

# **ESHIPPERS MANAGEMENT LTD.**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

(Expressed in Canadian Dollars)

**Year Ended  
May 31, 2017**

**Report Date - July 25, 2017**

**ESHIPPERS MANAGEMENT LTD.  
MANAGEMENT'S DISCUSSION & ANALYSIS  
(Expressed in Canadian Dollars)  
YEAR ENDED MAY 31, 2017**

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The following Management's Discussion & Analysis ("MD&A") provides a review of activities, results of operations and the financial condition of eShippers Management Ltd. (the "Company") for the year ended May 31, 2017. This MD&A should be read in conjunction with the Company's audited annual financial statements for the year ended May 31, 2017 and 2016, which were prepared in accordance with International Financial Accounting Standards ("IFRS"). All amounts disclosed in this MD&A are in Canadian dollars, which is the Company's presentation currency and functional currency, unless otherwise noted.

Additional information relating to the Company, including the condensed interim financial statements and the audited annual financial statements are available on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") website at [www.sedar.com](http://www.sedar.com).

### **Overview**

The Company is a public traded corporation that was incorporated under the laws of British Columbia. The Company is a reporting issuer in Alberta and British Columbia and its shares are listed and posted for trading on the NEX (a division of the TSX Venture Exchange) under the trading symbol EPX.H.

The Company is in the process of seeking new business and/or investment opportunities.

### **Proposed Transactions**

Currently there are no proposed transactions pending, however, the Company continues to seek new business opportunities and to raise capital.

### **Selected Annual Information**

The following table sets out selected annual financial information for the last three financial years ended May 31, 2017, 2016 and 2015. The financial data has been prepared in accordance with IFRS and audited in accordance with Canadian Auditing Standards:

<b>Three Years Ended</b>	<b>May 31, 2017</b>	<b>May 31, 2016</b>	<b>May 31, 2015</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Revenue	-	-	-
Operating loss	(73,275)	(74,227)	(88,558)
Loss and comprehensive Loss	(188,889)	(74,227)	(88,558)
- per share <sup>(1)</sup>	(0.03)	(0.01)	(0.02)
Total Assets	860,198	1,596	1,591
Total Non-Current Financial Liabilities	-	70,400	-
Cash Dividends Declared			
- per common share	-	-	-

**Note:**

<sup>1.</sup> Fully diluted loss per share was not calculated as the effect was anti-dilutive.

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**Summary of Quarterly Results**

The following table sets out selected unaudited quarterly financial information for the most recent eight quarters. The financial data has been prepared in accordance with IFRS:

<b>Three Months Ended</b>	<b>May 31, 2017</b>	<b>February 28, 2017</b>	<b>November 30, 2016</b>	<b>August 31, 2016</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Revenue	Nil	Nil	Nil	Nil
Operating expenses	(16,658)	(23,477)	(20,929)	(12,211)
Loss and comprehensive loss	(141,294)	(23,477)	(13,218)	(10,900)
- per share <sup>(1)</sup>	(0.02)	(0.00)	(0.00)	(0.00)

<b>Three Months Ended</b>	<b>May 31, 2016</b>	<b>February 29, 2016</b>	<b>November 30, 2015</b>	<b>August 31, 2015</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Revenue	Nil	Nil	Nil	Nil
Operating expenses	(15,334)	(21,628)	(16,759)	(20,506)
Loss and comprehensive loss	(15,334)	(21,628)	(16,759)	(20,506)
- per share <sup>(1)</sup>	(0.00)	(0.00)	(0.00)	(0.00)

**Overall Performance and Results of Operations: Quarter**

During the three month period ended May 31, 2017 (the "Current Quarter"), the Company had no revenue and incurred a net loss of \$141,294 compared to a net loss of \$15,334 for the three month period ended May 31, 2016 (the "Prior Quarter"). The Company has recently completed funding and is actively searching for new mineral exploration and evaluation asset opportunities.

Operating Expenses

Operating expenses for the Current Quarter were \$1,324 (1%) higher than the Prior Quarter. The increase is immaterial.

**Overall Performance and Results of Operations: Year-to-Date**

During the year ended May 31, 2017 (the "Current Year"), the Company had no revenue and incurred a net loss of \$188,889 compared to a net loss of \$74,227 for the year ended May 31, 2016 (the "Prior Year"). The Company is currently seeking new mineral exploration and evaluation asset opportunities, and as a result is trying to conserve cash until a suitable project can be identified. The Company incurred a loss on settlement of debt totaling \$115,614 when it issued common shares to certain creditors. This loss on debt settlement accounts for the increase in net loss in the Current Year.

Operating Expenses

Operating expenses for the Current Year were \$952 (1%) lower than the Prior Year. The decline is immaterial.

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**Liquidity and Capital Resources**

The Company had a cash balance of \$852,901 and a working capital position of \$847,511 as at May 31, 2017 versus \$628 and \$85,097 (deficiency), respectively, as at May 31, 2016. The cash and working capital balances both materially improved in the current year due to an equity financing and the settlement of certain debts through the issuance of common shares.

The Company is continuing to explore various sources of financing, but is satisfied that it has sufficient capital to fund operations and evaluate new projects and business opportunities. However, if additional funds are required to complete a transaction, then there can be no assurances that funds will be available on terms acceptable to the Company.

**Share Capital Information**

Disclosure of Outstanding Share Data

The authorized capital of the Company consists of an unlimited number of common shares without par value.

Shares Issued and Outstanding

On February 6, 2017, the Company consolidated its then issued and outstanding common shares at a ratio of ten old shares for every one new share.

As at the Report Date, there were 14,062,158 common shares issued and outstanding.

Warrants

As at the Report Date, the Company had no share purchase warrants outstanding.

Stock options

As at the Report Date, the Company had no incentive stock options outstanding.

**Off-Balance Sheet Arrangements**

The Company did not enter into any off-balance sheet arrangements or transactions during the period.

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**Transactions with Related Parties**

The following summarizes the Company's related party transactions during the years ended May 31, 2017 and 2016. Key management personnel includes the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and certain directors and officers and companies controlled or significantly influenced by them.

Key Management Compensation

	<b>2017</b>	<b>2016</b>
	<b>(\$)</b>	<b>(\$)</b>
Management fees paid or accrued to a corporation controlled by Gerald Shields, a director of the Company.	1,250	15,000
Management fees paid or accrued to a corporation controlled by David Hughes, former CFO of the Company.	-	4,000
Professional fees paid or accrued to Lesia Burianyk, former CFO of the Company.	-	3,000
<b>Total</b>	<b>1,250</b>	<b>22,000</b>

Other Related Party Payments

	<b>2017</b>	<b>2016</b>
	<b>(\$)</b>	<b>(\$)</b>
Office sharing and occupancy costs accrued to a corporation which David Hughes, former CFO of the Company, is a director.	1,500	16,000

- a) As at May 31, 2017, a total of \$Nil (2016 - \$4,150) was included in accounts payable and accrued liabilities owing to a corporation controlled by David Hughes, former CFO of the Company, for management fees.
- b) As at May 31, 2017, a total of \$Nil (2016 - \$9,231) was included in accounts payable and accrued liabilities owing to a corporation controlled by Gerald Shields, a director of the Company, for management fees.
- c) As at May 31, 2017, a total of \$Nil (2016 - \$31,050) was included in accounts payable and accrued liabilities owing to a corporation which David Hughes, former CFO of the Company, is a director for office sharing and occupancy costs.

**Subsequent Event**

There were no material events subsequent to May 31, 2017.

## **New Standards, Amendments and Interpretations to Existing Standards**

### New Standards, Amendments and Interpretations to Existing Standards Not Yet Effective

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt these standards when they become effective.

The following amendments to an existing standard has been issued for annual periods beginning on or after January 1, 2017 but is not yet effective:

#### *IAS 12, Income Taxes*

Amendments to IAS 12 to clarify the recognition of a deferred tax asset for unrealized losses.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2018 but are not yet effective:

#### *IFRS 9, Financial instruments – Classification and Measurement*

IFRS 9 is a new standard on financial statements that will replace IAS 39, *Financial Instruments - Recognition and Measurement*.

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

#### *IFRS 15, Revenue from Contracts with Customers*

IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programs*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions involving Advertising Service*.

The following standard has been issued for annual periods beginning on or after January 1, 2019 but is not yet effective:

#### *IFRS 16, Leases*

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

The Company has not yet assessed the potential impact of the application of these standards, nor determined whether it will early adopt these standards.

## **Financial Risk Management**

### *Financial risk management*

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, accounts payable and accrued liabilities and notes payable.

The fair value of cash is measured using level one of the fair value hierarchy. The fair values of accounts payable and accrued liabilities approximate their book values because of the short-term nature of these instruments.

The carrying amounts of the notes payable approximate fair value as the interest rates were negotiated between the Company and an arm's length third party.

### *Financial instrument risk exposure*

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

### *Credit risk*

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company has no material counterparties to its financial instruments. The Company manages credit risk for cash by ensuring that these financial assets are placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist of goods and services tax due from the Canada Revenue Agency. The Company does not believe it has a material exposure to credit risk.

### *Liquidity risk*

The Company seeks to ensure that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts, which are available on demand. As at the balance sheet date, the Company had sufficient cash to meet its current obligations and was not exposed to significant liquidity risk.

**Financial Risk Management** (continued)

*Interest rate risk*

The Company is nominally exposed to interest rate risk. The Company's bank account earns interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. The Company's future interest income is nominally exposed to short-term rates. The Company does not have any variable interest rate liabilities.

*Currency risk*

The Company is not exposed to significant foreign currency risk.

*Commodity price risk*

The Company is not significantly exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of precious and base metals, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

**Management of Capital**

The Company manages its common shares, stock options and share purchase warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the acquisition and/or development of exploration and evaluation assets and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company is not subject to any externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, issue debt or acquire and/or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury invested in demand certificates of deposit with major financial institutions.

There have been no changes to the Company's approach to capital management during the year ended May 31, 2017.

## **Risks and Uncertainties**

The Company is in the mineral exploration and development business and, as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

- a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. The recovery of the Company's investment in exploration and evaluation assets and the attainment of profitable operations are dependent upon the discovery and development of economic ore reserves and the ability to arrange sufficient financing to bring the ore reserves into production.
- b) The most likely sources of future funds for further acquisitions and exploration programs undertaken by the Company are the sale of equity capital and the offering by the Company of an interest in its properties to be earned by another interested party carrying out further exploration or development. If such exploration programs are successful, the development of economic ore bodies and commencement of commercial production may require future equity financings by the Company which are likely to result in substantial dilution to the holdings of existing shareholders.
- c) The Company's capital resources are largely determined by the strength of the resource markets and the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.
- d) The prices of metals greatly affect the value of and the potential value of its exploration and evaluation assets. This, in turn, greatly affects its ability to raise equity capital, negotiate option agreements and form joint ventures.
- e) The Company must comply with health, safety, and environmental regulations governing air and water quality and land disturbances and provide for mine reclamation and closure costs. The Company's permission to operate could be withdrawn temporarily where there is evidence of serious breaches of such regulations, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.
- f) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue exploration and development activities in the future.
- g) Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such assets may be subject to prior agreements or transfers and title may be affected by such undetected defects.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in any forward looking statement. The development and exploration activities of the Company are subject to various laws governing exploration, development, and labour standards which may affect the operations of the Company as these laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are, or were conducted.

### **Forward-Looking Statements**

This MD&A may contain forward-looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of exploration or other risk factors beyond its control. Actual results may differ materially from the expected results.

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, which are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties" as well as in our public filings available at [www.sedar.com](http://www.sedar.com). Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

### **Management's Responsibility for Financial Statements**

The Company's management is responsible for the preparation and presentation of the financial statements and the MD&A. The financial statements have been prepared in accordance with IFRS. The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

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**Additional Information**

On June 23, 2016, Edward Leung assumed the position of Chief Financial Officer following the resignation of David Hughes. Mr. Leung was also appointed to the Board of Directors on May 20, 2016 after the resignation of Michelle Gahagan as a director.

Leo Berezan was appointed to the Board of Directors on May 9, 2016 after the resignation of Brian Tingle as President and director. Mr. Berezan subsequently assumed the position of President on June 23, 2016.

Michael Curtis resigned from the Board of Directors on January 19, 2017.

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Corporate Information**

Directors:	Leo Berezan Edward Leung Gerald Shields Virginia Olnick
Officers:	Leo Berezan, President Edward Leung, CFO Leah Martin, Corporate Secretary
Auditor:	Davidson and Company LLP Chartered Professional Accountants Suite 1200 – 609 Granville Street Vancouver, BC V7Y 1G6
Legal Counsel:	Tingle Merrett LLP Suite 639 – 1250 Standard Life Building 5 <sup>th</sup> Avenue SW Calgary, AB T2P 0M9
Transfer Agent:	Computershare Trust Company of Canada 2 <sup>nd</sup> Floor – 510 Burrard Street Vancouver, BC V6C 3B9

**Contact Information**

Leo Berezan, President  
eShippers Management Ltd.  
Suite 203  
20171 92A Avenue  
Langley, British Columbia V1M 3A5  
Tel: 604-377-0403