BOLD VENTURES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")
For the nine months ended July 31, 2018 and 2017

1. GENERAL

The following discussion and analysis provides an analysis of the financial results of Bold Ventures Inc. ("Bold" or the "Company") for the nine months ended July 31, 2018 and 2017. The following information should be read in conjunction with the Company's consolidated financial statements and notes thereto for the period ended July 31, 2018 prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A is prepared in conformity with National Instrument 51-102 F1 and has been approved by the Board of Directors. 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 date of this Management's Discussion and Analysis is September 19, 2018.

2. OVERALL PERFORMANCE AND OUTLOOK

Performance highlights

During the nine months ended July 31, 2018:

1. On January 26, 2018 the Company completed a private placement and issued 4,000,000 working capital units for gross proceeds of $200,000. Each working capital unit comprises one common share of the Company priced at $0.05 and one common share purchase warrant, with each warrant entitling the holder to acquire one common share at a price of $0.05 until January 26, 2023.

2. On November 17, 2017, Bold signed an Option Agreement to acquire a 100% interest in the Stover Gold Property, located on the Goudreau Lake – Missinaibi Shear Zone, which is part of the much more extensive Larder Lake – Cadillac shear zone. The area covered by the Stover claims includes known gold occurrences and exhibits several styles of mineralization. The property is located approximately 85 km northeast of Wawa, Ontario on the Trans-Canada Highway and is road accessible. The property consists of 30 staked claims comprising 429 units totaling approximately 6,864 hectares (16,961 acres).

3. On February 12, 2018, the Company announced the acquisition of two separate claim groups, covering a total of 2016 hectares, located within the Georgia Lake Area Pegmatite field. The Project is called the J&B Lithium Project.

4. On May 28, 2018 the Company announced the receipt of a three-year exploration permit for its Stover Gold Project issued by the Ministry of Northern Development and Mines. The program the Company has planned consists of geological mapping, prospecting, sampling and where appropriate, geophysical surveys will be employed to refine drill targets.

   The Company completed an 842 km high definition airborne magnetic survey over the property. Employing the Heii-3G, 3-axis magnetic gradiometer system has added to the understanding of geology and structure related to the known gold mineralization and will be very useful when carrying out the ground mapping and prospecting program.

5. Subsequent to July 31, 2018 the Company announced the acquisition of 28 mining claims that comprise approximately 503 hectares or 1242 acres. These claims are located contiguous to the Company's Jean claim group that is part of Bold's J&B Lithium Project. The subject claims are also contiguous to and on the east side of the Parole Lake patented mining claims held by Rock Tech Lithium Inc. (please see the press release dated August 15, 2018 and the J&B project details at www.boldventuresinc.com).

Outlook

Overall the outlook and prospects for Bold are very encouraging. The Company's Ring of Fire property interests in Northern Ontario, the Lac Grasset property in Quebec, and the Wilcorp, Stover, Traxxin Extension Gold, and J&B Lithium properties in northwestern Ontario, provide the Company with a diverse portfolio of opportunities:

- At the Koper Lake project an initial 43-101 level resource estimation was completed on December 15, 2015 by KWG as part of their earn-in option. The drilling programs on the Koper Lake property, the last of which was completed on May, 2014, have been successful in confirming that chromite mineralization does exist within the Koper Lake property directly to the east of the adjoining Blackbird deposit owned by Noront Resources.
- At September 21, 2016 the Company earned a 50% working interest in Fancamp Exploration Limited's Koper Lake property, and KWG earned an 80% interest in Bold's interest in chromite and a 20% interest in Bold's interest in nickel and other non-chromite minerals. As a result, Bold's current chromite interest is a "carried" 10%. If KWG fulfills the terms of Bold's option to earn a 100% interest, Bold will have a 20% "carried interest"
- The Ontario Government has announced its support for the planning and construction of an all-season road accessing First Nation communities and the Ring of Fire development area. Bold's projects in and around the Ring of Fire will benefit from this development with improved access and lower cost logistics.

3. SELECTED ANNUAL INFORMATION

Audited data, for the years ended October 31,	2017 $	2016 $	2015 $
Interest and other income	10,293	477	1,593
Net loss for the year	(1,607,899)	(41,948)	(773,984)
Basic & diluted loss per share	(0.01)	(0.00)	(0.01)
Total Assets	1,233,025	2,635,926	2,011,789

4. RESULTS OF OPERATIONS

Overview

The following table, which should be read in conjunction with the financial statements of the Company, provides selected financial information:

	For the three months ended July 31,		For the nine months ended July 31,	
	2018 $	2017 $	2018 $	2017 $
Interest and other income	39	10,237	61	10,290
Operating expenses	(46,742)	(47,793)	(161,725)	(151,084)
Net income (loss)	13,108	(62,277)	(101,853)	(1,402,419)
Basic and diluted loss per share	0.00	(0.00)	(0.00)	(0.01)
Total assets	1,367,169	1,273,677	1,367,169	1,273,677

Notable operating expense items are outlined in the table that follows:

	For the three months ended July 31,		For the nine months ended July 31,	
	2018	2017	2018	2017
	$	$	$	$
Salaries and management fees	22,010	24,750	74,250	60,600
Professional fees	7,131	1,286	26,872	19,702
Office and general	7,717	8,067	21,665	21,187
Rent	3,300	3,300	9,900	10,268
Travel and promotion	6,006	7,828	15,308	13,625
Transfer agent and filing fees	577	2,562	13,730	21,702
Share-based payment	-	-	-	4,000
Total operating expenses	46,742	47,793	161,725	151,084

Revenues

None of the Company's properties have advanced to the point where a production decision can be made. As a consequence, the company has no producing properties and no sales or revenues from that source.

During the nine months ended July 31, 2018, the Company realized net loss of $101,853 (2017 – loss $1,402,419).

Acquisition and Exploration Expenditures

During the nine months ended July 31, 2018 the company spent a total of $185,133 (2017 - $244,031) on exploration and evaluation assets as follows:

Outlays by expenditure category by project for the three month periods ended July 31, 2018 and 2017 are as follows:

	Northern Ontario properties		Northwestern Ontario properties		Quebec properties		**Total**	
	2018	2017	2018	2017	2018	2017	2018	2017
	$	$	$	$	$	$	$	$
Staking and acquisition	-	-	-	300	-	(1,521)	-	(1,221)
Airborne/geological survey	-	-	-	-	-	-	-	-
Drilling	-	-	-	-	-	676	-	676
Environmental consulting	-	121	-	175	-	2,748	-	3,044
Geological consulting	-	-	14,783	14,625	-	-	14,783	14,625
	-	-	14,783	15,100	-	1,903	14,783	17,124

Outlays by expenditure category by project for the nine month periods ended July 31, 2018 and 2017 are as follows:

	Northern Ontario properties		Northwestern Ontario properties		Quebec properties		**Total**	
	2018	2017	2018	2017	2018	2017	2018	2017
	$	$	$	$	$	$	$	$
Staking and acquisition	-	-	101,667	20,650	146	6,045	101,813	26,695
Airborne/geological survey	-	-	57,836	-	-	117,786	57,836	117,786
Drilling	-	-	-	-	-	81,658	-	81,658
Environmental consulting	-	121	2,922	175	-	2,971	2,922	3,267
Geological consulting	-	-	22,162	14,625	400	-	22,562	14,625
	-	-	169,804	35,450	546	208,460	185,133	244,031

Significant projects

Bold is in the business of exploring for and developing mineral properties. Substantially all of the efforts of the Company are devoted to these business activities. To date the Company has not earned significant revenues from any of its ongoing projects. A description of each of the Company's ongoing projects follows.

(a) Northern Ontario properties - Ring of Fire

(i) Dundee Corporation earn-in right

Pursuant to an option agreement dated May 31, 2011 with a subsidiary ("Subco") of Dundee Corporation, Subco had the right to earn up to a 33-1/3% interest in Bold's Ring of Fire properties by funding $2,500,000 of exploration work by May 31, 2014. Upon expending $2,500,000 within a three

year period, a joint venture is to be formed between the Company and Subco. During the year ended October 31, 2014 the $2,500,000 spending threshold was met and Subco earned its 33-1/3% interest. The properties that Subco has earned into to date are described in (ii) to (iv) below.

(ii) Ring of Fire Claims

The Ring of Fire Claim blocks, for which exploration expenditure requirements are in abeyance with the Ministry of Northern Development and Mines, pending completion of First Nation agreements, were staked to explore areas located to the north and west of the Ring of Fire area of the James Bay Lowlands. Located approximately 550 km north of Thunder Bay, these claim groups are named Areas 55, 55E, 55E1, 55E2, 57 to 63 and 64 to 71.

During the year ended October 31, 2017 it was decided that no further exploration was warranted on area 72 and 73 and as a result, deferred exploration and evaluation assets incurred in connection with these two areas in the amount of $21,481 were written off.

(iii) Koper Lake

Under an agreement dated May 4, 2012 with Fancamp Exploration Limited ("Fancamp"), subject to KWG Resources Inc.'s ("KWG") interest as discussed in (iv) below, the Company has earned a 50% working interest in the Fancamp Ring of Fire property known as the Koper Lake Project. The Koper Lake Project property is situated approximately 530 km north east of Thunder Bay in the James Bay Lowlands of northern Ontario. The agreement called for the Company to make option payments totalling $1,500,000 and to incur exploration expenditures on the property of at least $8,000,000 over a 3 year period, which it did under the KWG option agreement during 2016, as discussed in (iv) below.

A further 10% interest may be earned by Bold at any time by delivery of a positive feasibility study and by making a payment of $700,000 in cash and/or stock at the option of Bold. The Company's President and Chief Executive Officer holds a 2% net smelter royalty interest ("2% NSR") in the four claims that comprise the property pursuant to an agreement with Fancamp dated June 17, 2003 whereby he sold the property to Fancamp and retained the 2% NSR.

In January 2013, the Company signed an agreement with Fancamp giving Bold the option to earn up to a 100% working interest in the Koper Lake property. The agreement provides that once Bold has earned its 60% interest in the Koper Lake property (it has currently earned a 50% interest as discussed in (iv) below), it will then have two options for a period of 90 days following the date it earns its 60% interest. Under the first option it can earn a further 20% interest by agreeing to pay Fancamp $15,000,000 payable in equal installments over three years with half of the amount payable in cash and the balance payable, at Bold's option, through the issuance of common shares of Bold, or its assignee, at the market price at the time the shares are issued. If the first option is exercised, Bold would then have the option to acquire Fancamp's remaining interest in exchange for a Gross Metal Royalty. Fancamp would then be entitled to be paid 2% of the total revenue from the sale of all metals and mineral products from the property from the commencement of commercial production. Once all of the capital costs to bring the Koper Lake project to the production stage have been repaid entirely, the gross metal royalty may be scaled up to a maximum of 4% of the total revenue from the sale of all metals and mineral products from the property depending upon the price of product sold.

(iv) KWG Resources Inc. option on the Koper Lake property

In March 2013, and amended October 23, 2015, the Company optioned its interest in the Koper Lake property to KWG. Under the terms of the option agreement, KWG assumed the obligation to make option payments totaling $1,500,000 and to fund the $8,000,000 exploration programs planned for the property; and as of September 21, 2016 KWG had met those obligations. As a result on September 21, 2016, the Company earned a 50% working interest in Fancamp's Koper Lake property; KWG earned an 80% interest in Bold's interest in chromite and a 20% interest in Bold's interest in nickel and other non-chromite minerals; at that time KWG was obligated to pay operator fees to the Company which it satisfied with a convertible debenture and 5,000,000 common shares of KWG which the Company estimated had a combined value of $107,143 as at the date of the transaction. See Note 6.

KWG can acquire an 80% interest in chromite produced from the Koper Lake property by funding 100% of the costs to a feasibility study leaving Bold and its co-venturer (a subsidiary of Dundee Corporation) with a 20% carried interest, pro rata. For nickel and other non-chromite minerals identified during the exploration programs, the parties can elect to form a joint arrangement in which KWG would have a 20% participating interest and Bold and its co-venturer (a subsidiary of Dundee Corporation) would have an 80% participating interest, pro rata. KWG will have a right of first refusal to purchase all ores or concentrates produced by such joint arrangement whenever its interest in the joint arrangement exceeds 50%.

(v) Rencore Claims

Pursuant to an amalgamation completed on February 13, 2012, the Company acquired Rencore Resources Limited and all of the exploration properties and related obligations held by Rencore in the Ring of Fire ("Rencore claims"). The Rencore claims consist of a 100% interest in mineral claims located north-northwest of Thunder Bay. These properties are known as REN 6 and REN 8.

Rencore has an option agreement dated May 31, 2011, as amended October 7, 2014, with a subsidiary ("Subco") of Dundee Corporation for Subco to earn a 33-1/3% interest in Rencore's Ring of Fire project by funding $2,500,000 of exploration work by March 31, 2014 (extended to the date when another exploration program is approved and budgeted for completion). Upon expending $2,500,000 within the agreed timeline, a joint venture will be formed between Rencore and Subco. Rencore will pay a finder's fee, as funds are expended by Subco pursuant to the option agreement in tranches of $1,000,000, calculated as 2% of the funds expended satisfied in either common shares of the Company at the market price at the time of issuance, or twice that number of warrants exercisable at the market price for two years, subject to regulatory approval. At July 31, 2018 $1,371,188 has been spent under this program.

(b) Northwestern Ontario properties

(i) Wilcorp Project

Under an agreement dated February 24, 2012 and five subsequent amendments the Company acquired an option to certain property that is made up of patented claims and a staked mining claim. The option agreement for the patented claims now requires payments by the Company of $8,000 annually on November 6 of each year. A payment of $8,000 was made on November, 6 2016. The option may be exercised at any time, and the properties acquired, by the payment of $100,000 to the vendor. The vendor retains a 2% Net Smelter Returns Royalty ("NSR") of which half may be purchased at any time by Bold for $500,000 cash. Bold retains a right of first refusal on the remaining 1% NSR.

The terms of the agreement for the staked mining claim are a one-time payment of $12,000 (paid). The vendor retains a 1% NSR of which half may be purchased at any time prior to production for a cash consideration of $500,000. Bold retains a right of first refusal on the remaining 0.5% NSR.

(ii) Traxxin Extension Gold project

During the year ended October 31, 2017, the Company announced it had formalized an agreement with Lac des Milles Lac First Nation and had staked 7 claims totaling 3,953 acres in the Bedivere Lake area of northwestern Ontario. The parties have shared the cost related to the claim staking equally, and each party owns 50% of the gold property. Bold is the operator of the claims.

(iii) Stover Gold Project

On November 17, 2017 the Company entered into an option agreement to acquire the Stover Gold Project. Under the agreement the Company can earn a 100% working interest in the Stover Gold Property subject to a 2.5% net smelter returns royalty retained by the Optionors, by issuing 2 million common shares of Bold (issued) and paying $30,000 in cash (paid) on the execution of the formal option agreement. Incremental cash option payments totalling an aggregate of $75,000 plus a further $600,000 in a combination of cash payments and/or share issuances, at the sole discretion of Bold plus $600,000 of exploration of the property over a period of three years completes the earn-in. A

minimum of $175,000 must be expended on the property within the first year. The Company has the right to purchase a 1.5% net smelter returns royalty from the optionors in consideration for the payment of $1,500,000.

The property is located approximately 85 km northeast of Wawa, Ontario on the Trans-Canada Highway and is road accessible. The property consists of 28 staked claims comprising 406 units totaling approximately 6,496 hectares (16,051 acres) plus a further 25 units to be included for a total of 431 units. The claim group occupies portions of six townships (Stover, Rennie, West, Meath, Riggs and Glasgow).

(iv) J & B Lithium Project

On February 12, 2018, the Company announced the acquisition of two separate claim groups located within the Georgia Lake Area Pegmatite field. The Jean claim group consists of 8 claims comprising 94 units covering an area of approximately 1,504 hectares and the Barbara claim group consists of 2 claims comprising 32 units covering an area of approximately 512 hectares. The Company acquired the claim groups for staking costs and the retention by the vendor of a 1% gross metal royalty, half of which may be purchased for $500,000 and the Company retains a right of first refusal on the remainder of the royalty.

The Bold property lies within the northern portion of the Quetico subprovince (in the Superior Province of the Canadian Shield) near the southwest contact of the Beardmore-Geraldton Greenstone Belt. The Ontario Department of Mines mapped and documented the discovery of numerous lithium-bearing pegmatites in the Georgia Lake area during the period from 1956 to 1959. The work identified a number of pegmatite dikes and sills within the two claim groups. A systematic review of the geology and the historical work performed in the area indicates the potential exists to locate additional lithium bearing pegmatite dikes on Bold's claim groups. A prospecting, mapping and sampling program has been recommended.

(c) Quebec properties

The Quebec properties consist of Lac Grasset claim groups and an expired option on Northern Superior Resources Inc.'s 100% owned Lac Surprise property. Lac Grasset comprises 50 claims totaling 6,682 acres with both gold and base metals potential in La Gauchitiere Township, Mattagami, Quebec straddling the Sunday Lake Deformation Zone.

On May 20, 2014, the Company signed an agreement granting Bold an option to earn up to a 60% interest in Northern Superior Resources Inc.'s 100% owned Lac Surprise property. Exploration expenditures made under the agreement total $1,389,836 at October 31, 2017. During the year ended October 31, 2017 the Lac Surprise option expired; as a result $1,389,836 was written off in the October 31, 2017 financial statements.

The following table sets out selected quarterly financial information for the eight most recent quarters (all reported under IFRS).

		Q3 July 31, 2018	Q2 April 30, 2018	Q1 January 31, 2018	Q4 October 31, 2017
Interest and other income	$	39	22	3	3
Net income (loss)	$	13,108	(56,018)	(58,942)	(205,481)
Net Loss per common share	$	0.00	0.00	0.00	0.00
Number of shares outstanding		123,400,246	123,400,246	123,400,246	117,400,246
		Q3 July 31, 2017	**Q2 April 30, 2017**	**Q1 January 31, 2017**	**Q4 October 31, 2016**
Operator fees interest and other income	$	-	-	53	207,522
Net Loss	$	(62,277)	(1,275,091)	(65,050)	176,892
Net Loss per common share	$	0.00	(0.01)	0.00	0.00
Number of shares outstanding		117,400,246	117,400,246	117,400,246	113,400,246

Discussion of significant items affecting results by quarter:

Q3 2018 – During Q3 2018 the Company received a refund of investment tax credits of $59,811 (2017 – nil) related to a property that had been written off. As a result the balance was recorded as a recovery of exploration and evaluation assets.

Q2 2018 – There was no unusual activity during Q2 2018.

Q1 2018 – There was no unusual activity during Q1 2018.

Q4 2017 – During Q4 2017; share based payment expense of $63,000 was recorded (2016 – Nil); operator fee income of Nil was recorded (2016 - $207,143); gain on debt settlement of Nil was recorded (2016 - $43,748).

5. LIQUIDITY

The Company has no significant revenues and no expectation of significant revenues in the near term. In order to manage this risk, the Company closely monitors its cash requirements and expenditures to maintain sufficient liquidity.

As at July 31, 2018, the Company had current assets of $120,527 (October 31, 2017 - $171,515) to settle current liabilities of $27,699 (October 31, 2017 - $61,702). All of the Company's accounts payable and accrued liabilities have contractual maturities that are subject to normal trade terms.

Future exploration programs will depend on the Company's ongoing ability to raise funds. Bold is an exploration stage company and continues to rely on equity offerings and other partnership arrangements to fund its exploration activities. There can be no assurance that funds will be available.

6. CAPITAL RESOURCES

The Company experienced normal operating conditions during the year. There were no events during the period, other than normal operating conditions, and the private placement, that affected the company's capital resources.

7. OFF-BALANCE SHEET ARRANGEMENTS

As at July 31, 2018 the Company does not have any off-balance sheet arrangements.

8. RELATED PARTY TRANSACTIONS

During the nine months ended July 31, 2018 and 2017, the Company had the following related party transactions:

a. Director's fees, professional fees and other compensation in the amount of $74,250 (2017 - $88,215), were paid or payable to directors and key management personnel in the form of short term salaries and benefits.
   - In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any directors (executive and non-executive) of the Company.
   - The remuneration of directors and key executives is determined by the compensation committee.
b. Legal fees in the amount of $29,395 (2017 – $18,263) were paid or payable to a law firm whose partner is a director and an officer of the Company.

Included in accounts payable and accrued liabilities at July 31, 2018 was $26,173 (2017 - $13,905) owing to directors, and officers, companies owned by directors and officers, and a law firm whose partner is a director and an officer of the Company. These amounts are unsecured, non-interest bearing and due on demand.

9. EVENTS AFFECTING THE COMPANY'S FINANCIAL CONDITION

The Company experienced normal operating conditions during the nine month period. There were no events during the period, other than normal operating conditions, that affected the company's financial condition.

10. PROPOSED TRANSACTIONS

There are no asset or business acquisitions or dispositions proposed by the Company at July 31, 2018.

11. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments 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. Actual outcomes can differ from these estimates. The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Capitalization of exploration and evaluation assets
Management has determined that exploration and evaluation costs incurred during the year have future economic benefits and are economically recoverable. In making this judgement, management has assessed various sources of information including but not limited to the geologic and metallurgic information, history of conversion of mineral deposits to proven and probable mineral reserves, scoping and feasibility studies, proximity of operating facilities, operating management expertise and existing permits.

Impairment of exploration and evaluation assets
While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows

expected to be derived from the Company's exploration properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation assets.

Income taxes and recoverability of potential deferred tax assets
In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

Share-based payments
Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Business combinations
Determination of whether a set of assets acquired and liabilities assumed constitute a business requires the Company to make certain judgments, taking into account all facts and circumstances. Applying the acquisition method to business combinations requires the consideration paid and each identifiable asset and liability to be measured at its acquisition-date fair value. The determination of the acquisition-date fair values often requires management to make assumptions and estimates about future events. The assumptions and estimates with respect to determining the fair value of net identifiable assets acquired generally require a high degree of judgment, and include estimates of future reserves and resources, sales levels and discount rates. Changes in any of the assumptions or estimates used in determining the fair value of the consideration paid and the fair value of acquired assets and liabilities could impact the amounts assigned to assets, liabilities and goodwill in the purchase price allocation.

12. CHANGES IN ACCOUNTING POLICIES AND ACCOUNTING PRONOUNCEMENTS

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods beginning on or after August 1, 2018 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded below. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except

that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

13. FINANCIAL INSTRUMENTS AND OTHER RISK EXPOSURES

The carrying amounts for cash, amounts receivable, accounts payable and accrued liabilities, and loan from a shareholder approximate their estimated fair value due to the short term nature of these financial instruments.

Cash, amounts receivable, and the convertible debenture are classified as loans and receivables and are recorded at amortized cost, which upon their initial measurement is equal to their fair value. Subsequent measurements are recorded at amortized cost using the effective interest rate method.

Cash equivalents, marketable securities and the conversion feature on the convertible debenture are classified as FVTPL and are measured at fair value.

Accounts payable and accrued liabilities, and loan from a shareholder are classified as other financial liabilities and are initially measured at their fair value. Subsequent measurements are recorded at amortized cost using the effective interest rate method.

The Company's financial instruments that are carried at fair value consist of cash equivalents, marketable securities (level 1) and the conversion feature on the convertible debenture. The cash equivalents and the conversion feature on the convertible debenture do not have quoted market prices and they have been classified as level 2 and level 3 respectively within the fair value hierarchy.

The Company's risk exposures and the impact on its financial investments, as summarized below, have not changed significantly during the period.

Legal Contingency
On May 26, 2015 a legal action in the amount of $500,000 was commenced by the Crown against the Company, and three other parties, for damages arising from a forest fire that the parties to the suit are alleged to be responsible for. The Company does not believe it is liable; however, the Company believes that it has sufficient insurance coverage to pay any amounts that it may be found liable for.

Credit Risk
The Company's credit risk is primarily attributable to amounts receivable. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to the financial instrument included in amounts receivable is remote.

Liquidity Risk
The Company's main source of liquidity is derived from its common stock issuances. As at July 31, 2018, the Company had current assets of $120,527 (October 31, 2017 - $171,515) to settle current liabilities of $27,699 (October 31, 2017 - $61,702). All of the Company's financial liabilities have contractual maturities that are subject to normal trade terms.

Interest Rate Risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has cash balances. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company monitors its cash balances and is satisfied with the creditworthiness of its banks. As a result, the Company's exposure to interest rate risk is minimal.

Market Risk

Foreign Currency Risk

The Company's functional and reporting currency is the Canadian dollar and all expenditures are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is minimal.

Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. As the Company's properties are in the exploration stage and to date do not contain any identified mineral resources or reserves, the Company does not hedge against commodity price risk.

Sensitivity Analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve month period:

(i) The Company receives low interest rates on its cash and cash equivalent balances and, as such, the Company does not have significant interest rate risk.

(ii) The Company does not hold balances in foreign currencies to give rise to exposure to foreign exchange risk.

In addition to the financial risks noted above, given the Company's current status as an exploration stage company, there are numerous additional risk factors that could affect the Company's business prospects and future performance, including the following. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also affect the Company's business prospects and future performance.

Additional capital

The exploration and development of the Company's mineral property interests will require substantial additional financing. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development or production on the Company's mineral property interests. The Company will also require additional funding to acquire further property interests. The ability of the Company to arrange such financing in the future will depend, in part, upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from treasury of the Company, control of the Company may change and security holders may suffer additional dilution.

Operating history

The Company has a very limited history of operations and must be considered a start-up. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and an absence of revenues. There is no assurance that the Company will be successful in achieving a return on shareholder investment and the likelihood of success must be considered in light of its early stage of operations.

Highly speculative business

The nature of the Company's business is highly speculative due to its proposed involvement in the exploration, development and production of minerals. Exploration for minerals involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. There is no assurance that any commercial quantities of ore will be discovered by the Company. The commercial viability of a mineral deposit, if discovered, depends upon a number of factors including the particular attributes of the deposit (principally size and grade), the proximity to infrastructure, the impact of mine development on the environment, environmental regulations imposed by various levels of government and the competitive nature of the industry which causes base metal prices to fluctuate substantially over short periods of time. Most of these factors are beyond the control of the Company. Mineral exploration and development are highly speculative and few properties that are explored are ultimately placed into commercial production.

Insufficient resources or reserves
Substantial additional expenditures will be required to establish either resources or reserves on mineral properties and to develop processes to extract the minerals. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or at all.

Barriers to commercial production
The Company will rely upon consultants and others for construction and operating expertise. The economics of developing mineral properties are affected by many factors including, but not limited to, the cost of operations, grade of ore, fluctuating mineral markets, costs of processing equipment, competition, extensions on licenses and other factors such as government regulations, including regulations relating to title to mineral concessions, royalties, allowable production, importing and exporting of minerals and environmental protection. Many of the above factors are beyond the control of the Company. Depending on the price of minerals produced, the Company may determine that it is impractical to either commence or continue commercial production.

Commodity price and exchange rate fluctuations
The feasibility of mineral exploration is significantly affected by changes in the market price of the minerals expected to be produced. Mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control. The level of interest rates, the rate of inflation, world supply of minerals and stability of exchange rates can all cause significant fluctuations in mineral prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments.

Key officers, consultants and employees
The success of the Company will be largely dependent upon the performance of its key officers, consultants and employees. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Company's success. The Company has not purchased any key-man insurance with respect to any of its directors, officers or consultants and has no current plans to do so.

Title
The mining claims in which the Company has an interest have not been surveyed and, accordingly, the precise location of the boundaries of the claims and ownership of mineral rights on specific tracts of land comprising the claims may be in doubt. Such claims have not been converted to lease and tenure, and as a result, are subject to annual compliance with assessment work requirements. Other parties may dispute the Company's title to its mining properties. While the Company has diligently investigated title to all mineral claims and, to the best of its knowledge, title to all properties is in good standing; this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers or land claims, including First Nations land claims and title may be affected by undetected defects. There is no guarantee that title to the Company's properties or its rights to earn an interest in its properties will not be challenged or impugned. Also, in many countries including Canada and the USA, claims have been made and new claims are being made by aboriginal peoples that call into question the rights granted by the governments of those countries in respect of resource properties.

Maintaining interests in mineral properties
The Company's continuing right to maintain its ownership in its mineral property interests will be dependent upon compliance with applicable laws and with agreements to which it is a party. There is no assurance that the Company will be able to obtain and/or maintain all required permits and licenses to carry on its operations. Additional expenditures will be required by the Company to maintain its interests in its properties. There can be no assurance that the Company will have the funds, will be able to raise the funds or will be able to comply with the provisions of the agreements relating to its properties which would entitle it to an interest therein and if it fails to do so its interest in certain of these properties may be reduced or be lost.

External market factors
The marketability and price of minerals which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. The Company will be affected by changing production costs, the supply or/and demand for minerals, the rate of inflation, the inventory levels of minerals held by competing companies, the political environment and changes in international investment patterns.

Governmental and regulatory requirements
Government approvals and permits are currently, and may in the future, be required in connection with the Company's operations. To the extent that such approvals are required and not obtained, the Company may be restricted or prohibited from proceeding with planned exploration or development activities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, which may include requirements for the Company to take corrective measures requiring capital expenditures, installation of additional equipment, or other remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in the development of properties.

Environmental regulations
All phases of the Company's operations are subject to environmental regulation. Environmental legislation is becoming stricter, with increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that environmental regulation will not adversely affect the Company's operations. Environmental hazards may exist on a property in which the Company holds an interest which are unknown to the Company at present which have been caused by previous or existing owners or operators of the property.

Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means standards, and enforcement, fines and penalties for non-compliance are more stringent.

Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The Company intends to fully comply with all environmental regulations in all of the countries in which it is active.

Conflicts of interest
Certain directors and officers of the Company are or may become associated with other natural resource companies which may give rise to conflicts of interest. In accordance with the *Business Corporations Act* (Ontario), directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Company. The directors and officers of the Company have either other full-time employment or other

business or time restrictions placed on them and, accordingly, the Company will not be the only business enterprise of these directors and officers.

Competition in acquiring additional properties
Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, the Company may be unable to acquiring rights to exploit additional attractive mining properties on terms it considers acceptable.

Land access
As of April 1, 2013, under the recently modified Mining Act, the Company is required to obtain permits to conduct exploration and evaluation activities on its Ontario properties. In management's view there is uncertainty concerning the First Nation's ability to comply with the legislation on a timely basis, and there is a risk of permitting delays. The impact of any delays on the Company's operations is unknown.

Dividend policy
No dividends on the common shares of the Company have been paid by the Company to date. The Company intends to retain its earnings, if any, to finance the growth and development of its business and has no present intention of paying dividends or making any other distributions in the foreseeable future.

14. OUTSTANDING SHARE, WARRANT AND OPTION DATA

Common shares
As at July 31, 2018, and the date hereof, there were 123,400,246 and 123,400,246 common shares respectively of the Company outstanding.

Warrants
As at July 31, 2018, and the date hereof, the Company has 11,780,000 warrants outstanding.

Broker Warrant units
As at July 31, 2018, and the date hereof, the Company has 280,000 broker warrant units outstanding.

Options
As at July 31, 2018 and the date hereof the Company had 6,725,000 options outstanding.

Forward-Looking Statements

Certain statements in this MD&A may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and its subsidiary, or the industry in which they operate, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this report, the words "estimate", "believe", "anticipate", "intend", "expect", "plan", "may", "should", "will", the negative thereof or other variations thereon or comparable terminology are intended to identify forward-looking statements. Such forward-looking statements reflect the current expectations of the management of the Company with respect to future events based on currently available information and are subject to risks and uncertainties that could cause actual results, performance or achievements to differ materially from those expressed or implied by those forward-looking statements, such as reduced funding, currency and interest rate fluctuations, increased competition and general economic and market factors and including the risk factors summarized above under the heading "Risks and Uncertainties". New risk factors may arise from time to time and it is not possible for management of the Company to predict all of those risk factors or the extent to which any factor or combination of factors may cause actual results, performance or achievements of the Company to be materially different from those expressed or implied in such forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. Although the forward-looking statements contained in this MD&A are based upon what management believes to be reasonable assumptions, the Company cannot assure investors

that actual results will be consistent with these forward-looking statements. The forward-looking statements contained in this MD&A speak only as of the date hereof. The Company does not undertake or assume any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

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