

ROJO RESOURCES LTD

Management Discussion and Analysis of Financial Condition and Results of Operations

For the year ended July 31, 2017

(Expressed in Canadian Dollars)

This management discussion and analysis has been prepared as of November 22, 2017, and should be read in conjunction with the audited financial statements of the Company for the years ended July 31, 2017 and 2016 the subsequent management discussion and analysis to November 22, 2017. All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls to ensure that information used internally or disclosed externally, including the accompanying audited financial statements and this MD&A, is complete and reliable.

The financial statements of the Company for the year ended July 31, 2017 are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The Company is a Canadian company based in Vancouver, British Columbia, Canada, engaged primarily in the acquisition, exploration and development of mineral properties of merit in Canada and Worldwide with the aim of developing them to a point whereby they can be put into production or offered for joint venture whereby funding would be available for further development and exploration. Currently the company does not have any assets or mineral properties that are in production and is investigating opportunities in various other sectors.

The Company’s common shares are traded on the TSX Venture Exchange under the trading symbol RJ and as of November 22, 2017, on the OTC International market under the symbol LKYSD.

Additional information on the Company is available on SEDAR at www.sedar.com.

CORPORATE ACTIVITIES

During the current year, the Company does not have any interest in any mineral property options and has been actively pursuing opportunities in other sectors including technology and legal marijuana. As at year-end, management’s efforts to invest in other sectors have not materialized yet.

During the prior year, the Company had interest in following mineral property option which was written-down on August 14, 2015:

Western Athabasca Syndicate Property – Saskatchewan

In a working agreement dated July 2013, the Company Skyharbour Resources Ltd. (“Skyharbour”), Athabasca Nuclear Corp. (“Athabasca”) and Noka Resources Inc. (“Noka”), agreed to associate for the purpose of conducting a co-ordinated exploration program to be carried out on the mineral properties owned by Skyharbour and Athabasca located in the Athabasca area of the Province of Saskatchewan. The Western Athabasca Syndicate property consists of the following individual option agreements:

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Skyharbour Property, Athabasca area – Saskatchewan

On April 26, 2013, the Company entered into an option agreement with Skyharbour Resources Ltd. (“SKY”) a TSX Venture listed company (TSX-V: SYH) whereby the Company will acquire a 25% interest in the Skyharbour Property consisting of 45 mineral claims covering 161,755 hectares located in the Athabasca area in the province of Saskatchewan.

Total consideration consists of 250,000 shares of the Company (issued), and \$100,000 cash payment upon execution of the agreement (paid). The Company must incur \$500,000 in expenditures on or before May 1, 2014 and an additional \$500,000 on or before May 1, 2015. SKY will act as the operator for all expenditures incurred on the Property.

The property is subject to a 2% net smelter returns royalty agreement between SKY and a third party individual, if the Company acquires a 25% interest in the property it would be liable to pay its proportionate share of the royalty to the 3rd party individual.

In the event that the Company does not complete all of the funding requirements for exploration expenditures on the Property to earn its 25% interest in the Property, then the Company may pay SKY an amount equal to such shortfall in expenditures within 30 days after the option deadline. In the event the required payments are not made, then the Option Agreement will terminate.

On July 9, 2013, the Company entered into a working agreement with Skyharbour Resources Ltd, Athabasca Nuclear Corp, and Noka Resources Inc. for the purpose of conducting a coordinated exploration program to be carried out on mineral properties owned by Skyharbour and Athabasca located in the Athabasca area in the Province of Saskatchewan. Each Company has the option to acquire a 25% interest in the Skyharbour Property.

In April 2013, the Company paid \$100,000 and issued 250,000 shares with an estimated fair value of \$140,000 in accordance with the agreement.

In April 2015, the Company paid \$104,862 towards a cash call made by the Syndicate operator.

Athabasca Property, Athabasca area – Saskatchewan

On June 28, 2013, the Company entered into an option agreement with Athabasca Nuclear Corp. (“ANC”) a TSX Venture listed company (TSX-V: ASC) whereby the Company will acquire a 25% interest in the Athabasca Property consisting of 36 mineral claims covering 125,375 hectares located in the Athabasca area in the province of Saskatchewan.

Total consideration consists of 121,234 shares of the Company, and \$100,000 cash payment upon execution of the agreement (paid). The Company must incur \$1,000,000 in expenditures on or before June 1, 2015. ANC will act as the operator for all expenditures incurred on the Property.

The property is subject to a 2% net smelter returns royalty agreement between SKY and a third party individual, if the Company acquires a 25% interest in the property it would be liable to pay its proportionate share of the royalty to the 3rd party individual.

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On July 9, 2013, the Company entered into a working agreement with Skyharbour Resources Ltd, Athabasca Nuclear Corp, and Noka Resources Inc. for the purpose of conducting a coordinated exploration program to be carried out on mineral properties owned by Skyharbour and Athabasca located in the Athabasca area in the Province of Saskatchewan. Each Company has the option to acquire a 25% interest in the Skyharbour Property.

In June 2013, the Company paid \$100,000 in accordance with the agreement and issued 969,869 shares during August 2013.

On August 14, 2015, the management decided not to continue investing in the property and wrote-off its interest accordingly.

OPERATING RESULTS

As of July 31, 2017, the Company had a net and comprehensive loss of \$259,645 (2016: \$1,978,115) resulting in a loss per share of \$0.06 (2016: \$0.11).

SELECTED QUARTERLY INFORMATION

	April 30, 2017	July 31, 2016	July 31, 2015
Operating expenses	94,064	178,253	269,905
Net Income (Loss)	174,064	1,978,115	218,893
Loss per share	0.06	0.11	0.02
Total Assets	201,395	231,956	1,954,489
Working capital (Deficiency)	84,894	112,574	133,480
Exploration and evaluation assets	-	-	1,796,614
Total liabilities	101,597	118,478	20,896
Share capital	11,304,828	11,058,863	10,900,863
(Deficit)	(14,057,743)	(13,798,098)	(11,819,983)

	Three Month Period ended July 31, 2017	Three Months Period Ended July 31, 2016	Year Ended July 31, 2017	Year Ended July 31, 2016
LOSS BEFORE INCOME TAXES				
Advertising	\$ 23,746	\$ (924)	\$ 24,547	\$ 1,314
Amortization	121	(568)	253	175
Consulting fees	-	1,027	7500	4,013
Interest and bank charges	184	124	966	449
Management fees	18,000	18,000	72,000	72,000
Office and miscellaneous	1,774	1,834	6,993	7,524
Professional fees	45,052	28,103	114,279	52,712
Shareholder information, transfer agent and filing fees	5,181	(4,071)	22,517	18,363
Travel and promotion	106	11,110	106	21,653
	94,065	54,635	249,161	178,253

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LOSS BEFORE INCOME TAXES	94,065	54,635	-	178,253
Impairment of exploration and evaluation assets	-	-	-	(1,796,614)
Write-down of property and equipment	-	(3,248)	-	(3,248)
Write-down of marketable securities	80,000	-	80,000	-
Gain on contract assignment	-	-	(69,516)	-
NET AND COMPREHENSIVE LOSS FOR THE YEAR	\$ (174,065)	\$ (57,883)	\$ (259,645)	\$ (1,978,115)
LOSS PER SHARE – BASIC AND FULLY DILUTED	\$ (0.04)	\$ (0.01)	\$ (0.06)	\$ (0.11)

DISCUSSION OF OPERATIONS*For the quarter ended July 31, 2017*

As of July 31, 2017, the Company had a net loss of \$174,065 (2016: \$57,883) resulting in a loss per share of \$0.04 (2016: \$0.01).

Professional Fees \$45,052 (2016: 28,103)

Advertising \$ 23,647 (2016: -924)

SUMMARY OF QUARTERLY RESULTS

The following financial information is derived from various audited annual financial statements and unaudited interim financial statements, prepared in accordance with IFRS, as issued by the International Accounting Standards Board (“IASB”), and interpretations of the IFRS Interpretations Committee (“IFRIC”).

	07/31/2017	04/30/2017	01/31/2017	10/31/2016	07/31/2016	04/30/2016	01/31/2016	10/31/2015
Revenue - operations	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net income (loss)	(174,065)	35,916	(60,583)	(60,912)	(57,858)	(40,371)	(48,241)	(1,831,645)
Earnings (loss) per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.016)

The Company does not derive revenue from its operations. Its primary focus is in the acquisition and exploration of resource properties.

The major contributing factor for the loss in fiscal quarter 2017 was advertising, management fees paid to related parties, professional fees and transfer agent fees.

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LIQUIDITY AND CAPITAL RESOURCES

The Company has no cash flow from operations. The Company receives funds for operational use primarily from issuing common shares in the Company. At July 31, 2017, the Company had \$68,668 cash on hand (July 31, 2016 \$111,822). The Company has a working capital of \$84,894 (2016: working capital of \$112,574).

Summary of liquidity and capital resources:

- Capitalized mineral property costs incurred for the quarter ended July 31, 2017 totaled \$NIL (July 31, 2016 \$NIL)
- General and administrative expenses for the year ended July 31, 2017 totaled \$249,161 (2016: \$178,253 of which \$24,547 was advertising, Professional fees of \$114,279 and management fees of \$72,000.
- The Company raised \$260,000 before share issue costs in the period under review (2016: \$158,000) in cash through stock issuance. Cash used in operations was \$249,686 (2016: \$119,755). Cash used in investment activities was \$39,433 (2016: \$66,879).

No other commitments to provide additional funds have been made by management or other stockholders. Accordingly, there can be no assurance that any additional funds will be available to the Company to allow it to cover future operating expenses. The Company has no other capital resources other than the ability to issue common stock to raise additional capital or receive funds on the exercise of warrants or options by the holders.

Management continues to look for additional debt or equity financing for working capital and acquisition of projects.

SEGMENTED INFORMATION

The Company is primarily involved in the exploration and development of mineral properties and other investments in Canada and currently is no longer exploring opportunities in any sector outside Canada. During the year, the Company paid a refundable deposit of \$39,433 (\$30,000 USD) (2016 - \$66,051 (\$50,000USD)) to a company operating in the technology sector in Argentina, South America pursuant to an agreement which it's no longer pursuing. The Company assigned its interest to an unrelated party in Canada for a consideration of 500,000 marketable securities of the unrelated party that are held in escrow. All assets and liabilities are currently located in Canada. In prior year, all of Company's assets and liabilities were located in Canada only.

July 31, 2017			
	Canada		Total
Current Assets	\$ 254,074	\$	254,074
Property and Equipment	728		728
	<u>\$ 254,802</u>	<u>\$</u>	<u>254,802</u>

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OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company's related parties consist of individuals who are executive officers and/or directors of the Company, or directly related to a director of the Company, as follows:

Name	Nature of transaction
Allen Morishita, Chairman, Director	Management and consulting fees
Paricia Wilson, CFO, Director	Management and consulting fees
John Adams, Director	Management and consulting fees
Mark Tommasi, Director	Management and consulting fees

The Company incurred the following fees and expenses in connection with compensation of individuals who are key management and directors. Administration and exploration expenditures were paid to a private company controlled by a common director:

	Year Ended July 30, 2017	Year End July 31, 2016
Included in operations		
Consulting fees	\$ 7,500	\$ -
Management fees	72,000	72,000
	\$ 79,500	\$ 72,000

These transactions are in the normal course of operations.

During the current fiscal quarter, the Company owed \$61,900 (2016 - \$84,727) to the related parties. These balances due to related parties are unsecured, non-interest bearing and due on demand.

PROPOSED TRANSACTIONS

There are no proposed asset or business acquisitions or dispositions planned, other than those during the ordinary course of business and disclosed in financial statements.

CRITICAL ACCOUNTING ESTIMATES

By definition the Company is a venture issuer and as such utilizes limited critical accounting estimation. The Company's recoverability of the recorded value of its mineral property costs is dependent upon many factors beyond the Company's control. The Company is engaged in an industry that is dependent on a number of conditions including property tenure, environmental and permitting risks, legal and political risks and the Company's ability to obtain necessary financing to maintain, explore and develop its mineral properties.

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The preparation of financial statements in conformity with International Financial Reporting Standards requires management to establish accounting policies and to make estimates that affect both the amount and timing of the recording of assets, liabilities and expenses. Some of these estimates require judgment about matters that are inherently uncertain. Note 3 to the financial statements for the year ended July 31, 2016 includes a summary of the significant accounting policies adopted by the Company and Note 2 includes a summary of significant accounting judgments, estimates and assumptions.

FINANCIAL INSTRUMENTS

Fair Value Measurement

Financial instruments measured at fair value are classified using a hierarchy that reflects the significance of the inputs used in making the measurements. The company classifies its financial instruments based on the fair value hierarchy which has the following levels:

Level 1: Fair value based on quoted market prices (unadjusted) observed on active markets for identical financial instruments.

Level 2: Fair value based on quoted prices for similar financial instruments or based on valuation techniques for which all significant inputs are based on observable market information.

Level 3: Fair value based on valuation techniques for which significant inputs are not based on observable market information.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect the estimated fair values.

The fair value of the Company's cash is measured at level 1 of the fair value hierarchy. The carrying value of accounts receivables, deposits, accounts payable and accrued liabilities and flow-through share premium liability approximates their fair value because of the short term nature of these instruments.

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations to the Company. The Company is exposed to credit risk represented by carrying value of cash, short-term investments that are held at a large Canadian financial institution in interest bearing accounts and amounts receivable for harmonized sales tax. The financial institution is a major Canadian bank which the Company believes lessens the degree of credit risk. The primary receivables owed to the Company are owed from the Federal Government of Canada as a result of GST refunds. The Company believes it has no significant credit risk.

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Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due or can do so only at excessive cost. The Company's exposure to liquidity is limited to accounts payable and accrued liabilities and amounts due to related parties. The Company believes that its exposure to liquidity risk is insignificant as currently the Company has adequate funds available to discharge these liabilities. To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will consider securing additional funds through equity transactions.

The following are the contractual maturities of financial liabilities as at July 31, 2017:

	Total	Up to 3 Months	3 – 12 Months	Beyond 1 Year
Accounts payable and accrued liabilities	\$39,697	\$39,697		
Due to related parties	\$61,900	\$61,900		

The following are the contractual maturities of financial liabilities as at July 31, 2016:

	Total	Up to 3 Months	3 – 12 Months	Beyond 1 Year
Accounts payable and accrued liabilities	\$33,751	\$33,751		
Due to related parties	\$84,727	\$84,727		

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity prices.

Interest rate risk

The Company's interest rate risk is limited to the risk that the fair value of future cash flows from a financial instrument will fluctuate as a result of changes in market prices. The Company's financial assets and liabilities are not exposed to significant interest rate risk due to their short-term nature. The Company's investment policy focuses on the preservation of capital and limits investments of excess cash into high grade Canadian debt securities.

Currency risk

As at July 31, 2017, all the Company's cash and cash equivalents were held in Canadian dollars, the Company's functional currency. The Company is exposed to fluctuations in foreign currency exchange rates as a portion of the Company's exploration and evaluation expenditures are incurred in US dollars. A significant change in the currency exchange rates between the Canadian and US dollar could have an effect on the Company's results of operations, financial position or cash flows. Currently, the Company is not exposed significant currency risk as the Company is not carrying any financial assets or liabilities denominated in foreign currency.

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Price risk

The Company is exposed to price risk with respect to commodity prices. The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain minerals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

OUTSTANDING SHARE DATA

On May 29, 2017, the Company consolidated its shares on basis of 1 new share for 5 old shares for a total of 4,890,086.

As of July 31, 2017, the following securities were outstanding:

(a) Share Capital

Authorized - unlimited number of common shares without par value

(b) Issued and Outstanding Capital: 4,890,086 shares outstanding

(c) Warrants Outstanding at July 31, 2017:

As of July 31, 2017, the following warrants were outstanding:

Expiry Date	Outstanding 31-July-17	Exercise Price \$
May-03-18	1,080,200	0.50

As of July 31, 2017, the following options were outstanding:

Expiry Date	Outstanding	Exercise Price \$
21-Mar-19	12,500	4.40
	12,500	4.40

DISCLOSURE CONTROLS AND PROCEDURES

The internal controls and procedures of the Company have problems similar to many small venture companies. The size and location of the company's offices makes the maintenance of desirable internal controls difficult. The Company regularly reviews its disclosure and procedures; however, it cannot provide an absolute level of assurance because of the inherent limitations in control systems to prevent or detect all misstatements due to error or fraud. Given the size of the Company and the number of staff, the Company does not have the resources to monitor and maintain in-depth and up-to-date understanding of all changes to financial and regulatory reporting.

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Due to the limited number of staff, it is not possible to achieve segregation of duties, nor does the Company currently maintain written policies and procedures at its offices. Similarly, the Company must engage accounting assistance with respect to complex, non-routine accounting issues, tax compliance and reporting for its operations. Notwithstanding these weaknesses, the Company's internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements and that information is timely and accurately disclosed consistent with Canadian securities laws and regulations. Although the identified weaknesses may be considered to increase the risk that a material misstatement in the Company's financial statements would not be prevented or detected, neither has resulted in a material misstatement in the financial statements.

At present time, the Company has no plans to increase the size of its staff, however, the CEO and the CFO oversee all material transactions and related accounting records and the audit committee of the Company reviews with management on a quarterly basis the financial statements of the Company. While management and the board of directors of the Company work to mitigate the risk of a material misstatement in the Company's financial reporting, the Company's control system, no matter how well designed or implemented, can only provide reasonable, but not absolute, assurance of detecting, preventing and deterring errors and fraud.

No material changes in the Company's internal control over financial reporting were identified by management during the most recent year end period.

FORWARD LOOKING STATEMENTS – CAUTIONARY NOTES

Certain statements included in this MD&A contain forward-looking statements that relate to future events or the Company's future performance. All statements other than statements of historical fact are forward looking statements. These statements include, but are not limited to, statements concerning the future financial and operating performance of Rojo Resources Ltd. and its current and proposed mineral projects; the future prices of gold and other precious and base metals; the estimation of mineral reserves and resources; the realization of mineral reserve estimates; timing of updated technical reports and scoping study and preliminary economic assessment; expected content of scoping study and preliminary economic assessment; anticipated working-capital requirements; capital expenditures; costs and timing of future exploration; requirements for additional capital; government regulation of mining operations; environmental risks; title disputes or claims; and limitation of insurance coverage.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "proposes", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, but are not limited to, general business and economic uncertainties; exploration and mining risks; uncertainties relating to surface rights; the actual results of current exploration activities; the outcome of negotiations; conclusions of economic evaluations and studies; future prices of gold and other precious and base metals; increased competition in the mining industry

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for properties, equipment and qualified personnel; risks associated with environmental compliance and permitting, including those created by changes in environmental legislation and regulation; the risk of arbitrary changes in law; title risks; and the risk of loss of key personnel.

The forward-looking statements contained herein are based on a number of assumptions that the Company believes are reasonable, but may prove to be incorrect. These assumptions include, but are not limited to, assumptions that there is no material deterioration in general business and economic conditions; that there is no unanticipated fluctuation of interest rates and foreign exchange rates; that the supply and demand for gold develops as expected; that the Company receives regulatory approvals for its exploration projects on a timely basis; that the Company is able to obtain financing for its projects on reasonable terms; that the Company's reserve estimates are within reasonable bounds of accuracy and that the geological, operational and price assumptions upon which they are based are reasonable; and that the Company is able to hire the personnel needed to carry out its business plan.

The foregoing lists of factors and assumptions are not exhaustive. The reader should also consider carefully the matters discussed under the heading "Risks and Uncertainties" elsewhere in this MD&A.

Forward-looking statements contained herein are made as of the date hereof (or as of the date of a document incorporated herein by reference, as applicable). No obligation is undertaken to update publicly or otherwise revise any forward-looking statements or the foregoing lists of factors and assumptions, whether as a result of new information, future events or results or otherwise, except as required by law. Because forward-looking statements are inherently uncertain, readers should not place undue reliance on them. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement.

RISK AND UNCERTAINTIES

Early Stage – Need for Additional Funds

Rojo has no history of profitable operations and its present business is at an early stage. As such, Rojo is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues.

There is no assurance that Rojo will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations.

Rojo has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required.

Although Rojo has been successful in the past in obtaining financing through the sale of equity securities or joint ventures, there can be no assurance that Rojo will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

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EXPLORATION AND DEVELOPMENT

Exploration for minerals or precious gems is a speculative venture involving substantial risk. There is no certainty that the expenditures made by the Company and/or its Subsidiaries will result in discoveries of commercial metal reserves.

Mining and development risk always accompany anticipated rewards, and uncertainties always exist where mineral properties are concerned. Uncertainties include the size, grade and recovery of a natural occurring mineral deposit. Although exploration and development efforts can outline a mineral deposit with a degree of certainty, ultimate grade and tonnages are never fully known until mining has been completed.

Metal and prices are also a significant factor in the development decision for a mineral property, as a mine may not be economically feasible in a period of depressed prices. Factors, beyond the control of the Company may affect the marketability of any minerals discovered. Pricing is affected by numerous factors such as international economic and political trends, global or regional consumption and demand patterns, and increased production by current producers.

OPERATING HAZARDS AND RISKS

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which Rojo has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

TITLE RISKS

Although Rojo has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned.

ENVIRONMENTAL REGULATIONS, PERMITS, AND LICENSES

Rojo's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters. 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 impositions 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 direction of stricter standards, and enforcement, and higher fines and penalties for non-compliance for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability for companies and directors, officers and employees. The cost of compliance with changes in

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governmental regulations has the potential to reduce the profitability of operations. Rojo intends to fully comply with all environmental regulations.

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, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact of Rojo and cause increases in capital expenditures or productions costs or reduction in levels of productions at producing properties or requirements abandonment or delays in development of new mining properties.

ECONOMIC CONDITIONS

Unfavorable economic conditions may negatively impact Rojo's financial viability as a result of increased financing costs and limited access to capital markets.

CONFLICT OF INTEREST

Rojo's directors and officers may serve as directors and officers, or may be associated with other reporting companies or have significant shareholding in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which Rojo may participate, the directors and officers of Rojo may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, Rojo will follow the provisions of the Business Corporations Act ("Corporations Act") in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of Rojo are required to act honestly, in good faith and in the best interests of Rojo.

DEPENDENCE ON MANAGEMENT

Rojo is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate Rojo.

ADDITIONAL INFORMATION RELATING TO THE COMPANY CAN BE FOUND:

- (a) on SEDAR at www.sedar.com;
- (b) on the Company's web-site, www.rojoresources.com; and
- (c) in the Company's audited financial statements for the year ended July 31, 2017.