



# **GLOBAL ENERGY METALS CORPORATION**

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE FISCAL YEARS ENDED JUNE 30, 2017 AND 2016**

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Management's Discussion and Analysis contains "forward-looking statements" within the meaning of Canadian securities legislation. These forward-looking statements are made as of the date of this Management's Discussion and Analysis.

In certain cases, forward-looking statements can be identified by the use of words such as "believe", "intend", "may", "will", "should", "plans", "anticipates", "believes", "potential", "intends", "expects" and other similar expressions. Forward-looking statements reflect our current expectations and assumptions, and are subject to a number of known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements, the actual results of exploration activities, the estimation or realization of mineral reserves and resources, capital expenditures, costs and timing of the development of new mineral deposits, requirements for additional capital, future prices of precious and base metals, possible variations in ore grade or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes, road blocks and other risks of the mining industry, delays in obtaining governmental approvals, permits or financing or in the completion of development or construction activities, currency fluctuations, title disputes or claims limitations on insurance coverage and the timing and possible outcome of pending litigation and the timing or magnitude of such events are inherently risky and uncertain.

Key assumptions upon which the Company's forward-looking statements are based include the following:

- the prices for based metals will not fall significantly;
- the Company will be able to secure new financing to continue its exploration, development and operational activities;
- there being no significant adverse changes in currency exchange rates;
- there being no significant changes in the ability of the Company to comply with environmental, safety and other regulatory requirements;
- the Company is able to obtain regulatory approvals (including licenses and permits) in a timely manner;
- the absence of any material adverse effects arising as a result of political instability, terrorism, sabotage, natural disasters, equipment failures or adverse changes in government legislation or the socio-economic conditions in the surrounding area to the Company's operations;
- the Company's ability to achieve its growth strategy;
- the Company's operating costs will not increase significantly; and

These assumptions should be considered carefully by investors. Investors are cautioned not to place undue reliance on the forward-looking statements or the assumptions on which the Company's forward-looking statements are based.

Investors are advised to carefully review and consider the risk factors identified in this Management's Discussion and Analysis under the heading "Risk Factors" for a discussion of the factors that could cause the Company's actual results, performance and achievements to be materially different from

any anticipated future results, performance or achievements expressed or implied by the forward-looking statements. Investors are further cautioned that the foregoing list of assumptions is not exhaustive and it is recommended that prospective investors consult the more complete discussion of the Company's business, financial condition and prospects that is included in this Management's Discussion and Analysis. The forward-looking statements contained in this Management's Discussion and Analysis are made as of the date hereof and, accordingly, are subject to change after such date.

Although the Company believes that the assumptions on which the forward-looking statements are made are reasonable, based on the information available to the Company on the date such statements were made, no assurances can be given as to whether these assumptions will prove to be correct. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except as, and to the extent, required by applicable securities laws. The forward-looking statements contained in this Management's Discussion and Analysis are expressly qualified by this cautionary statement.

## **1.1 Date**

The following management's discussion and analysis ("MD&A"), which is dated of October 30, 2017, provides a review of the activities, results of operations and financial condition of Global Energy Metals Corp ("Global Energy" or "Company") as at June 30, 2017 and for the fiscal year ended June 30, 2017 as well as future prospects of the Company. This MD&A should be read in conjunction with the audited financial statements of the Company as at and for the fiscal year ended June 30, 2017 (the "Audited Financial Statements"). All dollar amounts in this MD&A are expressed in Canadian dollars unless otherwise specified (the Company's financial statements are prepared in Canadian dollars).

## **1.2 Overall Performance**

### **1.2.1 General**

The Company was incorporated under the provisions of the British Columbia Business Corporations Act on April 27, 2015.

The Company is a reporting issuer under the *Securities Act* (British Columbia) and thereunder is required to make filings on a continuous basis. All disclosure filings as required under applicable securities laws are available for review under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

The Company's head office is located at Suite 1501-128 West Pender Street, Vancouver, British Columbia, V6B 1R8, and its registered and records office is located at suite 530-355 Burrard Street, Vancouver, BC. V6C 0B2.

### **1.2.2 Stated Business Objectives**

The Company is engaged in project level investments in the resource sector, with a focus on late stage, near-development and in-production "world class" mining projects globally. The Company's strategy is to co-invest and pre-invest in metals and mining projects, alongside GEMC's select off-take and strategic partners, in long-term accretive projects. GEMC's investment focus is on robust projects, which have been significantly de-risked and are positioned in the lower half of their sector's cost curve, thus increasing the potential for strong capital gains throughout the commodity life cycle.

The company targets high quality metals and mining companies with an emphasis on those metals associated with the rechargeable battery market and energy storage sector. GEMC's strategy is to aggregate primary cobalt and other battery metals projects positioned to supply accelerating market demand for battery materials, within a diversified portfolio designed to hedge individual commodity

and stand-alone project risk.

The Company's continuing operations, as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses.

### **1.2.3 Recent Developments**

On September 25, 2017, the Company acquired an option from Hammer Metals ("Hammer") for the Millennium Cobalt-Copper Project ("Millennium" and/or the "Project") located in the heart of Mt. Isa, Queensland Australia covering five separate mining leases with existing JORC (2012) compliant mineral resources defined by drilling from a 2016 drilling program.

The letter agreement outlines the principal terms and conditions to enter into a three-year option to purchase a staged interest of up to 75% interest upon making project related expenditures to further advance the property. Total consideration for the option is CAD \$2,700,000. Before the third year anniversary of signing a definitive option agreement, GEMC must expend a minimum of CAD \$2,500,000 in project exploration and development work on Millennium as follows:

- \$500,000 within 6 months for 25% interest;
- \$1,000,000 within 18 months for 65% cumulative interest; and
- \$1,000,000 within 36 months for cumulative 75% interest

GEMC will also pay to Hammer a total of CAD \$200,000 in cash in two equal payments of \$100,000, the first upon signing the definitive agreement and the second on the 6 month anniversary of the first payment.

### **1.2.4 Property Holdings**

At June 30, 2017, the Company's interests in exploration and evaluation assets are located in Ontario, Canada and in Australia.

### **Werner Lake Cobalt Project**

The Werner Lake property is located in northwestern Ontario, near the Ontario-Manitoba border in the Kenora Mining District. The project area covers favourable horizons in the Werner Lake Geological Belt that hosts numerous cobalt-copper and base metal showings, deposits and past producing mines. The two largest cobalt deposits defined to date are the Werner Lake Minesite Deposit and the West Cobalt Deposit, both controlled by GEMC. The area has seen extensive exploration and development work since the original discovery of cobalt in 1921. Limited production of cobalt ore occurred between 1932 and 1944. During World War II, Werner Lake was mined to a vertical depth of 10 metres; 65.1 tonnes of cobalt was produced from 2,955 tonnes of ore (average grade 2.2% Co).

The most significant work was undertaken by Canmine Resource Corporation ("Canmine") between 1995 and 2002. During this time Canmine carried out extensive drilling and exploration work leading to the discovery of additional mineralized lenses beneath the old workings, now referred to as the Minesite Deposit (or "Old Mine Site"). The West Cobalt Deposit is located about 500 metres west of the Minesite Deposit and was also discovered during the exploration program. Subsequent metallurgical testing, underground rehabilitation and development work, and engineering studies culminated in a feasibility study that indicated a small scale (300 tpd) underground mining operation was possible.

The historical resource was based on 217 diamond drill holes totalling 27,894 metres of coring and underground exploration that advanced 258 metres of ramp, drifts and raises to better explore and define the West Cobalt Deposit. A Feasibility Study was commissioned and completed in 1999.

Based on that work a historical resource base containing 7,435,865 pounds of cobalt was established. Canmine continued with extensive engineering work until 2002 when the company filed for bankruptcy.

The total identified historic reserve and resource in the proven, probable, indicated and inferred categories was delineated as follows by Canmine:

### Werner Lake Mineral Belt Resource Estimate

Category <sup>1</sup>	Mining Area	Tonnes	Co %	Co Lbs	Cu %	Co lbs	Au opt	Au oz
Proven	Lense 1 & 2	17,145	0.46	173,872	0.14	52,918	0.022	377
	Lens 3	34,476	0.72	547,247	0.30	228,020	0.005	172
	West Cobalt	82,210	0.37	670,595	0.27	489,353	0.006	493
	Stockpile	6,200	0.50	68,343	0.30	41,006	0.009	56
	Sub-total	140,031	0.47	1,460,058	0.26	811,297	0.008	1,099
Probable	West Cobalt	40,829	0.25	225,031	0.43	387,054	0.030	1,225
Indicated	West Cobalt	51,456	0.13	147,473	0.20	226,882	0.003	154
	West Cobalt	383,647	0.37	3,129,448	0.27	2,283,651	0.006	2,302
	West Cobalt	430,663	0.18	1,709,009	0.29	2,753,403	0.015	6,460
	Minesite	55,068	0.63	764,846	0.24	291,370	0.011	606
Inferred	Sub-total	869,378	0.29	5,603,303	0.28	5,328,425	0.011	9,368

*1 Terminology for mineral resource calculations conforms with nomenclature recommendations by the CIM Ad Hoc Committee on Mineral Resource Classification tabled March 1997 as presented in an internal Canmine technical report dated October 1998. The historical resource estimates at Werner Lake are not being treated as a mineral reserve or mineral resource. Key assumptions, parameters, and methods used to prepare the historical estimates are not known. A qualified person has not done sufficient work to classify the historical estimate as a mineral resource or mineral reserve. Additional drilling and testing is required to determine a current classification as a mineral resource or mineral reserve. The Company is not treating the historical information as a current mineral resource or mineral reserve and the reader is cautioned to not rely upon this data. Please refer to the "Werner Lake Mineral Belt Properties Technical Report" by Gerald Harper, Ph.D., P. Geo. (On), dated March 22, 2011 and revised June 23, 2011 and May 26, 2015.*

Global Cobalt Corp ("GCO") (previously Puget Ventures) acquired the key patented claims in 2008 and staked or acquired a significant package of land within the Werner Lake Belt at the same time. Additional diamond drilling by GCO in 2009-2010 (7,565 metres in 33 drill holes) has added to the resource database and suggests the deposit remains open for exploration. The targeted completion of NI 43-101 compliant resource was not finalized, though the database is intact and an engineering group is prepared to complete this document at GEMC's direction.

Excellent opportunities exist for the definition of additional high-grade cobalt mineralised zones at these two deposits and at other locations throughout the Werner Lake Geological Belt.

### Geology

The Werner Lake Geological Belt is part of the Archean English River Subprovince of the Superior Province in Ontario, and is defined by a deep-seated fault that is believed to have ruptured the Superior Geological Province or craton. The fault zone is up to 500 metres wide and dips near vertical. The entire area of the fault has been termed the Cu-Ni-PGE zone. At Werner Lake, the fault zone is marked at surface by a prominent 25 to 50 metre wide U-shaped valley.

At Werner Lake, high-grade cobalt-copper mineralisation occurs in stacked lenses of sulphide mineralisation that occupy tensional structures intruded by gabbroic pegmatites to produce skarnoid assemblages. Mineralization is located within or adjacent to rock masses ranging in composition

from ultramafic to mafic units and their metamorphosed equivalents, primarily as disseminated bodies but locally with sulphide concentrations reaching massive texture. The deposits tend to be elongated in the down plunge direction that varies between a 30 degrees plunge and near vertical in attitude.

The Werner Lake project is underlain by a relatively complex sequence of east-west striking, steeply dipping, highly metamorphosed migmatites, ultramafics, altered mafic volcanic rocks, lesser metasedimentary sequences, plus diverse granitoid intrusive rocks. The ultramafic sequence represents deformed, dislocated lenses that originally formed a (semi)-continuous, thicker mafic-ultramafic igneous sill, possibly with a shallow emplaced volcanic component. Local metamorphism is to granulite phase with retrograde to amphibolite-greenschist locally.

Structure appears to have had the greatest control on mineralization, with the ultramafic magma intruded along the fault from deep in the crust.

The cobalt deposits are believed to have formed in the middle-depth area of the fault zone as distal skarn deposits derived from a gabbroic pegmatite. The gabbroic pegmatite, probably derived from the ultramafic intrusion, is believed to have moved tens of kilometres along the various faults until it encountered a calcium-bearing amphibolite that acted as a reductant with the deposition of the cobalt, copper and gold. Chalcopyrite, pyrrhotite, pyrite and cobaltite occur in gabbroic pegmatite and altered amphibolite skarn assemblage (garnet-biotite-magnetite). Others ascribe a syngenetic exhalative or diagenetic origin to the Werner Lake mineralization. Gold occurs erratically, and is found predominantly in the high cobalt and/or copper alteration shells.

The West Cobalt Deposit has a drill-indicated strike length of 379 metres and dips near vertically. The horizontal thickness of the deposit ranges from 1.0 to 9.58 metres. The deposit is open down-dip to the east (Figure 4). Chalcopyrite, pyrrhotite, pyrite and cobaltite occur in gabbroic pegmatite and garnet-biotite-amphibole-magnetite gneiss in the West Cobalt Deposit.

Exploration drilling by Canmine in the late 1990's indicated "excellent additional reserve development potential" exist as the deposits are open at depth. More recent work by GCO (2009-2010) appears to support this conclusion, noting that significance should be paid to structural controls on mineralisation at the deposit.

It is apparent that mineralised widths, certainly for cobalt, are relatively narrow, in the order of <1-3 metres. Cobalt rich zones consist of various combinations of pyrite, pyrrhotite, chalcopyrite, cobaltian pyrite, cobaltite, pentlandite, and arsenopyrite. Sulphide habit is typically disseminated, stringer/veinlet, with concentrations up to 40% (rare) over 10 to 30 centimetre widths of remobilised and replacement material.

Canmine also recognized the potential for very high-grade (up to 20% Co) lenses of limited size within mineralised zones. These high grade sections that were assayed at up to 20% cobalt were intersected by both surface drilling and underground drifting and could represent significant upside to the project's cobalt output. The potential economic impact of these lenses is important and a thorough understanding of the structure of the deposit is critical to future work.

### **Engineering Work (Canmine)**

Detailed engineering studies were undertaken by SNC-Lavalin ("SNC") to prepare a development plan and determine the most cost effective mining techniques to be employed at Werner Lake. Due to the variability of the mineralised zones, SNC recommended shrinkage mining at the West Cobalt Zone and Lens 1 and 2 at the Old Mine Site, opting for long-hole open-stope mining being employed at Lens 3. Details including fleet requirements, ventilation, ground support, a development plan and other mining details were laid out in a 2002 report authored by SNC. Detailed cost estimations included: shrinkage costs of \$12.32 per tonne, long-hole costs of \$9.47 per tonne, ramp

development costs of \$1,121.72 per metre, raise development costs of \$945.07 per metre and haul drift, draw point and other access costs of \$1,067.31 per metre. A 300 tonne production rate per day over a 5-day week was assumed. From 1997 to 1998 extensive exploration was undertaken through the decline and also through a sub-drift that was driven 107 metres within the ore zone to obtain a 4,094 tonne bulk sample.

Metallurgical studies have shown that excellent cobalt recoveries can be yielded from a standard flotation mill process followed by a low-pressure oxidative hydrometallurgical leach (net recovery 88%), to produce a cobalt carbonate end product. At the time of this work Canmine received written offers or indicative term sheets from companies around the world for the purchase of the cobalt carbonate product, which reportedly averaged 27% cobalt and 6% copper content.

### **Millennium Project, Australia.**

On April 24, 2017, the Company entered into a binding term sheet with Hammer Metals Ltd. ("Hammer") for the exclusive right to earn up to a 75% interest, in the Millennium Cobalt Project ("Millennium"), an advanced mineral exploration and development property located in the famed Mount Isa mining region of Australia. Additionally, GEMC holds a right of first refusal ("RoFR") to acquire any additional interest in the Project, which Hammer may wish to sell.

The Mount Isa Inlier is a highly mineralised, established mining jurisdiction with significant regional infrastructure and several world-class copper-gold-cobalt and lead-zinc-silver mines and deposits, including CuDeco Limited's operating Rocklands copper-gold-cobalt project located 19 kilometres to the northwest.

The Project comprises five Mining Leases; ML's 2512, 2761, 2762, 7506 and 7507. Hammer currently has a 100% interest in all five Mining Leases. The tenements are in good standing with no known impediments

### **History**

Recent drilling in 2016 from Hammer's 23 RC drill hole program (Hammer ASX releases, [13/09/2016](#) and [14/10/2016](#)) included peak cobalt results with 8 metres at 0.35% Co in MIRC023 and 4 metres at 0.51% Co in MIRC013.

Other intercepts included:

- 19 m at 0.38% Co, 1.27% Cu, 0.70 g/t Au, (4.12% CuEq) in Q-012;
- 24 m at 0.15% Co, 0.23% Cu and 0.09 g/t Au (1.17% CuEq) in MIRC013;
- including 4 m at 0.51% Co, 0.46% Cu and 0.16 g/t Au (3.64% CuEq),
- 12 m at 0.19% Co, 0.57% Cu and 0.19 g/t Au (1.85% CuEq) in MIRC014;
- including 4 m at 0.30% Co, 0.44% Cu and 0.14 g/t Au (2.33% CuEq),
- 40 m at 0.07% Co, 0.32% Cu and 0.13 g/t Au (0.82% CuEq) in MIRC017;
- including 5 m at 0.15% Co, 0.82% Cu and 0.21 g/t Au (1.90% CuEq); and
- 33 m at 0.16% Co, 0.66% Cu and 0.34 g/t Au (2.11% CuEq) in MIRC023; including 8 m at 0.35% Co, 0.08% Cu (2.19% CuEq).

### 1.2.5 Selected Annual Financial Information

The following table presents selected financial information for the period April 27, 2015 (Incorporation) to June 30, 2016. The results are presented in accordance with IFRS.

	Fiscal year ended June 30, 2017	Period from April 27, 2015 (Incorporation) to June 30, 2016
	-\$-	-\$-
Revenue	-	-
Loss and comprehensive loss	(1,158,852)	(365,653)
Basic and diluted loss per share	(0.04)	(0.15)
Total assets	4,024,126	3,047,585
Total long-term financial liabilities	-	-

### 1.2.6 Results of Operations

For the fiscal year ended June 30, 2017 the Company reported a net loss of \$1,158,852 or \$0.04 per share (2016 - \$365,653 or \$0.15 per share). During this period, significant changes in expenses occurred in the expense categories described below.

Operating expenses totaled \$2,061,430 for the fiscal year ended June 30, 2017 (2016 - \$356,653) as a result of the Company's efforts to market its assets, seek additional financing and research new acquisitions.

The details for the general and administrative expenses for the fiscal year ended June 30, 2017 are as follows:

	Year ended June 30, 2017	Period April 27, 2015 (Incorporation) to June 30, 2016
	-\$ -	-\$ -
Expenses		
General administrative and office	52,253	62,201
Interest expense (Note 7)	73,065	26,566
Consulting fees	552,105	-
Management fees (Note 9)	172,650	114,000
Marketing	156,973	62,467
Advertising and promotions	64,871	-
Corporate development	199,138	-
Professional fees (Note 9)	168,120	76,512
Filing fees	71,792	14,907
Stock-based compensation (Note 8)	525,184	-
Travel	25,279	-
Total expenses	(2,061,430)	(356,653)

G&A expenses recorded in the statement of operations reflect the normal corporate business cycle. The Company strives to provide efficient and cost-effective administrative support to management's ongoing efforts to monitor expenditures and costs, and to increase shareholder value.

### 1.2.7 Summary of Quarterly Results

The following table sets out certain unaudited interim financial information of the Company for each of the last 8 quarters, beginning with the first quarter of fiscal 2016. This financial information has

been prepared in accordance with IFRS issued by the International Accounting Standard Board ("IASB").

	Q4, 2017	Q3, 2017	Q2, 2017	Q1, 2017
	\$	\$	\$	\$
Net revenues	-	-	-	-
Loss and comprehensive loss (gain)	1,073,683	491,752	(107,623)	(298,960)
Loss per share	(0.04)	(0.02)	(0.00)	0.04

  

	Q4, 2016	Q3, 2016	Q2, 2016	Q1, 2016
	\$	\$	\$	\$
Net revenues	-	-	-	-
Loss and comprehensive loss	228,099	116,378	12,176	-
Loss per share	(0.04)	(0.03)	(0.08)	-

Quarterly results are highly variable for exploration companies depending on whether the company has abandoned any properties, write off the deferred expenses or granted any stock options.

### 1.2.8 Liquidity

The Company is a mining exploration and development company with no producing resource properties, and consequently does not generate operating income or cash flow. To date, the Company has relied upon the sale of equity securities to provide working capital for capital acquisitions, exploration and development activities, and to fund the administration of the Company. Since the Company does not expect to generate any revenues in the near future, it will continue to rely upon equity and debt financing to raise capital. There can be no assurance that financing will be available to the Company when required, or on terms satisfactory to the Company.

At June 30, 2017, the Company had \$492,925 in cash.

### 1.2.9 Capital Resources

The Company's working capital at June 30, 2017 was \$528,573 (2016 – deficiency of \$3,483,997).

### 1.2.10 Fourth Quarter

For the three months ended June 30, 2017 the Company reported a net loss of \$1,073,683 or (0.04) per share (2016 - \$228,099 or \$0.04 per share). The increase was due to the Company's efforts to market its assets, seek additional financing and research new acquisitions.

### 1.2.12 Critical Accounting Estimates

The Company's significant accounting policies are contained in Note 4 to the Audited Financial Statements for the year ended June 30, 2017. The preparation of the Audited Financial Statements in conformity with International Financial Reporting Standards ("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. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Audited Financial Statements included the following:

### *Provisions and contingencies*

The amount recognized as provision, including legal, contractual and other exposures or obligations, is the best estimate of the consideration required to settle the related liability, including any related interest charges, taking into account the risks and uncertainties surrounding the obligation. In addition, contingencies will only be resolved when one or more future events occur or fail to occur. Therefore, assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. The Company assesses its liabilities and contingencies based upon the best information available, relevant tax laws and other appropriate requirements.

#### **1.2.13 Changes in Accounting Policies including Initial Adoption of IFRS**

The Company adopted IFRS for the year ending June 30, 2015. There were no changes in accounting policies for the year ending June 30, 2017.

#### **Future Accounting Pronouncements**

A number of other new standards and issued amendments to standards and interpretations are not yet effective for the year ending June 30, 2017 and have not been applied when preparing the Company's financial statements. Management does not currently expect the implementation of these new standards and amendments will have a significant effect on the financial statements of the Company.

#### **Financial Instruments and Other Instruments**

Financial liabilities included in the statement of financial position are as follows:

	<b>June 30, 2017</b>	<b>June 30, 2016</b>
	-\$-	-\$-
Non-derivative financial liabilities:		
Accounts payable	205,576	1,923,293
Loans payable, current	16,593	1,580,801
	<b>222,169</b>	<b>3,504,094</b>

#### **Fair value**

The Company classifies its financial assets as fair value through profit or loss ("FVTPL"). The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

#### *Fair value through profit or loss*

Financial assets are classified as FVTPL when the financial asset is held-for-trading or it is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future; it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss. Cash is included in this category of financial assets.



## **Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's convertible debentures bear fixed interest rate and therefore does not expose to interest rate risk.

There were no changes in the Company's approach to risk management during the reporting period.

## **Capital Management**

The Company defines its capital as shareholders' equity. It manages its capital structure and makes adjustments to it based on the funds available to the Company in order to support future business opportunities. 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 Company is dependent upon external financing or the sale of assets to fund activities. In order to carry future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The approach to capital management has not changed since the prior year, and the Company is not subject to externally imposed capital requirements.

### **1.2.14 Other MD&A Requirements**

#### **Disclosure of Outstanding Share Data**

At June 30, 2017, there were 35,391,297 outstanding common shares (2016 - 5,288,145), 20,061,019 share purchase warrants (2016 - 426,206) and 3,538,029 stock options outstanding (2016 -nil). As of October 30, 2017, there are 36,633,762 common shares outstanding, 20,944,884 share purchase warrants and 3,538,029 stock options.

#### **Risks and uncertainties**

The Company is in the business of acquiring, exploring and, if warranted, developing mineral properties, which is a highly speculative endeavour, and the Company's future performance may be affected by events, risks or uncertainties that are outside of the Company's control.

The Company's management consider the risks set out below to be the most significant to potential investors of the Company, but not all risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware or which they consider not be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected.

In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

#### **Limited Operating History**

The Company is still in an early stage of development. The Company is engaged in the business of acquiring, exploring and, if warranted, developing mineral properties in the hope of locating economic deposits of minerals. The Company's mineral interests are in the early stages of exploration and are without a known deposit of commercial ore. The Company has no history of earnings. There is no guarantee that economic quantities of mineral reserves will be discovered on the Company's property.

## **Management**

The success of the Company is currently dependant on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance that the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business. At this date there are no indications that any change in management cannot be maintained at the current structure.

## **Conflicts of Interest**

Various of the Company's directors, officers and other members of management may in the future, serve as directors, officers, promoters and members of management of other companies involved in the acquisition, exploration and development of mineral resource properties and, therefore, it is possible that a conflict may arise between their duties as a director, officer, promoter or member of the Company's management team and their duties as a director, officer, promoter or member of management of such other companies. The Company's directors and officers are aware of the laws governing accountability of directors and officers for corporate opportunity and the requirement of directors to disclose conflicts of interest. The Corporation will rely upon these laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

## **Additional Funding Requirements**

From time to time, the Company will require additional financing in order to carry out its acquisition, exploration and development activities. Failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations. If the Company's cash flow from operations is not sufficient to satisfy its capital or resource expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or be available on favourable terms.

## **Price Volatility and Lack of Active Market**

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Any quoted market for the Company's securities may be subject to such market trends and that the value of such securities may be affected accordingly.

### **1.2.15 Subsequent Events**

On July 4, 2017 the Company issued a total of 1,242,465 Units at a price of \$0.175 per Unit for gross proceeds of \$217,465. Each Unit consist of one common share and one common share purchase warrant. Each share purchase warrant is exercisable into one common shares at \$0.30 per share for a period of 12 months.

On September 6, 2017, the Company announced the completion of a National Instrument 43-101 Resource Report carried out by AGP Mining Consulting Inc. on the Werner Lake Cobalt Property around the historic underground workings at the "Old mine Site", now referred to as Minesite Deposit and the West Cobalt Deposit.

On September 25, 2017, the Company announced that it acquired an option from Hammer Metals ("Hammer") for the Millennium Cobalt-Copper Project ("Millennium" and/or the "Project") located in the heart of Mt. Isa, Queensland Australia covering five separate mining leases with existing JORC (2012) compliant mineral resources defined by drilling from a 2016 drilling program.