

DURANGO RESOURCES INC.
(An Exploration Stage Company)

MANAGEMENT DISCUSSION AND ANALYSIS FOR THE
YEAR ENDED JULY 31, 2018

1. Date of Report: November 27, 2018

2. Overall Performance

Nature of Business

The Company was incorporated on August 21, 2006 under the British Columbia Company Act and is listed on the TSX Venture Exchange under the symbol “DGO”. The Company’s business is the exploration of precious and base mineral resource properties within Canada. Accumulated operating losses for the Company to date total \$4,423,774 July 31, (2017 - \$4,551,713). At July 31, 2018, the Company is considered an exploration stage company. The head office and principal address of the Company is 248-515 West Pender Street, Vancouver, BC V6B 6H5.

3. Results of Operations

The Company is in the mineral exploration business and has no revenues. To date, the funding of the Company’s exploration activities has been provided by private and public equity offerings of its shares.

Business consultant expenses incurred during the year ended July 31, 2018 were \$171,074 as compared to \$109,940 for the period ended July 31, 2017. Investor relations and conferences were \$160,861 for the year ended July 31, 2018 compared to \$52,740 for the same period in 2017 due to the attendance of the MoneyShow, Cambridge show, PDAC conferences, internet awareness campaigns with Stockhouse and hiring a company for investor awareness. An expense of \$6,267 was due to the International Women in Mining Mentee/Mentorship sponsorship program which was launched at the PDAC Conference in March 2018. Listing and transfer agent fees were \$53,140 compared with \$19,042 in 2018. \$31,471 of this expense was for the fees associated with listing on the OTCQB stock exchange in the USA.

Current assets are \$1,122,596 as at July 31, 2018, compared to \$1,463,088 as at July 31, 2017. Total liabilities are \$277,924 compared with \$62,998 as at the July 31, 2017.

Selected Annual Information

	2018	2017	2016
Net revenues	\$ -	\$ -	\$ -
Net income (loss)	(18,094)	419,428	(444,067)
Total comprehensive income (loss)	(256,594)	441,928	(444,067)
Earnings (loss) per share – basic and diluted	\$ 0.00	\$ 0.01	\$ (0.03)
Total assets	3,093,358	3,090,526	1,819,852
Total current liabilities	277,924	62,998	143,152
Cash dividends	\$ -	\$ -	\$ -

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EXPLORATION PROPERTIES

General

The Qualified Person(s) responsible for the technical aspects of this Management Discussion and Analysis (MD&A) are Case Lewis, P.Geol., a former consultant with the Company and also George Yordanov, P.Geol., a current consultant with the Company.

Mayner's Fortune claims, British Columbia

On July 29th, 2015, the Company entered into an agreement for the acquisition of the Mayner's Fortune limestone property situated in northwestern British Columbia. The property is located in the Skeena Mining Division approximately 7.5km southwest of Terrace, BC and 4km west of Lakelse Lake on the Lakelse River. Consideration was the issuance of 1,400,000 common shares to two arm's length vendors (issued). Finder's fees of 125,000 common shares were issued in relation to this transaction to an arm's length party. During the year ended July 31, 2018, \$11,487 in exploration expenditures were expended on the property and an application for a bulk tonnage permit was submitted to the BC Provincial government.

Smith Island claims, British Columbia

On August 10th, 2015, the Company entered into an agreement for the acquisition of the Smith Island past producing limestone property situated 6km southwest of Lelu Island, BC for a purchase price of \$35,000 payable upon the closing of a private placement (paid). During the year ended July 31, 2017, the property was written down to zero as management had no future plans for the project.

Industrial Minerals claims, British Columbia

In February 2017, the Company entered into an agreement for the acquisition of seven industrial mineral claims totaling 477 hectares and are all located in British Columbia. Consideration was the issuance of 1,000,000 common shares and 100,000 common shares as a finder's fees (issued).

Whitney Northwest claims, Ontario

On March 1st, 2016, the Company entered into an agreement for the 100% acquisition of the Whitney Northwest Gold project in Timmins, Ontario. The property consists of 256 hectares located near the Lakeshore Gold Corp. (T-LSG) and Goldcorp Inc. (T-G) joint venture ground north of the city of Timmins, Ontario and 9km ENE of Timmins. Consideration included \$25,000 cash and 1,500,000 common shares which were issued to arm's length vendors. Finder's fees of 100,000 common shares were issued in relation to this transaction to an arm's length party. During the year ended July 31, 2018, the Company completed \$9,474 in exploration expenditures and staked additional claims in the area at a cost of \$20,000 however management wrote down the project to zero since it had no immediate plans for the project.

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Dianna Lake Silver claims, Saskatchewan

Durango entered in an agreement to acquire 100% of the Dianna Lake Silver project located 17km northwest of Uranium City, Saskatchewan. The property consists of 131 hectares and was purchased for \$150,000 to and arm's length vendor (paid). An additional \$150,000 will be payable pursuant to the agreement upon achieving a National Instrument 43-101 with an indicated resource of a minimum of 50,000 ounces of silver. During the year ended July 31, 2018, \$80,150 in exploration expenditures were expended on the property.

Trove claims, Quebec

On August 25th, 2010, the Company signed an agreement for the acquisition of the Trove Property situated in Quebec. Consideration included a \$12,000 cash payment on TSX approval (paid), the issuance of 2,500,000 common shares (issued) over a period of two years and \$125,000 work commitment to be completed by August 25, 2012. Finder's fees of 250,000 shares were issued and TSX approval was received on this transaction.

On November 21, 2011, the Company reported via www.sedar.com the completion of its summer program which included geological mapping and sampling, magnetometer and VLF – EM surveys, and detailed humus grid sampling. Forty nine outcrops were mapped and identified with 19 rock samples sent to analysis where they underwent 59 element ultra-trace ICP analysis. A 26-line kilometer grid with 200-meter line spacing was established for the detailed humus sampling and magnetic and VLF-EM survey. A total of 1046 samples were taken at 25-meter stations using a soil auger, which were sent for 59 element ultra-trace ICP analysis. One sample, at L2+00/S7+75S, gave a highly anomalous gold value of 171 ppb Au. The VLF-EM survey identified four distinctive conductors all trending southwest to northeast. During the year ended July 31, 2016, the Company wrote off an additional \$2,506 in property maintenance costs, as the Company did not have the funds to complete a substantial work plan on the property. During the year ended July 31, 2018, the Company received 150,000 in option payments and \$743,265 in proceeds from marketable securities due to the option agreement. The Company booked a cost recovery in 2017 of \$354,492 due to the option agreement which was signed with BonTerra Resources Inc.

The Company entered into an agreement with BonTerra Resources as announced on www.sedar.com on March 30, 2017, to option up to 100% of the property. To earn a 100% interest in the Trove Property BonTerra must complete all of the following terms:

- BonTerra must pay Durango \$150,000 in cash and issue to Durango 1,500,000 BonTerra common shares within two business days of the date the TSX Venture Exchange approves of the transaction (received);
- On or before the first anniversary of the closing date, BonTerra must pay Durango a further \$150,000 in cash and issue to Durango an additional 1,500,000 common shares (received);
- On or before the second anniversary of the closing date, BonTerra must pay Durango \$200,000 and complete a minimum of \$1,000,000 in exploration expenditures, upon which BonTerra will have exercised its option and full title of the property will be transferred from Durango to BonTerra; and
- BonTerra will issue an additional 2,000,000 common shares to Durango as a discovery bonus if, and when, BonTerra produces a technical report compliant with National Instrument 43-101 showing a minimum of 500,000 oz in inferred resource of gold.

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Nemaska claims/NMX East, Quebec

During the year ended July 31, 2015, the Company staked 353 hectares directly adjoining the Nemaska Lithium Inc.'s Whabouchi lithium deposit in northern Quebec. The NMX East property has all season road access via the Route Nord and is located within a few kilometres of Nemaska Lithium Inc.'s proposed Whabouchi mining pit. During the year-ended July 31, 2017, \$46,452 was spent on exploration for the NMX East and the surrounding Nemaska properties in relation to the completion of a phase I exploration program which entailed mapping and sampling of the lithium bearing pegmatites. During the year ended July 31, 2018 the Company wrote down \$90,000 in expenditures as it decided to focus on the essential claims only for 2019.

Decouverte claims, Quebec

On November 10, 2010, the Company announced an agreement for the acquisition of the Decouverte Property situated in Quebec. Consideration included the issuance of 2,750,000 common shares (issued) and a \$200,000 work commitment to be completed one year from TSX approval received on November 29, 2010. The property is owned 100% by the Company. A news release was issued on November 24, 2011 via www.sedar.com which reported the completion of the 439-line kilometers, with flight lines flown east-west at 100m intervals. The Company hired a professional geophysicist to undertake a detailed interpretation of the survey data with seven areas of interest identified. The geology as mapped indicated a southwest to northeast trend while the airborne survey showed a strong geophysical magnetic anomaly over a 500 x 1000-meter area perpendicular to the geology. Durango received a grant from the Institut National de la Recherche Scientifique (INRS) of Quebec to conduct deep geophysical surveys on the property. The INRS work commenced during the year ended July 31, 2017 and 2016 and consisted of \$21,547 (2016 - \$17,897) in exploration expenditures. During the period ended July 31, 2018, \$498,667 in exploration expenditures were expended on the property.

Golden Triangle (GT) claims, British Columbia

In September 2017, the Company acquired fractional claims and claim blocks northern BC totaling 2,500 hectares for \$15,000 (paid). During the year ended July 31, 2018, \$40,610 in exploration expenditures were expended on the property.

Baby Baby claims, Ontario

The Company announced on October 11, 2017 it had acquired a 100% interest in a 520 hectare gold prospect property called the Baby, Baby property located near Timmins, Ontario. Consideration for the property was \$60,000 on signing (paid) and the issuance of three million common shares (not yet issued) and 250,000 common share finder's fee (not yet issued).

4. Summary of Quarterly Results

	31-Jul	30-Apr	31-Jan	31-Oct	31-Jul	30-Apr	31-Jan	31-Oct
	Fiscal 2018				Fiscal 2017			
Revenues	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net gain (loss)	(695,790)	707,426	4,091	(33,821)	172,987	354,567	(51,604)	(56,522)
Gain (loss) per share	\$ (0.02)	\$ 0.02	\$ -	\$ -	\$ -	\$ 0.01	\$ -	\$ -

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Administrative expenses for the twelve months ended July 31, 2018 were \$598,269, compared to \$321,517 in the prior period ended July 31, 2017. Increase of \$61,134 in business consultant expenses were incurred for social media advertising in Canada and Europe. When comparing the fourth quarter of 2018 and 2017, an increase of \$276,752 was incurred due to investor relations and market awareness contracts with First Canadian Capital Corp. and Stockhouse. Losses in the 8 quarters above remain consistent with an exploration stage company however the second and third quarters of 2018 incurred a realized gain on available for sale investments due to the Trove Property Option agreement and the fourth quarter incurred a loss on investment of \$396,332 for the same agreement. The fourth quarter of 2018 included a \$475,090 write down in exploration expenses on properties which were not substantively worked on during the year or downsized.

5. Liquidity

The ability of the Company to meet its obligations as they come due is mainly dependent on its ability to continue to fund operations through equity and/or debt financings. To further the exploration as planned in the 2019 year it may be necessary for Durango to raise money to fund operations.

The Company did not complete any share transactions during the year ended July 31, 2018.

In 2017, the Company completed a non-brokered financing of 120,000 flow through units issued at \$0.125 per unit for gross proceeds of \$15,000. The flow through units consisted of one flow through share and one non-flow through warrant exercisable at \$0.15 for a period of one year.

During the year ended July 31, 2017, 500,000 warrants were exercised at \$0.10 for gross proceeds of \$50,000. 1,730,000 warrants were exercised at a price of \$0.15 for gross proceeds of \$259,500. 70,000 broker warrants were exercised at \$0.10 for gross proceeds of \$7,000. 500,000 options were exercised at an average price of \$0.07 for gross proceeds of \$36,250.

In the year ended 2017, the Company issued 100,961 shares for debt satisfying \$12,125 in accounts payable and accrued liabilities. The shares were valued at \$9,591, and the Company realized a gain on settlement of debt of \$2,534.

In the year ended 2017, the Company completed a non-brokered financing with net proceeds of \$300,309 which consisted of 5,005,152 units issued at a price of \$0.06. Each unit consisted of one common share and one warrant exercisable at \$0.10 for a period of 24 months from the closing date.

The Company has a cash balance of \$456,411 and GST/QST recoverable of \$90,185 and working capital of \$844,672 as at July 31, 2018.

Going Concern

The Company has sufficient working capital to meet its ongoing financial obligations for the next twelve months and fund its business plan. It may require additional funds from financing to continue its operations. While management of the Company believes that it will be able to generate funding through equity financing, there can be no guarantee that the Company will be successful in obtaining additional financing to continue operations beyond 2019.

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6. Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed to as at July 31, 2018.

7. Transactions with Related Parties

The following transactions with related parties have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties:

Key management personnel compensation

For the year ended July 31,	2018	2017
Consulting fees with a company controlled by the President of the Company	\$ 123,085	\$ 105,000
Share based payments to directors	16,958	34,150
Rental fees with a company with a common director of the Company	14,000	10,500
Director's Fees	16,000	12,000
	<u>\$ 170,043</u>	<u>\$ 161,650</u>

As at July 31, 2018, the unpaid balances to related parties amounted to \$50,230. The amounts due are non-interest bearing, unsecured, and due on demand.

8. Critical Accounting Estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities if actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) The carrying value and the recoverability of the exploration and evaluation assets.
- ii) The estimated amounts of reclamation and environmental obligations.

9. Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks

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arising from these financial instruments. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

(i) Financial assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Fair value through profit or loss ("FVTPL")

A financial asset is classified as FVTPL if it is classified as held-for-trading or is designated as such upon initial recognition. Financial assets are designated as FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's documented risk management or investment strategy. Financial assets designated as FVTPL are measured at fair value, and changes therein are recognized in profit or loss. The Company does not have any financial assets classified as FVTPL.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Available-for-sale financial assets

Available-for-sale (AFS) financial assets are non-derivatives that are either designated as available-for-sale or not classified in any of the other financial asset categories. Changes in the fair value of AFS financial assets other than impairment losses are recognized as other comprehensive income and classified as a component of equity. AFS assets include marketable securities.

Management assesses the carrying value of AFS financial assets at least annually and any impairment charges are recognized in profit or loss. When financial assets classified as available-for-sale are sold, the accumulated fair value adjustments recognized in other comprehensive income are included in profit and loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets or non-current assets based on their maturity date. Loans and receivables are initially recognized at fair value and subsequently carried at amortized cost less any impairment. Loans and receivables are comprised of cash as well as amounts receivables.

Held-to-maturity

Held-to-maturity financial assets are measured at amortized cost. The Company does not have any financial assets classified as held-to-maturity.

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Impairment of financial assets

The Company assesses at each reporting date whether a financial asset is impaired.

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the financial asset is then reduced by the amount of the impairment. The amount of the loss is recognized in profit or loss.

If, in a subsequent year, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the financial asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in profit or loss.

In relation to trade receivables, a provision for impairment is made and an impairment loss is recognized in profit and loss when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are written off against the allowance account when they are assessed as uncollectible.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its cost and its current fair value, less any impairment loss previously recognized in profit or loss, is transferred from accumulated other comprehensive income (loss) to profit or loss. Reversals in respect of equity instruments classified as available-for-sale are not recognized in profit or loss.

(ii) Financial liabilities

The Company classifies its financial liabilities in the following categories: other financial liabilities and FVTPL financial liabilities.

Other financial liabilities

Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method.

Other financial liabilities are classified as current or non-current based on their maturity date. Financial liabilities include accounts payable and accrued liabilities and due to related parties.

FVTPL financial liabilities

FVTPL financial liabilities including derivatives are initially recognized at their fair value on the date the derivative contract is entered and are subsequently re-measured at their fair value at each reporting period with changes in the fair value recognized in profit and loss. Derivative financial liabilities include warrants issued by the Company denominated in a currency other than the Company's functional currency. The Company does not have any financial liabilities classified as FVTPL.

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The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, liquidity risk and currency risk.

Credit risk

The Company is exposed to credit risk by holding cash. The maximum exposure to credit risk is equal to the carrying value of the financial assets. This risk is minimized by holding the investments in large Canadian financial institutions or with Canadian governments. The Company has minimal accounts receivable exposure, and its various refundable credits are due from Canadian governments.

Interest rate risk

The Company is exposed to interest rate risk because of fluctuating interest rates. Fluctuations in market rates do not have a significant impact on the Company's operations.

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company manages this risk by careful management of its working capital to ensure its expenditures will not exceed available resources. As at July 31, 2018 the Company was holding cash of \$456,411 to satisfy current liabilities of \$277,924. The Company plans to obtain cash inflows from share capital financings. There can be no guarantee that management's efforts to raise additional funds will be successful.

Commodity price risk

The Company's ability to raise capital to develop its mineral properties is subject to risks associated with fluctuations in the market prices of precious metals, graphite, base metals and rare earth elements.

Currency rate risk

The Company's functional currency is the Canadian dollar. There is no significant foreign exchange risk to the Company. The Company does not engage in any form of derivative or hedging instruments.

Fair value hierarchy

Financial instruments recorded at fair value on the Statement of Financial Position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

The fair value hierarchy requires the use of observable market inputs whenever such inputs

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exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

July 31, 2018	Level 1	Level 2	Level 3	Total
Marketable Securities	\$ 576,000	\$ -	\$ -	\$ 576,000

10. Risks and Uncertainties

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

- The industry is capital intensive and is subject to fluctuations in metal and commodity prices, market sentiment, foreign exchange and interest rates.
- The only source of future funds for further exploration programs, or if such exploration programs are successful for the development of economic ore bodies and commencement of commercial production therein, which are presently available to the Company are the sale of equity capital or the offering by the Company of an interest in its properties to be earned by another party carrying out further exploration or development.
- Any future equity financings by the Company for raising additional capital may result in substantial dilution to the holdings of existing shareholders.
- The Company must comply with environmental regulations governing air and water quality and land disturbance and provide for mine reclamation and closure costs.
- The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue its exploration and development activities in the future.
- There is no certainty that the properties which the Company has deferred as assets on its balance sheet will be realized at the amounts recorded.

Should one or more of these risks materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on its forward-looking statements. The Company has not completed a feasibility study on any of its deposits to determine if it hosts a mineral resource that can be economically developed and profitably mined.

11. Other MD&A Requirements

Disclosure of Outstanding Share Data

Authorized Capital:

Unlimited common shares without par value

Issued Common Shares:	<u>Number</u>
Balance, July 31, 2018	<u>37,766,019</u>
Balance, November 27, 2018	<u>37,766,019</u>

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Commitments:

Options: 2,800,000 outstanding as at July 31, 2018 and 3,450,000 as at November 28, 2018.

Warrants: 5,005,152 outstanding as at July 31, 2018 and 5,005,152 as at November 28, 2018.

As at November 27, 2018:

- a) 37,766,019 common shares were issued and outstanding
- b) Option balances are: 700,000 exercisable at \$0.15 expiring May 8, 2019, 300,000 exercisable at \$0.075 expiring February 7, 2020, 850,000 exercisable at \$0.10 expiring February 18, 2020, 750,000 exercisable at \$0.10 expiring May 17, 2020, 200,000 exercisable at \$0.10 expiring June 25, 2021 and 650,000 exercisable at \$0.06 expiring September 19, 2021.
- c) Warrant balances are: 2,823,485 exercisable at \$0.10 expiring June 7, 2019, 1,066,667 exercisable at \$0.10 expiring June 9, 2019 and 1,115,000 exercisable at \$0.10 expiring June 20, 2019.

12. Corporate Governance

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders.

The current Board of Directors is comprised of four individuals, two of whom are neither an officer nor employee of the Company and are unrelated and independent from Management. The audit committee is comprised of three directors, two of whom are independent from management.

The audit committee fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited financial statements prior to their submission to the Board of Directors for approval. The audit committee meets with management quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

13. Subsequent Events

On September 19, 2018, the Company announced the retention of a 100% interest in the Trove property which was previously optioned to BonTerra Resources Inc. The Company also announced the issuance of 650,000 options to directors and consultants exercisable at six cents for a period of three years from the date of grant.

On October 10, 2018, the Company announced the acquisition of an additional 2,358 hectares of property in the Windfall Lake area of Quebec for 500,000 common shares of Durango valued at \$30,000.