



BOLD VENTURES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A") For the nine months ended July 31, 2019 and 2018

1. GENERAL

The following discussion and analysis provide an analysis of the financial results of Bold Ventures Inc. ("Bold" or the "Company") for the nine months ended July 31, 2019 and 2018. The following information should be read in conjunction with the Company's interim unaudited condensed consolidated financial statements and notes thereto for the period ended July 31, 2019 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 24, 2019.

2. OVERALL PERFORMANCE AND OUTLOOK

Performance highlights

Wilcorp Gold Project

The Company and the vendor have recently agreed to amend the Wilcorp Option Agreement. The amendment calls for a \$6,000 payment or before November 30, 2019 and \$8,000 on June 1 each year thereafter.

In the fall of 2012, a reconnaissance prospecting program was carried out over seven top priority I.P. Anomalies as selected by Abitibi Geophysics. 62 samples were taken from different parts of the property and values ranged from <5ppb gold up to 14, 403 ppb gold (14.4 g/t gold). Of this total, 16 samples returned values greater than 100 ppb gold and six returned gold values greater than 1,000 ppb (1.0g/t gold). Additional sampling, mapping and diamond drilling has been recommended.

J&B Lithium Project

In October of 2018 the Company announced results from 9 anomalous samples of granite pegmatite bedrock exposures ranged from 0.002% Li₂O to 0.019% Li₂O. Two samples from a large angular pegmatite boulder, located in the central portion of the property, were observed to contain approximately 15% spodumene with crystals up to 8 cm long. These samples returned 0.764% Li₂O and 0.685% Li₂O. The remaining 5 samples did not return significant values. The granite pegmatite outcrops contain varying amounts of mica, medium to coarse albite, feldspar, quartz, apatite, spodumene and lepidolite.

The 2018 prospecting results at the J&B Lithium project provided encouraging results that formed the basis for identifying areas for further exploration. The Company is now in receipt of exploration permits for the Jean Claims and the Parole East claims. The permits allows for stripping, channel sampling, geophysical surveys and diamond drilling on the claims.

Lac des Mille Lacs Compilation Study

The Company completed a data compilation study of an area within Northwestern Ontario that has been mandated by the Lac des Mille Lacs First Nation ("LdMLFN"). The identification and compilation of resource related information is part of a strategic initiative to develop knowledge, awareness and understanding of resources for LdMLFN and will be used as a tool for managing natural resources. Bold's technical team carried out the study that includes base and precious metals, industrial minerals and materials, aggregate, building stone and peat resources.



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 Gold Project, Traxxin Extension Gold Project and the 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 in 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.
- Work done in 2018 on Bold's J&B Lithium project has returned positive results and provides a promising and low cost position to explore for battery technology metals.

3. SELECTED ANNUAL INFORMATION

Audited data, for the years ended October 31,	2018 \$	2017 \$	2016 \$
Interest and other income	61	10,293	477
Net loss for the year	(127,724)	(1,607,899)	(41,948)
Basic & diluted loss per share	(0.00)	(0.01)	(0.00)
Total Assets	1,421,862	1,233,025	2,635,926

Overview

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

	For the three months ended July 31,		For the nine months ended July 31,	
	2019 \$	2018 \$	2019 \$	2018 \$
Interest and other income	6,156	39	6,156	61
Operating expenses	(26,235)	(46,742)	(105,202)	(161,725)
Net income (loss)	(268,059)	13,108	(347,025)	(101,853)
Basic and diluted loss per share	(0.00)	0.00	(0.00)	(0.00)
Total assets	1,113,479	1,367,169	1,113,479	1,367,169



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

	For the three months ended		For the nine months ended	
	July 31,		July 31,	
	2019	2018	2019	2018
	\$	\$	\$	\$
Salaries and management fees	6,000	22,010	35,070	74,250
Professional fees	6,726	7,131	27,660	26,872
Office and general	7,780	7,717	17,990	21,665
Rent	-	3,300	-	9,900
Travel and promotion	1,781	6,006	4,897	15,308
Transfer agent and filing fees	3,949	577	19,584	13,730
Total operating expenses	26,235	46,742	105,202	161,725

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, 2019, the Company realized a net loss of \$347,025 (2018 – loss \$101,853). During the nine months ended July 31, 2019 there was a write-off of the Stver Project exploration and evaluation assets of \$303,080 (2018 – a recovery of \$59,811), and a gain on debt settlement of \$55,100 (2018 – nil). The Company is making every effort to conserve cash.

Acquisition and Exploration Expenditures

During the nine months ended July 31, 2019 the company spent a total of \$35,018 (2018 - \$185,133) on exploration and evaluation assets as follows:

Outlays by expenditure category by project for the three month periods ended July 31, 2019 and 2018 are as follows:

	Northern Ontario properties		Northwestern Ontario properties		Quebec properties		Total	
	2019	2018	2019	2018	2019	2018	2019	2018
	\$	\$	\$	\$	\$	\$	\$	\$
Geological consulting	-	-	(5,705)	14,783	-	-	(5,705)	14,783

Outlays by expenditure category by project for the nine months ended July 31, 2019 and 2018 are as follows:

	Northern Ontario properties		Northwestern Ontario properties		Quebec properties		Total	
	2019	2018	2019	2018	2019	2018	2019	2018
	\$	\$	\$	\$	\$	\$	\$	\$
Staking and acquisition	-	-	28,000	101,667	-	146	28,000	101,813
Airborne/geological survey	-	-	-	57,836	-	-	-	57,836
Environmental consulting	-	-	-	2,922	-	-	-	2,922
Geological consulting	-	-	7,018	22,162	-	400	7,018	22,562
	-	-	35,018	184,587	-	546	35,018	185,133

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 nine months 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 inclusive and 64 to 71 inclusive.

During the nine months ended October 31, 2017 it was decided that no further exploration was warranted on Areas 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 estate of the Company's former Chairman holds a 1% net smelter royalty interest ("1% NSR") in the four claims that comprise the property. Bold Ventures maintains a right of first refusal on the 1% 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.

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 have agreed 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, 2019, \$1,371,188 has been spent under this program.

(b) Northwestern Ontario properties

(i) Wilcorp Project

Under an agreement dated February 24, 2012, and 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 requires a payment by the Company of \$6,000 on or before November 30, 2019, and \$8,000 annually on June 1 of each year thereafter. 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 nine months 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) 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.

On August 15, 2018 the Company announced it had an option to acquire an additional 28 mining claims that comprise approximately 503 hectares or 1242 acres. These claims are located contiguous to the Company’s Jean claim group. The terms of the option agreement call for the payment of \$2,000 cash (completed) and the issuance of 100,000 common shares (completed) of the Company to the Vendor on closing and the expenditure of at least \$10,000 on the Property before the first-year anniversary of closing. An option payment of \$3,000 and 150,000 common shares of Bold is due on



the first-year anniversary of closing. Subsequent option payments over the next two years total \$75,000 in cash and/or common shares in any combination at the Company's option and \$75,000 in work expended on the property. Should the Company complete the option terms it will earn a 100% interest in the property subject to a 1.5% Net Smelter Royalty ("NSR") in favour of the vendor. At any time until a production decision is made on the property, the Company shall have the right to purchase from the vendor a 1.0% NSR for \$500,000 leaving the vendor with a 0.5% NSR in the Property. After a production decision is made, if the 1.0% NSR has not been purchased, the Company shall have the right to purchase the 1.0% NSR at any time thereafter for \$750,000.

The Bold property lies within the northern portion of the Quetico sub-province (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 was carried out in 2018. The results were encouraging and further work is warranted to follow up the initial results..

(c) Quebec properties

The Quebec properties consists of the Lac Grasset claim groups. Lac Grasset comprises 26 claims in La Gauchitiere Township, Mattagami, Quebec straddling the Sunday Lake Deformation Zone. A number of VTEM anomalies have been outlined for further follow up work.

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

		Q3 July 31, 2019	Q2 April 30, 2019	Q1 January 31, 2019	Q4 October 31, 2018
Interest and other income	\$	6,156	-	-	-
Net income (loss)	\$	(268,059)	(33,426)	(45,541)	(25,872)
Net Loss per common share	\$	0.00	0.00	0.00	0.00
Number of shares outstanding		125,670,246	124,900,246	124,900,246	123,500,246
		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 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

Discussion of significant items affecting results by quarter:

Q3 2019 - During the three months ended July 31, 2019, the Company realized a net loss of \$268,059 (2018 – net income \$13,108). During the three months ended July 31, 2019 there was a write-off of the Stover Project exploration and evaluation assets of \$303,080 (2018 – a recovery of \$59,811), and a gain on debt settlement of \$55,100 (2018 – nil).

Q2 2019 - There was no unusual activity during Q2 2019.

Q1 2019 - There was no unusual activity during Q1 2019.



Q4 2018 – There was no unusual activity during Q4 2018.

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, 2019, the Company had current assets of \$21,720 (October 31, 2018 - \$62,041) to settle current liabilities of \$101,505 (October 31, 2018 - \$106,263). 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, that affected the company's capital resources.

7. OFF-BALANCE SHEET ARRANGEMENTS

As at July 31, 2019 the Company does not have any off-balance sheet arrangements.

8. RELATED PARTY TRANSACTIONS

During the nine months ended July 31, 2019 and 2018, the Company had the following related party transactions:

- a. Director's fees, professional fees and other compensation in the amount of \$36,750 (2018 - \$74,250), were paid or payable to directors and key management personnel in the form of short-term salaries and benefits. During the nine months ended July 31, 2019 \$1,680 (2018 – Nil) was charged to exploration and evaluation projects, and \$35,070 was expensed.
 - 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. The Company's president and CFO agreed to a debt settlement arrangement under which 770,000 common shares of the Company were exchanged for settlement of \$70,500 in debts owed to them.
- c. Legal fees in the amount of \$27,660 (2018 – \$29,395) 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, 2019 was \$71,197 (2018 - \$26,173) 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.

See Note 6(a)(iii) to the Company's July 31, 2019 interim unaudited condensed consolidated financial statements.

9. EVENTS AFFECTING THE COMPANY'S FINANCIAL CONDITION

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, 2019.



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, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

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, 2019 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded below. The following has not yet been adopted and is being evaluated to determine its impact on the Company.

IAS 1 – Presentation of Financial Statements (“IAS 1”) and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (“IAS 8”) were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted.

IFRS 3 – Business Combinations (“IFRS 3”) was amended in October 2018 to clarify the definition of a business. This amended definition states that a business must include inputs and a process and clarified that the process must be substantive and the inputs and process must together significantly contribute to operating outputs. In addition it narrows the definitions of a business by focusing the definition of outputs on goods and services provided to customers and other income from ordinary activities, rather than on providing dividends or other economic benefits directly to investors or lowering costs and added a test that makes it easier to conclude that a company has acquired a group of assets, rather than a business, if the value of the assets acquired is substantially all concentrated in a single asset or group of similar assets. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted.

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.

IFRS 10 – Consolidated Financial Statements (“IFRS 10”) and IAS 28 – Investments in Associates and Joint Ventures (“IAS 28”) were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined, however early adoption is permitted.



IFRIC 23 – Uncertainty Over Income Tax Treatments (“IFRIC 23”) was issued in June 2017 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistently with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019. Earlier adoption is permitted.

13. FINANCIAL INSTRUMENTS AND OTHER RISK EXPOSURES

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

Cash and amounts receivable, 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.

Marketable securities are classified as FVTPL and are measured at fair value.

Accounts payable and accrued liabilities 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 marketable securities. The marketable securities have been classified as level 1 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 year.

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.

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 and no interest-bearing debt. 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, 2019, and the date hereof, there were 125,670,246 common shares of the Company outstanding.

Warrants

As at July 31, 2019, and the date hereof, there were 7,780,000 warrants outstanding.

Broker Warrant units

As at July 31, 2019, and the date hereof, the Company has 280,000 broker warrant units outstanding.

Options

As at July 31, 2019 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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