270	224,819	397,089	-	396,156
Balance, end of year	187,270	247,319	434,589	28,067	462,656

Going Concern

These financial statements have been prepared using accounting principles applicable to a going concern which assumes 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 rather than through a process of forced liquidation. The Company emphasises that attention should be drawn to matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern the most significant of these being the Company's ability to carry out its business objectives dependent on the Company's ability to receive continued financial support from related parties, to obtain public equity financing, or to generate profitable operations in the future. Other uncertainties include the fact that the Company is currently in the exploration stage for its interests in the Melba Property in British Columbia, Canada (see Interest in the Melba Property), the economic viability of which have not been fully assessed. The Company has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of capitalized costs on the Melba Property is uncertain and dependent upon projects achieving commercial production or sale. The outcome of these matters cannot be predicted at this time. The Company is considering a number of alternatives to secure additional capital including obtaining funding facilities or equity financings. Although management intends to secure additional financing there is no assurance management will be successful or that it will establish future profitable operations. These factors together raise substantial doubt about the Company's ability to continue as a going concern.

	September 30, 2018	September 30, 2017
Deficit	\$ (772,125)	\$ (521,590)
Working capital (deficiency)	\$ (43,323)	\$ 226,279

If the going concern assumption was not appropriate for these financial statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the statements of financial position classifications used and such amounts would be material.

Selected Annual Information

	2018	2017	2016
	\$	\$	\$
Sales or Revenue	-	-	-
Net loss	250,535	133,308	22,637
Loss per share	0.02	0.02	0.00
Total assets	563,651	664,061	214,209

Results of Operations

During the fiscal year ended September 30, 2018, the Company had net loss of \$250,535 or \$(0.03) per share compared with a loss of \$133,308 or \$(0.02) per share for the fiscal year ended September 30, 2017. On December 22, 2016, the Company received a receipt of the British Columbia Securities Commission for the Long Form Prospectus dated December 20, 2016 (the prospectus). On March 15, 2017, the Company completed an Initial Public Offering and its shares were listed on the TSXV.

Filing and transfer fees relate to submissions to the regulatory authorities and to the maintenance of the share records by the Company's transfer agent. During the fiscal year ended September 30, 2018 \$8,351 (2017: \$25,248) was incurred for filing fees and \$11,289 (2017: \$10,636) for transfer agent fees. Management fees are paid or accrued to the Company's Chief Executive Officer for management services provided to the Company. During the fiscal year, \$21,000 (2017: \$21,000) was paid to the Company's former Chief Executive Officer pursuant to a management contract and \$60,000 (2017: \$Nil) was accrued to the Company's current Chief Executive Officer. Office and miscellaneous expenses and telephone expenses were incurred for maintenance of the Company's office. Professional fees are incurred for general maintenance of the Company's records and for filings with regulatory authorities. Included within professional fees are legal fees in the amount of \$25,291 (2017: \$47,703), audit and related services fees of \$88,385 (2017: \$16,799), strategic planning fees of \$10,000 (2017: \$Nil), and fees paid or accrued to the Company's Chief Financial Officer in the amount of \$16,000 (2017: \$18,000). During the fiscal year the Company incurred costs with respect to investigation of a potential property acquisition in the amount of \$Nil (2017: \$1,625). Travel and promotion expenses were incurred with respect to the Company's search for new business projects and financings. Amounts were recorded for recovery of income taxes previously deferred with respect to expenditures incurred pursuant to flow through share issuances.

Operating Expenses

	Three months ended September 30,		Years ended September 30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
General and administrative expenses				
Bank charges and interest	87	285	364	557
Filing and transfer agent fees	2,683	3,877	19,640	35,884
Management fee	30,000	9,000	81,000	21,000
News releases	-	-	875	-
Office and miscellaneous	369	97	2,433	2,190
Professional fees	31,852	12,010	139,676	82,502
Property investigation	-	1,625	-	1,625
Telephone	-	768	1,504	2,748
Travel and promotion	1	1,963	5,043	5,980
Loss before income taxes	(64,992)	(29,625)	(250,535)	(152,486)
Income tax recovery (expense)	(936)	20,828	-	19,178
Net loss and comprehensive loss	(65,928)	(8,797)	(250,535)	(133,308)

Fourth Quarter Ended September 30, 2018

During the fourth quarter ended September 30, 2018, the Company recorded a net loss of \$65,928 (2017: \$8,797). During the fourth quarter \$Nil (2017: \$650) was incurred for filing fees and \$2,683 (2017: \$3,227) for transfer agent fees. Office and miscellaneous expenses and telephone expenses were incurred for maintenance of the Company's office. Management fees are paid or accrued to the Company's Chief Executive Officer for management services provided to the Company. During the fourth quarter \$Nil (2017: \$9,000) was paid to the Company's former Chief Executive Officer pursuant to a management contract and \$30,000 (2017: \$Nil) was accrued to the Company's current Chief Executive Officer. Professional fees are incurred for general maintenance of the Company's records and for filings with regulatory authorities. Included within professional fees are legal fees in the amount of \$1,852 (2017: \$6,010), audit and related services fees of \$30,000 (2017: \$Nil) and fees paid or accrued to the Company's Chief Executive Financial Officer in the amount of \$Nil (2017: \$6,000). The Company also incurred costs with respect to investigation of a potential property acquisition in the amount of \$Nil (2017: \$1,650). Travel and promotion expenditures were incurred with respect to the Company's search for new business projects and financings. Amounts were recorded for recovery of income taxes previously deferred with respect to expenditures incurred pursuant to flow-through share issuances.

The following table sets out selected quarterly information for the eight most recent quarters ended September 30, 2018:

Quarters ended in 2018 fiscal year	September 30	June 30	March 31	December 31
	\$	\$	\$	\$
Sales or Revenue	-	-	-	-
Loss	(65,928)	(99,329)	(60,227)	(25,051)
Loss per common share	(0.01)	(0.01)	(0.01)	(0.00)
Quarters ended in 2017 fiscal year	September 30	June 30	March 31	December 31
	\$	\$	\$	\$
Sales or Revenue	-	-	-	-
Loss	(8,797)	(31,266)	(92,058)	(1,187)
Loss per common share	(0.00)	(0.00)	(0.02)	(0.00)

Discussions

During the fourth quarter of fiscal 2018, the Company recorded a loss of \$65,928 compared to a loss of \$8,797 in the fourth quarter of fiscal 2017. The change is mainly due to higher management and professional fees incurred during the current quarter.

During the third quarter of fiscal 2018, the Company recorded a loss of \$99,329 compared to a loss of \$31,266 in the third quarter of fiscal 2017. The change is mainly due to higher management and professional fees incurred during the current quarter.

During the second quarter of fiscal 2018, the Company recorded a loss of \$60,227 compared to a loss of \$92,058 in the second quarter of fiscal 2017. The change is mainly due to lower professional fees and transfer agent and filing fees incurred during the current quarter.

During the first quarter of fiscal 2018, the Company recorded a loss of \$25,051 compared to a loss of \$1,187 in the first quarter of fiscal 2017. The change is mainly due to higher management and professional fees incurred during the current quarter.

Critical Accounting Estimates, Judgments and Assumptions

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and related disclosure. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgment is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates.

Significant areas where management's judgment has been applied include:

- **Impairment of exploration and evaluation assets (E&E assets)**
In accordance with the Company's accounting policy, the Company's E&E assets are evaluated every reporting period to determine whether there are any indications of impairment. If any such indication exists, which is often judgmental, a formal estimate of recoverable amount is performed, and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset or cash generating group of assets is measured at the higher of fair value less costs to sell and value in use.

The evaluation of asset carrying values for indications of impairment includes consideration of both external and internal sources of information, including such factors as market and economic conditions, metal prices, future plans for the Company's mineral properties and mineral resources and/or reserve estimates.

Management has assessed for impairment indicators for the Company's E&E assets and has concluded that no indicators of impairment were identified, and the Company plans to continue with its objective of developing the Melba Mineral Property.

- **Assessing whether deferred tax assets and liabilities are recognized in accordance with IAS 12, *Income taxes*; and**
- **The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year as they fall due, and to fund planned and contractual exploration programs, involves judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.**

Significant areas requiring the use of management estimates and assumptions include:

- **Asset Retirement Obligations**
The Company recognizes the liability for an asset retirement obligation. The relevant costs in associated with the assets retirement obligations are estimated based on the Company's interpretation of current regulatory requirements. Based on the assessment, the Company did not have any significant asset retirement obligations at the reporting dates.
- **Valuation of Agent's Warrants**
Estimating the fair value of the granted Agent's warrants required determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. The fair value of Agent's warrants is estimated using the Black Scholes Model. The estimate of option valuation also requires determining the most appropriate inputs to the valuation model including the volatility, expected life of warrants, risk-free interest rate and dividend yield.

Significant Accounting Policies

Cash

Cash consists of cash on hand and deposits in banks with no restrictions.

Exploration and evaluation assets

The Company is in the exploration stage with respect to its investment in mineral interests. Accordingly, once a license to explore an area has been secured, the Company follows the practice of capitalizing all costs relating to the acquisition of, exploration for and development of exploration and evaluation assets. Such costs include, but are not limited to, geological and geophysical studies, exploratory drilling and sampling. At such time as commercial production commences, these costs will be charged to operations on a unit-of-production method based on proven and probable resources. The aggregate costs related to abandoned exploration and evaluation assets are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment.

The Company reviews the indicators of impairment of each property on an annual basis, at a minimum. This review generally is made by reference to the timing of exploration work, work programs proposed and the exploration results achieved by the Company and others. When the indicators of impairment exist, the carrying value of a property is compared to its net recoverable amount. An impairment adjustment is made for the decline in fair value.

The amounts shown for the exploration and evaluation assets represent costs incurred to date and do not reflect present or future values. Acquisition costs represent shares or cash paid to acquire the rights to the resource property, while exploration expenditures represent amounts paid to explore and develop the resource properties. The recoverability of these capitalized costs is dependent upon the existence of economically recoverable reserves and the ability of the Company to obtain necessary financing to successfully complete their exploration program.

From time to time, the Company may acquire or dispose of mineral interests pursuant to the terms of option agreements. Due to the fact that options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded in the period that the payments are made or received. The Company does not accrue costs to maintain mineral interests in good standing.

Asset retirement obligation

Provisions for the decommissioning, restoration and rehabilitation are recognized in other liabilities when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period and are discounted to present value where the effect is material. Upon initial recognition of the liability, the corresponding costs are added to the carrying amount of the related asset and amortized as an expense, using a systematic method, over the economic life of the asset. Following initial recognition of the asset retirement obligation, the carrying amount of the liability is adjusted annually for the passage of time and changes to the amount or timing of the underlying cash flows needed to settle the obligation. The Company performs evaluations to identify onerous contracts and, where applicable, records provisions for such contracts. The Company does not have any asset retirement obligation as at September 30, 2018 and 2017.

Mining tax credit

Mining tax credits are recorded as a reduction of the related deferred exploration expenditures upon receipts from the Canada Revenue Agency ("CRA"). These non-repayable mining credits are earned in respect to exploration costs incurred in British Columbia, Canada and are recorded as a reduction of the related exploration expenditures.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share purchase warrants are recognized as a deduction from equity, net of any tax effects.

Flow-through shares

Flow-through shares expenditure deductions for income tax purposes related to exploratory activities funded by flow-through equity instruments are renounced to investors in accordance with income tax legislation. The proceeds from issuance are allocated between the offering of shares and the sale of tax benefits. The allocation is made based on the difference between the quoted price of the existing shares and the amount the investor pays for the shares. A flow-through share premium liability is recognized for this difference and included in deferred tax recovery at the time the qualifying expenditures are made.

A deferred tax liability equal to the tax value of flow-through expenditures renounced is recognized once the Company has fulfilled its obligations associated with the renunciation of related flow-through expenditures. In respect of a retrospective renunciation, such obligation is considered to have been fulfilled when eligible expenditures have been incurred and management establishes the intent to make renunciation filings with the appropriate taxation authorities. In respect of prospective renunciation (i.e., a look-back renunciation), the obligation is considered to be fulfilled once related flow-through expenditures have been incurred.

Share issue costs

Professional, consulting, regulatory and other costs directly attributable to equity financing transactions are recorded as deferred share issue costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred share issue costs related to financing transactions that are not completed are charged to expenses.

Share purchase warrants

The Company bifurcates units consisting of common shares and share purchase warrants using the residual value approach whereby it first measures the common share component of the unit at fair value using quoted market prices as input values and then allocates any residual amount to the warrant component of the unit. The residual value of the warrant component is credited to contributed surplus. If the proceeds from the offering are less than or equal to the estimated fair market value of shares issued, a Nil carrying amount is assigned to the warrants. When warrants are exercised, the corresponding assigned value of the warrants is reclassified to share capital. Warrants that are issued as payments for agency fee or other transactions costs are accounted for as share-based payments.

Share-based payments

Share-based payments to directors, officers and consultants are measured at the fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which case the fair value of the equity instruments issued is used. The value of the goods or services is recorded at the earlier of the vesting date, or the date the goods or services are received. The corresponding amount is recorded to the contributed surplus. The Company applies the fair value method of accounting for share-based payments and the fair value is calculated using the Black-Scholes Option Pricing Model.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the statement of loss and comprehensive loss except to the extent it relates to items recognized directly in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss). In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is calculated giving effect to the potential dilution that would occur if securities or other contracts to issue common shares were exercised or converted to common shares using the treasury method. The treasury method assumes that proceeds received from the exercise of stock options and warrants are used to repurchase common shares at the prevailing market rate. Diluted loss per share is equal to the basic loss per share as the outstanding options and warrants are anti-dilutive.

Deferred financing costs

Costs directly identifiable with the raising of capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are not issued.

Segment information

The Company currently conducts substantially all of its operations in Canada under one business segment.

Financial instruments

The Company's financial instruments consist of cash, other receivables, accounts payable and due to related parties. Cash are classified as fair value through profit or loss and recorded at fair value, other receivables as loans and receivables. Accounts payable and due to related parties are classified as other financial liabilities, which are measured at amortized cost. The fair value of the Company's financial assets are equal to their carrying value due to their short-term maturity.

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statements of loss and comprehensive loss.

Loans and receivables – These assets are non-derivative financial assets with fixed or determinable payment that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments – These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statements of loss and comprehensive loss.

Available-for-sale – Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statements of loss and comprehensive loss.

All financial assets, except those at fair value through profit or loss, are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence that a financial asset or a group of financial assets is impaired. Different criteria are applied for each category of financial assets described above to determine impairment.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statements of operation and comprehensive loss.

Other financial liabilities – This category includes accounts payables and accrued liabilities, which is recognized at amortized cost.

Standards issued but not yet effective

The Company has not yet applied the following new standards, interpretations or amendments to standards that have been issued as at September 30, 2018 but are not yet effective. Unless otherwise stated, the Company does not plan to early adopt any of these new or amended standards and interpretations and intends to adopt those standards when they become effective.

The Company does not expect the impact of the adoption of the standards on the financial statements to be material, unless otherwise stated.

IFRS 9 Financial instruments (“IFRS 9”)

IFRS 9, issued on July 24, 2014, is the IASB’s replacement of IAS 39, *Financial Instruments: Recognition and Measurement* (“IAS 39”). IFRS 9 is mandatorily effective for periods beginning on or after January 1, 2018 with early adoption permitted.

IFRS 16 Leases (“IFRS 16”)

IFRS 16 was issued on January 13, 2016 and replaces the current guidance in IAS 17, *Leases* (“IAS17”). IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16’s approach to lessor accounting substantially unchanged from IAS17. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted.

Other new standards or amendments are either not applicable or not expected to have a significant impact on the Company’s financial statements.

Outstanding Share Data

a) Authorized:

Unlimited number of common shares with no par value.

b) Issued and outstanding

As at September 30, 2018, 10,425,007 (2017: 10,375,007) common shares with no par value were issued and outstanding.

On March 15, 2017, the Company completed an Initial Public Offering (“IPO”, “Offering”), whereby the Company issued an aggregate of 3,549,007 Common Shares of the Company (the “Shares”) at a price of \$0.15 per Share for gross proceeds of \$532,351 and 1,000,000 flow-through Common Shares of the Company (the “FT Shares”) at a price of \$0.20 per FT Share for gross proceeds of \$200,000. Each FT Share is a Common Share of the Company that qualifies as a “flow-through share” within the meaning of the Tax Act.

The Company paid the agent a corporate finance fee of \$15,000 cash plus 100,000 common shares of the Company. The Company also incurred and paid to the Agent reasonable expenses associated with the offering in the amount of \$25,578.

On March 17, 2017, the Company issued 50,000 common shares valued at \$7,500 pursuant to the acquisition of the Melba Property (see Interest in the Melba Property).

On March 15, 2018, the Company issued 50,000 common shares valued at \$9,000 pursuant to the acquisition of the Melba Property (see Interest in the Melba Property).

As at September 30, 2018, the Company recognized a deferred tax asset of \$Nil (2017: \$31,587) through share capital in respect of the share issuance costs.

c) Escrow shares

As at September 30, 2018, the Company has 1,305,450 (2017: 2,175,750) common shares held in escrow. These common shares held in escrow are released as follows:

- 10% released on the date the Company's securities are listed on a Canadian exchange (290,100 released on March 15, 2017); and
- 15% released every six months thereafter, subject to acceleration provisions provided for in National Policy 46-201 – *Escrow for Initial Public Offerings* (435,150 released on September 15, 2017, 435,150 released on March 15, 2018 and 435,150 released on September 15, 2018).

d) Flow-through shares

On March 15, 2017, the Company completed an initial public offering of its shares and issued 1,000,000 common shares on a flow-through basis at a price of \$0.20 per share for gross proceeds of \$200,000 and recognized a liability on flow-through share of \$50,000.

As at September 30, 2017, the Company has incurred more than \$200,000 of qualified expenditures resulting in the reversal of the flow-through share premium liability of \$50,000 and recording of the deferred tax liability of \$52,000. The Company has renounced the total proceeds of \$200,000 as of September 30, 2018.

e) Agent warrants

Issued Date	Number Outstanding	Exercise Price	Expiry Date	Remaining Life
September 30, 2018	409,410	\$0.15	March 15, 2019	0.46 year

On March 15, 2017, upon the closing of IPO, the Company paid a cash commission of 9% of the aggregate gross proceeds of the Offering to the agent in the amount of \$65,912. The Company also issued 409,410 agents warrants. Each warrant is exercisable to purchase an additional common share of the Company at a price of \$0.15 per share on or before March 15, 2019.

The fair value of warrant granted was \$0.10 per warrant as estimated using Black-Sholes option pricing model for a cumulative total of \$39,239, which was recorded against contributed surplus. The following assumptions were used in the Black-Sholes model to determine the fair value of the warrants granted were as follows:

Risk-free interest rate	0.80%
Expected dividend yield	-
Expected volatility	128%
Expected terms in years	2 years

Related Party Balances and Transactions

During the fiscal year ended September 30, 2018, the Company has the following related party transactions:

- a) Paid \$21,000 (2017: \$21,000) to a company controlled by a former Director and the former Chief Executive Officer as management fees. Included in exploration and evaluation assets is \$Nil (2017: \$210,674) paid to the company for project management and overhead fees. Paid \$60,000 (2017: \$Nil) to the current Director and current Chief Executive Officer as management fees.
- b) Included in exploration and evaluation assets is \$Nil (2017: \$11,000) paid to the former Chief Executive Officer for geological services and fieldwork.
- c) Paid professional fees of \$16,000 (2017: \$18,000) to the Company's former Chief Financial Officer for providing professional accounting services.
- d) Included in the exploration and evaluation assets is \$Nil (2017: \$10,243) paid to the former Director for geological services and fieldwork.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

As at September 30, 2018, included in the GST and other receivables, the Company has \$282 (2017: \$282) due from former Chief Executive Officer. As at September 30, 2018, \$63,000 (2017: \$Nil) is due to the current Director and current Chief Executive Officer for the services rendered to the Company.

Financial Instruments

The Company's financial instruments are exposed to certain financial risks, including liquidity risk, and interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they become due. Refer to Note 1 of its financial statements for further details related to the ability of the Company to continue as a going concern.

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2018, the Company had a cash balance of \$89,694 (2017: \$215,191) to settle current liabilities of \$144,318 (2017: \$3,193). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The carrying amounts of financial assets best represent the maximum credit risk exposure at the reporting date.

Cash is held with reputable banks in Canada. The long-term credit rating of these banks, as determined by Standard and Poor's, was A+.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market interest rates. An immaterial amount of interest rate exposure exists in respect of cash balances on the statement of financial position. As a result, the Company is not exposed to material cash flow interest rate risk on its cash balances.

Fair value hierarchy

The Company applied the following fair value hierarchy which prioritizes the inputs used in the valuation methodologies in measuring fair value into three levels:

The three levels are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company's financial instruments are cash, GST and other receivables, accounts payable and accrued liabilities and due to related party. Cash is measured at fair value and is considered to be Level 1 instruments.

Financial instruments that are not measured at fair value are represented by other receivable, accounts payable and accrued liabilities and due to related party. The fair values of these financial instruments approximate their carrying value due to their short-term nature.

Commitment

See "Interest in the Melba Property".

Management Changes

On March 14, 2018, the Company announced the resignation of Thomas Dyakowski and Kenneth Phillippe from the Company's board of directors, coincident with these two resignations, the resulting vacancies on its board have been filled by the appointment of Cameron Paddock and Danilen Villanueva. Mr. Phillippe will remain as the Company's chief financial officer.

On May 3, 2018, the Company announced the resignation of Christopher Dyakowski from the Company's board of directors, and from the offices of president, chief executive officer and secretary and the appointment of Mo Ahmad as a new director, Cameron Paddock as the Company's new president and CEO, and Von Torres as the Company's new corporate secretary.

Subsequent to the year end, on November 27, 2018, the Company announced the resignation of Kenneth Phillippe from the Company's chief financial officer. On January 24, 2019, the Company announced the resignation of Cameron Paddock from the Company's board of directors, and from the offices of president and chief executive officer and the appointment of Yuying Liang as a new director and Adam Cegielski as the Company's new director and chief executive officer. On January 28, 2019 the Company announced the resignation of Danilen Villanueva from the Company's board of directors.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Melba Property claims in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The capital structure of the Company consists of shareholder's equity, comprising issued capital and deficit. The Company is not exposed to any externally imposed requirements. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

Liquidity and Capital Resources

The Company has financed its operations primarily from proceeds from the sale of shares and debt.

As at September 30, 2018, the Company had working capital deficiency of \$43,323 compared to working capital of \$226,279 as at September 30, 2017.

Net cash used in operating activities was \$106,430 (2017: \$196,266), comprising of a net loss of \$250,535 (2017: \$133,308), decrease in GST and other receivables of \$2,980 (2017: increase of \$13,413), increase

in accounts payable and accrued liabilities of \$78,125 (2017: decrease of \$30,367), increase in due to related parties of \$63,000 (2017: \$Nil) and decrease in deferred tax of \$Nil (2017: recovery of \$19,178).

Net cash used in investing activity was \$19,067 (2017: \$239,819), which primarily consist of exploration and evaluation expenditures.

Net cash provided by financing activity was \$Nil (2017: \$637,461), which primarily consist of common shares issued for cash net of share issuance costs.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the TSXV and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. The Company plans to issue more securities at such time as it believes additional capital could be obtained on favourable terms. There can be no assurance that such funds can be available on favourable terms, if at all.

Subsequent Event

On October 31, 2018, the Company terminated its previously announced private placement and arranged a new non-brokered private placement in its place. The new non-brokered private placement will now consist of up to 20,000,000 units at a price of \$0.06 per unit for gross proceeds of up to \$1,200,000. Each unit will consist of 1 common share and 1 transferable share purchase warrant exercisable for a term of one year. Each whole warrant will entitle the holder to purchase 1 additional share at an exercise price of \$0.08 per share.

Finders' fees may be payable on all, or part, of the offering, and such finders' fees may be paid in units in lieu of cash. The completion of the offering, including the issuance of any finders' units, is subject to acceptance for filing by the TSXV.

Subsequent to the year end, on November 27, 2018, the Company announced the resignation of Kenneth Phillippe from the Company's chief financial officer. On January 24, 2019, the Company announced the resignation of Cameron Paddock from the Company's board of directors, and from the offices of president and chief executive officer and the appointment of Yuying Liang as a new director and Adam Cegielski as the Company's new director and chief executive officer. On January 28, 2019 the Company announced the resignation of Danilen Villanueva from the Company's board of directors.

Risks and Uncertainties

The Company has limited financial resources and there is no assurance that additional funding will be available to it for further development of its projects or to fulfil its obligations under applicable agreement. There can be no assurance that the Company 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 the Company's intended business operations with the possible dilution or loss of such interest. Further, revenues, financings and profits, if any, will depend upon various factors, including the success, if any, of intended business operations. There is no assurance that the Company can operate profitably or that it will successfully implement its plans.

The Company is in development stage and has no operating earnings. The likelihood of success of the Company must be considered in light of the problems, expenses and difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Company operates at a loss and there is no assurance that the Company will ever be profitable.

ESSEX MINERALS INC.
CORPORATE DATA
January 28, 2019

HEAD OFFICE

ESSEX MINERALS INC.
800 - 1199 West Hastings Street,
Vancouver, BC,
V6E 3T5.
Tel: 604.250.2844
Email: paddock.cam@gmail.com

REGISTRAR & TRANSFER AGENT

Computershare Inc.
510 Burrard Street
Vancouver, BC
V6C 3B9
Tel: 604-661-9440

DIRECTORS AND OFFICERS

Adam Cegielski
Cameron Paddock
Kenneth C. Phillippe
Mo Ahmad
Danilen Villanueva
Yuying Liang
Von Torres

Director, President, CEO
Former Director, President, CEO
Former CFO
Director
Former Director
Director
Corporate Secretary

CAPITALIZATION

Authorized:	Unlimited number of common shares, no par value 10,425,007
Issued:	Nil
Options:	409,410
Warrants:	1,305,450
Escrowed shares:	

SOLICITOR

Norton Rose Fulbright Canada LLP
Barristers & Solicitors
#1800 - 510 W. Georgia Street
Vancouver, BC V6B 0M3
Email: david.hunter@nortonrosefulbright.com
David Hunter
Tel: 604.641.4963
Fax: 604.641.4949

AUDITORS

MNP LLP
2200 – 1021 West Hastings Street
Vancouver, BC V6E 0C3
Tel: 604.685.8408
Fax: 604.685.8594
Email: jenny.lee@mp.ca

INVESTOR CONTACTS

Adam Cegielski
Tel: (905)-510-8890
Email: adam@eyecarrot.com

LISTINGS

TSX Venture Exchange
Trading Symbol: ESX.V
CUSIP #: 297133100