

SMOOTH ROCK VENTURES CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
PERIOD ENDED SEPTEMBER 30, 2018

GENERAL

This Management's Discussion and Analysis of Smooth Rock Ventures Corp. (the "Company", "Smooth Rock" or "SOCK") is dated November 28, 2018 and provides an analysis of Smooth Rock's financial position and results of operation for the period ended September 30, 2018. The following information should be read in conjunction with the unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2018 and related notes and with our audited consolidated financial statements for the year ended December 31, 2017, which are available on SEDAR at www.sedar.com or at the Company's website: www.smoothrockventures.com.

Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis are quoted in Canadian dollars.

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Corporation disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

CORPORATE PROFILE AND MISSION

Smooth Rock Ventures Corp. is an exploration stage company engaged in the acquisition and exploration of exploration and evaluation assets. The Company is a reporting issuer in British Columbia, Alberta and Quebec, and its common shares trade on the TSX Venture Exchange under the symbol **SOCK-V**. Additional information can be found at the website www.sedar.com or at the Company's website: www.smoothrockventures.com.

ACTIVITY HIGHLIGHTS

- See result details in "**RESULTS OF OPERATIONS**".
- On February 7, 2013, the Company entered into a JOA with Anderson County Land Company ("ACLC") to earn a 33.33% working interest in the Days Chapel enhanced oil recovery project (the "Days Chapel Project") located in Anderson County, Texas, subject to a total royalty burden of up to 20%. During the year ended December 31, 2013, the Company funded a US\$1,500,000 (\$1,524,068) work program and earned its 33.33% interest in the Days Chapel Project.

The Company had an option to acquire up to an additional 17.67% working interest (in 1% increments) of the Days Chapel Project. The price paid to acquire each additional 1% increment will be determined based on results of the independent engineering modeling.

- On July 13, 2015, the Company closed a private placement with Texas General Oil & Gas, LP ("Texas Oil"). In connection with the closing of the private placement the Company issued into escrow 8,691,290 common shares of the Company for gross proceeds of \$1,590,138 (US\$1,250,000) and 100 preferred shares for gross proceeds of \$1,272,110 (US\$1,000,000). All of the common shares, preferred shares and US\$2,250,000 ("Investment Amount") were put into escrow ("Escrow Agreement"). The Investment Amount is to be used by the Company for ongoing farm-in expenditures on the Days Chapel Project and for general working capital.
- On September 17, 2015, the escrow agent released from escrow US\$250,000 of the Investment Amount to the Company and 1,738,258 of the common shares to Texas Oil.
- On September 30, 2015, the Company completed shares for debt transaction; the Company settled an aggregate of \$200,000 in outstanding debt to non-arms length parties, through the issuance of 1,000,000 common shares at a deemed price of \$0.20 per common share.

- On October 1, 2015 the Company was served with a notice of civil claim filed by ACLC, in the British Columbia Supreme Court. The claim relates to alleged amounts owing under the JOA between the Company and ACLC dated February 6, 2013. ACLC is seeking US\$58,506 plus interest (from July 1, 2015 at 13% per annum) and costs. The Company believes this claim has little merit, and is defending the action. No accrual has been made as at December 31, 2015.
- On October 16, 2015 the Company filed a petition against ACLC and three of its principals in the District Court of Anderson County, Texas. The Company alleges in its petition that the JOA, which incorporated a joint operating agreement between the Company and ACLC dated February 6, 2013 contained material misstatements and omissions. The Company also alleges in its petition that the principals of ACLC are jointly and severally liable with ACLC. The Company is seeking in excess of US\$1,000,000 in damages. The Company served ACLC and the three principals discovery requests.
- The Company, pursuant to the terms of the JOA, is due an assignment of a 33.33% working interest in the leases contained in the Days Chapel Project. As at December 31, 2016, the 33.33% interest in these leases had not been transferred to the Company. The Company cannot confirm that the leases ACLC has asserted it owned are owned by ACLC. As a result, pending the outcome of the matters in dispute with ACLC, the Company fully impaired the Days Chapel Project as at December 31, 2015, and recorded a loss on the statement of loss and comprehensive loss.
- On November 14, 2017, the Company consolidated its issued and outstanding common shares on the basis of four (4) pre-consolidation common shares for one (1) post-consolidation common share and a changed its corporate name. Effective the opening of trading on November 15, 2017, the common shares of the Company commenced trading on the TSX Venture Exchange under the new corporate name of Smooth Rock Ventures Corp. and new trading symbol “SOCK”. All share, share equivalent, and per share amounts have been restated to retrospectively reflect the consolidation.
- On December 15, 2017, the Company completed a private placement financing of 4,285,714 units (the “Units”) at a price of \$0.07 per Unit for gross proceeds of \$300,000. Each Unit consists of one common share and one common share purchase warrant. Each common share purchase warrant is exercisable into one common share of the Company at a price of \$0.10 per common share for a period of two years.
- On January 11, 2018, the Company closed an option agreement to acquire a 100-per-cent interest in the Mattagami River zinc property, located in Agate and Tucker townships of the Porcupine mining division of Northeastern Ontario. The Mattagami property comprises 14 unpatented mining claims totaling 204 units having a combined area of approximately 3,300 hectares, located approximately 50 kilometres northeast of the town of Kapuskasing, Ontario. The Company earned a 100-per-cent interest in the property under the terms of the option agreement by: (a) issuing 6.5 million common shares in the capital of Smooth Rock and paying \$25,000 cash, and (b) paying \$25,000 cash 12 months from the execution date of the option agreement. The property is subject to an underlying 2-per-cent net smelter returns royalty, of which 1.5 per cent may be purchased by the company for \$1 million.
- On February 16, 2018, the Company entered into an assignment agreement (the “Assignment Agreement”) with Texas Oil that cancels the Escrow Agreement and assigns all of the Company’s beneficial rights and claims relating to a Farm-In Agreement, which incorporated the JOA between the Company and ACLC dated February 6, 2013, on the Days Chapel Project. As a result of the Escrow Agreement being cancelled, Texas Oil will forfeit its rights to the remaining escrowed common shares being 6,953,032 common shares and 100 Preferred Shares (the “Escrowed Shares”), in exchange for the release of the US\$2,000,000 from escrow to Texas Oil. The Escrowed Shares will be cancelled and returned to treasury, such that the Company’s issued and outstanding shares will be reduced by 6,953,032 common shares. Pursuant to the Assignment Agreement, the Company will assign all its beneficial rights and claims (the “Rights”) with regards to its interests in the Days Chapel Project, including, the Company’s current and ongoing civil claims with ACLC in the Supreme Court of British Columbia Canada (the “ACLC Litigation”) to Texas Oil. In exchange for assigning the Rights to Texas Oil, Texas Oil will incur all costs of the ACLC Litigation (the “Litigation Costs”) from the date of the Assignment Agreement and will: (a) pay the Company 50% of any cash from the ACLC Litigation, in excess of the Litigation Costs, which Texas Oil will first be reimbursed for; and (b) assign to the Company 50% of any leases minerals, or other interests acquired from the ACLC Litigation which Texas Oil will purchase, lease or sublease such for their then prevailing market price in the area as represented by recent transactions.

RESULTS OF OPERATIONS

Summary of exploration activities

Mineral Property:

Mattagami River Zinc Property

On January 11, 2018, the Company entered into an option agreement to acquire a 100% interest in the Mattagami River zinc property. The Mattagami property comprises 14 unpatented mining claims located approximately 50 kilometres northeast of the town of Kapuskasing, Ontario. The Company can earn a 100% interest in the property by a) issuing 6,500,000 common shares, b) paying \$25,000 cash within 5 business days of closing (paid), and c) paying \$25,000 cash 12 months from the execution of the option agreement. The property is subject to an underlying 2% net smelter returns royalty, of which 1.5 per cent may be purchased for \$1,000,000.

Oil and Gas Property:

Days Chapel Project

On February 7, 2013, the Company entered into a JOA with Anderson County Land Company (“ACLC”) to earn a 33.33% working interest in the Days Chapel enhanced oil recovery project (the “Days Chapel Project”) located in Anderson County, Texas, subject to a total royalty burden of up to 20%. In order to earn into the Days Chapel Project, the Company funded a US\$1,500,000 work program.

During the year ended December 31, 2013, the Company funded a US\$1,500,000 (\$1,524,068) work program and earned its 33.33% interest in the Days Chapel Project. The Company also paid a finder’s fee of 450,000 shares with a fair value of \$36,000.

The Company has an option to acquire up to an additional 17.67% working interest (in 1% increments) of the Days Chapel Project. The price paid to acquire each additional 1% increment will be determined based on results of the independent engineering modeling.

- 1) If the independent engineering modeling recommends the inverted 7-spot vertical technology production method, then the purchase price will utilize the value of proven plus probable oil reserves at a 20% discounted present value, subject to a maximum price of US\$509,434 per each 1% undivided working interest.
- 2) If the independent engineering modeling recommends a steam-assisted gravity drainage production method, or a variation thereof, that increases the recovery factor of the original oil-in-place then it will utilize the value of proven plus probable oil reserves at a 20% discounted present value, subject to a maximum price of US\$721,697 per each 1% undivided working interest.

The purchase price can be paid by up to two thirds in common shares of the Company based on the prior 60 trading day weighted average market price with the remainder in US dollars.

The Company, pursuant to the terms of the JOA, is due an assignment of a 33.33% working interest in the leases contained in the Days Chapel Project. As at December 31, 2015, the 33.33% interest in these leases had not been transferred to the Company. The Company cannot confirm that the leases ACLC has asserted it owned are owned by ACLC. As a result, pending the outcome of the matters in dispute, the Company fully impaired the Days Chapel Project as at December 31, 2015, and recorded a loss on the statement of loss and comprehensive loss.

On February 16, 2018, the Company entered into an Assignment Agreement with Texas Oil that cancels the Escrow Agreement and assigns all of the Company’s beneficial rights and claims relating to a Farm In Agreement, which incorporated the JOA between the Company and ACLC dated February 6, 2013, on the Days Chapel Project. Pursuant to the Assignment Agreement, the Company will assign all its Rights with regards to its interests in the Days Chapel Project, including, the Company’s current and ongoing ACLC Litigation to Texas Oil. In exchange for assigning the Rights to Texas Oil, Texas Oil will incur all Litigation Costs from the date of the Assignment Agreement and will: (a) pay the Company 50% of any cash from the ACLC Litigation, in excess of the Litigation Costs, which Texas Oil will first be reimbursed for; and (b) assign to the Company 50% of any leases minerals, or other interests acquired from the ACLC Litigation which Texas Oil will purchase, lease or sublease such for their then prevailing market price in the area as represented by recent transactions.

Geological information presented herein was summarized by Eugene Gauthier Eng., a qualified person under National Instrument 43-101. .

Selected Interim Information

The following chart shows the financial results derived from the Company's financial statements for each of the three most recently completed nine month periods ended September 30.

	September 30, 2018	September 30, 2017	September 30, 2016
Net comprehensive loss for the period	(\$89,423)	(\$282,904)	(212,606)
Loss per share	(\$0.00)	(\$0.00)	(\$0.00)
Total assets	\$884,399	\$2,524,781	2,710,370

Analysis of operations

Net Comprehensive Income (loss)

Three Month Period Ended September 30, 2018

Comparison between periods ended September 30, 2018 and 2017

Net loss for the period was \$8,400 as compared to a net income of \$165,475 in the comparative period. The decrease in net loss is primarily due to foreign exchange loss recorded during the comparative period on the cash held in escrow and consulting fees.

Comparison between periods ended September 30, 2017 and 2016

Net loss for the period was \$165,475 as compared to net income of \$25,705 in the comparative period. The decrease in net income is primarily due to foreign exchange loss recorded during the current period on the cash held in escrow and consulting fees.

Nine Months Period Ended September 30, 2018

Comparison between periods ended September 30, 2018 and 2017

Net loss for the period was \$89,423 as compared to a net income of \$282,904 in the comparative period. The decrease in net loss is primarily due to foreign exchange loss recorded during the prior period on the cash held in escrow.

Comparison between periods ended September 30, 2017 and 2016

Net loss for the period was \$282,904 as compared to a net income of \$212,606 in the comparative period. The increase in net loss is primarily due to foreign exchange loss recorded during the current period on the cash held in escrow and consulting fees.

Total assets

Comparison between September 30, 2018 and December 31, 2017

- Decrease in cash to \$108,100 for the period ended September 30, 2018 as compared to \$311,230 as at the year ended December 31, 2017. The decrease is primarily the result of expenses incurred for operations during the first nine months, the payment of outstanding accruals at year end and the acquisition of the Mattagami River Zinc Property.
- Exploration and evaluation assets increased to \$765,000 as a result of the acquisition of the Mattagami River Zinc Property.

Comparison between September 30, 2017 and December 31, 2016

Decrease in cash to \$22,517 and cash held in escrow to \$2,496,000 for the period ended September 30, 2017 as compared to \$78,782 and \$2,685,400, respectively as at the year ended 2016. The decrease is primarily the result of funds used for professional fees, payments against accounts payable and accrued liabilities and foreign exchange loss.

SUMMARY OF QUARTERLY RESULTS

Year Ended	Quarter	Net Comprehensive Income (Loss) (in 000's)	Net Income (Loss) per Share (basic and fully diluted)
2015	Q4	(\$1,522)	0.02
2016	Q1	(\$207)	(\$0.00)
2016	Q2	(\$32)	(\$0.00)
2016	Q3	\$26	(\$0.00)
2016	Q4	\$35	(\$0.00)
2017	Q1	(\$29)	(\$0.00)
2017	Q2	(\$88)	(\$0.01)
2017	Q3	(\$165)	(\$0.01)
2017	Q4	\$42	(\$0.00)
2018	Q1	(\$74)	(\$0.00)
2018	Q2	(\$7)	(\$0.00)
2018	Q3	(\$8)	(\$0.00)

2018-Q3	Net loss for the quarter is consistent with the previous quarter.
2018-Q2	Decrease in net loss in Q2 of 2018 as compared to Q1 2018 is primarily the result of consulting fees paid during the first quarter of fiscal 2018.
2018-Q1	Decrease from net income in Q4 2017 as compared to a deficit for the current period is primarily the result of the foreign exchange gain recorded on the cash held in escrow in Q4 2017.
2017-Q4	Increase in net income from prior quarter is primarily the result of the foreign exchange gain recorded on the cash held in escrow.
2017-Q3	Increase to net loss from prior quarter is primarily the result of the foreign exchange loss recorded on the cash held in escrow.
2017-Q2	Increase to net loss from prior quarter is primarily the result of the foreign exchange loss recorded on the cash held in escrow.
2017-Q1	decrease to net loss from prior quarter is primarily the result of the foreign exchange gain recorded on the cash held in escrow.
2016-Q4	Increase to net income from prior quarter is primarily the result of the foreign exchange gain recorded on the cash held in escrow.
2016-Q3	Increase to net income from prior quarter is primarily the result of the foreign exchange gain recorded on the cash held in escrow.
2016-Q2	Decrease to net loss as compared to the prior quarter is primarily the result of the foreign exchange loss recorded on the cash held in escrow versus the previous quarter.
2016-Q1	Decrease to net loss as compared to the prior quarter is primarily the result of the recording of the impairment of the Days Chapel Project in the prior quarter.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2018, the Company had working capital of \$57,738 as compared to working capital of \$197,000 at December 31, 2017. The decrease in working capital during the first nine months of 2018 is primarily the result of operations, payments against outstanding liabilities at December 31, 2017 and the cash payment on the Mattagami River Zinc Property. The Company plans to continue to fund its operations through equity financings, there are no guarantees that the Company can do so in the future.

The Company had no material commitments for capital expenditures as at September 30, 2018.

OFF BALANCE SHEET ARRANGEMENTS

There are no off balance sheet arrangements.

PROPOSED TRANSACTIONS

There are no proposed transactions.

TRANSACTIONS WITH RELATED PARTIES

The following amounts were due to related parties as at September 30, 2018 and 2017:

	2018	2017
	\$	\$
Companies controlled by a director of the Company	1,500	1,500
An officer and director of the Company	250	250
	1,750	1,750

Key management personnel compensation

	Nine Months Ended September 30,	
	2018	2017
	\$	\$
Management fees	10,000	nil

CONTROLS AND PROCEDURES

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's audited financial statements for the year ended December 31, 2017.

The management of the Company has filed the Venture Issuer Basic Certificate with the Annual Filings on SEDAR at www.sedar.com. In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

OUTSTANDING SHARE DATA

Issued share capital

As at September 30, 2018 and the date of this MD&A there were 29,168,294 common shares issued and outstanding.

Share purchase options

As at September 30, 2018 and the date of this MD&A there were nil share purchase options outstanding.

Warrants

As at September 30, 2018 and the date of this MD&A there were 4,285,714 warrants outstanding.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Standards Issued but Not Yet Effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or International Financial Reporting Interpretations Committee (“IFRIC”) that are mandatory for accounting periods beginning after January 1, 2019, or later periods.

IFRS 16, *Leases*, specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16’s approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. IFRS 16 is effective for years beginning after January 1, 2019. The Company does not anticipate the adoption of this standard to have a significant impact on the Company’s consolidated financial statements.

FINANCIAL INSTRUMENT RISK EXPOSURE AND RISK MANAGEMENT

Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company’s primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada. As most of the Company’s cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company’s normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. Historically, the Company’s sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company’s access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Currency risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. As at December 31, 2017, the Company had net financial assets of \$nil denominated in US dollars.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

Classification of financial instruments

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

	September 30, 2018 \$	December 31, 2017 \$
Cash	108,100	311,230
Receivable	11,299	6,296

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

	September 30, 2018 \$	December 31, 2017 \$
Trade payables	59,911	78,615
Due to related parties	1,750	41,750

Fair value

The fair value of the Company's financial assets and liabilities approximates their carrying amount due to their short terms of maturity. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The Company's financial instruments classified as level 1 include cash.

RISK AND UNCERTAINTIES

Risks inherent in the nature of mineral exploration and development

Exploration and development involve several risks which experience, knowledge and careful evaluation may not be sufficient to overcome. Large capital expenditures are required in advance of anticipated revenues from operations. Many exploration programs do not result in the discovery of mineralization; moreover, mineralization discovered may not be of sufficient quantity or quality to be profitably mined. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labor are some of the risks involved in the conduct of exploration programs and the operation of mines. The commercial viability of exploiting any precious metal deposit is dependent on a number of factors including infrastructure and governmental regulations, in particular those respecting the environment, price, taxes, and royalties. No assurance can be given that minerals of sufficient quantity, quality, size and grade will be discovered on any of the Company's properties to justify commercial operation. Numerous external factors influence and may have significant impacts on the operations of the Company and its financing needs.

Financial risks

The Company is an exploration company. The Company will periodically have to raise additional funds to continue operations, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

Claims and title risks

Although the Company has taken steps to verify title to properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

Tax

No assurance can be made that Canada Revenue Agency or Quebec Minister of Revenue will agree with the Company's characterization of expenditures as Canadian exploration expenses or Canadian development expenses.

Dependence on key personnel

The development of the Company's business is and will continue to be dependent on its ability to attract and retain highly qualified management and mining personnel. The Company faces competition for personnel from other employers.

Conflicts of interest

Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith of view to the best interests of the Company and to disclose any interest, which they may have in any project or opportunity of the Company. If a conflict arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

Environmental risks

The Company is subject to various environmental incidents that can occur during exploration work. The Company maintains an environmental management system including operational plans and practices.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com or at the Company's website: www.smoothrockventures.com

(signed)
Jeffrey Cocks, Director

(signed)
Christopher Hobbs, Director

November 28, 2018