

SIERRA MADRE DEVELOPMENTS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2018

In Canadian Dollars

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of Sierra Madre Developments Inc.'s ("Sierra Madre", or the "Company") performance, financial condition, and future prospects has been prepared as of November 27, 2018. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the year ended March 31, 2018 and 2017 and the six month condensed interim consolidated financial statements and the notes thereto for the six months ended September 30, 2018, all of which have been prepared using International Financial Reporting Standards ("IFRS").

DESCRIPTION AND OVERVIEW OF BUSINESS

Sierra Madre was incorporated under the *Business Corporations Act* (British Columbia) on April 30, 2009. The Company has one wholly owned subsidiary - Bear Mountain Gold Mines Ltd. ("Bear Mountain"), a British Columbia company.

Sierra Madre is a mineral exploration company focused on the acquisition and evaluation of precious metal mineral properties in Canada. In December of 2011 the Company acquired an option to earn a 100% interest in the Harrison Gold Project located near Agassiz in southwestern British Columbia. That option remains in good standing.

The Company's shares are listed for trading on the NEX branch of the TSX Venture Exchange under the symbol SMG.H, however trading has been suspended since August 2014.

The Company was previously subject to three cease trade orders (CTOs) as a result of the Company's failure to file its financial statements for the year ended March 31, 2014, as issued August 6, 2014 by the BC Securities Commission, on August 25, 2014 by the Ontario Securities Commission, and on November 5, 2014 by the Alberta Securities Commission. Following application by the Company, each of those CTOs were revoked on October 2, 2018.

On October 22, 2018 the Company announced its intention to dispose of its interest in the Harrison Gold Property to its subsidiary Bear Mountain Gold Mines Ltd. ("BMGM"). On November 9, 2018 shareholders approved such sale, however as of the date hereof, the sale has not been effected. Under the terms of such sale, BMGM will (i) issue 2,699,041 common shares in its capital to the Company, calculated on the basis of one BMGM share for every 20 outstanding shares of the Company, and (ii) assume \$287,822 of debt owed by the Company, which amount relates primarily to expenditures incurred by the Company with respect to the Harrison Gold Property.

On November 15, 2018 the Company announced that the directors had approved:

- (i) a consolidation of the Company's 53,980,827 issued and outstanding common shares on the basis of one new share for every 10 outstanding shares; and
- (ii) a private placement to raise up to \$270,000 through the distribution of 5,400,000 post-consolidated shares at \$0.05 per share. Funds will be used for costs associated with its corporate reorganization with BMGM, payment of certain debts, and for working capital purposes. Finder's fees may be paid in accordance with TSX Venture Exchange guidelines.

Sierra Madre has no producing operations and as a consequence, the Company does not generate any operating income or positive cash flow. Its ability to continue as a going concern is entirely dependent upon the Company's ability to access public equity markets to raise sufficient capital.

RESULTS OF OPERATIONS – QUARTER

The Company posted a \$133,429 loss for the three months ended September 30, 2018 (\$12,018 as of September 30, 2017). The main components of this were professional fees of \$66,674 (2017-\$nil), transfer agent and filing fees of \$54,737 (2017-\$nil), management fees of \$9,000 (2017-\$9,000) and rent of \$3,000 (2017-\$3,000). The increase was due primarily to the costs incurred in audit and legal costs associated with obtaining revocation orders to the CTOs, and associated filing fees with the securities commissions.

RESULTS OF OPERATIONS – YEAR TO DATE

The Company posted a \$159,647 loss for the six months ended September 30, 2018 (\$24,036 as of September 30, 2017). The main components of this were professional fees of \$80,874 (2017-\$nil), management fees of \$18,000 (2017-\$18,000) and transfer agent and filing fees of \$54,737 (2017-\$nil). The increase was due primarily to the costs incurred in audit and legal costs associated with obtaining revocation orders to the CTOs, and associated filing fees with the securities commissions.

The following is a summary of the Company's results for the eight most recently completed quarters:

	September 30	June 30	March 31	December 31
	2018	2018	2018	2017
Financial Results				
Net income / (loss) for period	(133,429)	(26,218)	(23,618)	(12,018)
Per share	\$0.00	\$0.00	\$0.00	\$0.00
Balance Sheet Data				
Cash and cash equivalents	40,414	7,542	19,771	30,289
Total assets	67,812	34,239	45,684	55,810
Shareholder's equity	(921,973)	(788,544)	(762,326)	(738,707)
	September 30	June 30	March 31	December 31
	2017	2017	2017	2016
Financial Results				
Net income / (loss) for period	(12,018)	(12,018)	(12,018)	(29,913)
Per share	\$0.00	\$0.00	\$0.00	\$0.00
Balance Sheet Data				
Cash and cash equivalents	30,307	30,325	30,343	30,361
Total assets	55,228	54,646	53,680	45,744
Shareholder's equity	(726,689)	(714,671)	(702,654)	(690,252)

LIQUIDITY AND CAPITAL RESOURCES

Sierra Madre has no operations that generate cash flows and the Company's future financial success will depend on the discovery of one or more economic mineral deposits. This process can take years, can consume significant resources and is largely based on factors that are beyond the control of the Company's management.

For the foreseeable future the Company will continue to rely upon its ability to raise financing through the sale of equity. This will be dependent on positive investor sentiment, which in turn will be influenced by a positive climate for precious metal exploration generally, a Company's track record and the experience and calibre of the Company's management, as well as global economic outlook.

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For the six months ended September 30, 2018**

There is no assurance that the Company will be able to access equity funding at the times and in the amounts required to meet the Company's obligations and fund activities.

At September 30, 2018 the Company had a working capital deficit of \$921,973 (2017-deficit of \$729,670).

The Company has no loans or bank debt and there are no restrictions on the use of its cash resources. The Company has not paid any dividends and management does not expect this will change in the foreseeable future.

OUTSTANDING SHARE DATA

Authorized Share capital: unlimited common shares without par value

SHARE DATA AT THE REPORT DATE

Issued and outstanding shares 53,980,827

There are no options, warrants or other securities convertible into common shares outstanding.

RELATED PARTY TRANSACTIONS

The Company incurred the following transactions with its CEO, Carl von Einsiedel and companies controlled by him:

Period ended September 30,	2018	2017
	\$	\$
Management fees	18,000	18,000
Rent	6,000	6,000
	24,000	24,000

At September 30, 2018, the Company owed \$782,120 (2017 - \$739,729) in respect of services provided to and payments made on behalf of the Company.

	2018	2017
	\$	\$
Amounts owed to a company controlled Carl von Einsiedel	753,792	705,401
Amounts owed to a company controlled by Garth Kirkham	28,328	28,328
Amounts owed to Ezra Jimenez	-	6,000
	782,120	739,729

These amounts are unsecured, non-interest-bearing and have no specific terms of repayment.

These transactions occurred in the normal course of business and were measured at the exchange amount, which was the amount of consideration agreed upon between the related parties.

COMMITMENTS

Other than the transaction detailed below, the Company has not entered into any material contractual commitments as at the Report Date.

RECENT EVENTS AND OUTLOOK

As outlined above, the Company proposes to transfer all of its interests in the Harrison Gold Property to BMGM in exchange for shares of BMGM and the assumption of some outstanding debts. As a result, BMGM will hold all of the Company's interest in the Omineca Option Agreement, in addition to the Harrison South Mineral Tenures, the Harrison Development Operations Mineral Tenures, and the Haro Option. Following closing, the Company will then distribute the BMGM Shares to the Company's shareholders on a pro-rata basis, as a return of capital (collectively the "Reorganization").

As a result of the Reorganization, (i) all interests in and to the Omineca Option Agreement will be held by BMGM, (ii) the Company's shareholders will become the sole shareholders of BMGM (pro-rata as to their current shareholdings in SMG); (iii) BMGM will continue to develop the Harrison Gold Property, to build out its board of directors and management team, and to seek a listing on a Canadian stock exchange; (iv) it will allow BMGM to secure the financing necessary to allow it to undertake some additional work on the Harrison Gold Property so as to maintain the Omineca Option Agreement in good standing for the balance of 2018; and (v) it will allow Sierra Madre to investigate alternative business opportunities.

FINANCIAL AND OTHER INSTRUMENTS

As at September 30, 2018, the Company's financial instruments consisted of cash and cash equivalents, accounts payable, accrued liabilities and due to related parties. The fair values of accounts payable, accrued liabilities and due to related parties approximate their carrying values because of the short-term nature of these instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments.

RISKS AND UNCERTAINTIES

The Company is in the mineral exploration and development business and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business.

Some of the possible risks include the following:

- a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates.
- b) The Reorganization has not closed, and there is no assurance it will close in the manner described above, or at all.
- c) 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 thereon, which may become available to the Company is 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.
- d) The Company is very reliant upon its existing management and if the services of such personnel were withdrawn for any reason, this could have a material adverse impact on the Company's operating activities.

e) Any future equity financings by the Company for the purpose of raising additional capital may result in substantial dilution to the holdings of existing shareholders.

f) The Company must comply with environmental regulations governing air and water quality and land disturbance and provide for mine reclamation and closure costs.

g) 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.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in 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.

All disclosure of scientific or technical information pertaining to the Property contained herein has been reviewed and approved by Carl von Einsiedel, a qualified person as defined in NI 43-101 – *Standards of Disclosure for Mineral Projects*.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

Some of the statements contained in this MD&A are forward-looking statements, such as estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur.

Forward-looking statements may be identified by such terms as "believes", "if", "expects", "estimates", "may", "could", "should", "will", "intends" and similar expressions. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties.

Although the Company believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate. Forward-looking information or statements in this MD&A include, but are not limited to, information or statements concerning the Company's expectations for: exploration results on the Company's exploration properties; capital costs anticipated on the Company's exploration properties; the Company's current financial resources being sufficient to fund operations; and the Company's ability to obtain additional funds through the sale of equity and/or the optioning of its mineral property interests via option or joint venture agreements.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors including: changes in general economic conditions and conditions in the financial markets; changes in demand and prices for the minerals the Company expects to produce; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with the Company's activities; and other matters discussed in this MD&A.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. Further information regarding these and other factors, which may cause results to differ materially from those projected in forward-looking statements, are included in the filings by the Company with securities regulatory authorities. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities law.