

NOMAD VENTURES INC.
MANAGEMENT'S DISCUSSION & ANALYSIS
For the three and six months ended August 31, 2017

Introduction

The following discussion and analysis (“the MD&A”) of the financial condition and results of the operations of Nomad Ventures Inc. (“the Company”) constitutes management’s review of the factors that affected the Company’s financial and operating performance for the three and six month period ended August 31, 2017, and a comparison of these results with prior years’ results. The discussion and analysis should be read in conjunction with the Company’s financial statements and related notes for the corresponding period. Any estimates are based on assumptions of future events and may be subject to change.

Further information regarding the Company and its operations is filed electronically on the System for Electronic Document and Retrieval (SEDAR) in Canada, and can be obtained from www.sedar.com.

Disclaimer

Certain statements contained in this MD&A constitute forward-looking statements which may relate to future events and performance; all statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often but not always identified by the use of such words as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe”, and similar expressions. These statements involve known and unknown risks and uncertainties and other factors, which may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in these forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included herein should not be unduly relied upon. These statements speak only as of the date of this MD&A. The Company does not assume any obligation to update these forward-looking statements.

Date

This MD&A is dated as of October 3, 2017.

Management

The Company’s directors are:

Mr. Geoff Balderson
Ms. Carrie Cesarone
Mr. James Place
Mr. Leonard Clough

The Company’s Officers are:

Mr. Geoff Balderson	President, Chief Executive Officer
Ms. Carrie Cesarone	Chief Financial Officer, Secretary

Overall performance

The Company is a public company listed on the TSX Venture Exchange (“TSX-V”) under the symbol NMD. It was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on

March 27, 2007. The Company completed a successful initial public offering on February 12, 2010, and commenced trading on the TSX-V on February 17, 2010.

On September 12, 2016, the Company issued 300,000 units at a price of \$0.20 per unit for total proceeds of \$60,000. Each unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one additional common share at \$1.00 per share for a three-year period from the date of issuance.

On October 14, 2016, the shareholders of the Company approved a common share consolidation on the basis of twenty pre-consolidation common shares for one post-consolidation share of the Company. The consolidation was effective October 25, 2016. All references to the number of shares and per share amounts herein have been retroactively restated to give effect to the consolidation.

On December 12, 2016, the Company issued 5,325,000 post-consolidated units at a price \$0.10 per unit for total proceeds of \$532,500. Each unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one additional common share at \$0.15 per share for a five-year period from the date of issuance. As finders' fees on the private placement, the Company paid cash of \$20,200 and issued 196,000 share purchase warrants, each warrant entitling the holder thereof to purchase one common share at \$0.15 per share for a five-year period from the date of issuance.

The Company currently has no producing properties, operating income or cash flows. The Company evaluates each property on the completion of an exploration program on that property and then determines whether or not it will continue to hold and possibly further explore the property, sell the property, or abandon the property. The net capital costs of a property are charged to earnings on sale or abandonment. The Company's policy is to capitalize all net costs related to acquisition and exploration of its mineral properties.

The Company is in the exploration stage and is in the process of evaluating various properties and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and deferred exploration costs is dependent upon the discovery of economically recoverable reserves and confirmation of the Company's interest in the underlying mineral properties, the ability of the Company to obtain necessary financing to complete the development of the properties and upon future profitable production or proceeds from the disposition thereof.

Mineral Properties

Skyline Property

On December 2, 2015, the Company announced that it has entered into an option agreement (the "**Skyline Agreement**") with John Bakus (the "**Optionor**") whereby the Optionor granted the Company the right to acquire a 100% interest in five mineral claims called the Skyline Property (the "**Property**") located in the Alberni and Victoria Mining Division, British Columbia. Work programs on the Skyline Property will focus on the exploration of gold and silver.

Under the terms of the Skyline Agreement, the Company has the option to acquire a 100% interest in the Property by issuing 50,000 common shares to the Optionor on acceptance of the TSX-V (issued) and paying \$100,000 to the Optionor on the second anniversary of the Agreement.

Selected Annual Information

	Year ended Feb. 28, 2017	Year ended Feb. 29, 2016	Year ended Feb. 28, 2015
	\$	\$	\$
Revenues	Nil	Nil	Nil
Expenses (G&A)	349,761	535,682	635,938
Net Loss	507,218	846,446	635,939
Loss per Share	(0.13)	(0.31)	(0.41)
Working Capital	(46,023)	(263,824)	(10,348)
Exploration and Evaluation Assets	50,000	50,000	220,316
Total Assets	208,376	286,493	553,031
Long Term Financial Liabilities	Nil	Nil	Nil
Accumulated Deficit	(4,309,636)	(3,802,418)	(2,955,972)
Weighted average number of common shares outstanding	3,975,381	2,717,554	1,552,808

Results of Operations

During the three months ended August 31, 2017, the Company reported a net loss of \$72,147 as compared to a net loss of \$216,216 for the corresponding period in 2016. Total expenses for the three months ended August 31, 2017 amounted to \$72,147, which related primarily to accounting and legal fees, consulting and management fees to directors and officers of the Company as compared to \$55,759 for the corresponding period in 2016, which related primarily to accounting and legal fees, consulting fees and management fees to directors and officers of the Company (see “Related Party Transactions” section below for details). All other costs are consistent with maintaining the Company as a reporting issuer.

During the six months ended August 31, 2017, the Company reported a net loss of \$143,823 as compared to a net loss of \$259,378 for the corresponding period in 2016. Total expenses for the six months ended August 31, 2017 amounted to \$143,823, which related primarily to accounting and legal fees, consulting and management fees to directors and officers of the Company and share-based payments on stock options granted to a director of the Company as compared to \$100,034 for the corresponding period in 2016, which related primarily to accounting and legal fees, consulting fees and management fees to directors and officers of the Company (see “Related Party Transactions” section below for details), and depreciation on the equipment. All other costs are consistent with maintaining the Company as a reporting issuer.

Summary of Quarterly Results

The following information has been prepared in accordance with IFRS and is expressed in Canadian dollars.

Quarter ended	Aug 31, 2017	May 31 2017	Feb 28, 2017	Nov 30, 2016	Aug 31, 2016	May 31, 2016	Feb 29, 2016	Nov 30 2015
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total expenses	72,147	71,676	194,269	55,458	55,759	44,275	106,453	76,109
(Other Income) expenses	Nil	Nil	(1,887)	-	160,457	(1,113)	310,764	Nil

Net Loss for the period	72,147	76,876	192,382	55,458	216,216	43,162	417,217	76,109
Basic and diluted loss per share	(0.009)	(0.008)	(0.025)	(0.019)	(0.079)	(0.016)	(0.154)	(0.029)

Fourth Quarter

N/A

Liquidity

As an exploration company, the Company has not generated any revenue from operations with the exception of limited monthly interest income paid on bank balances.

The Company relies on equity financing for the majority of its working capital requirements and to fund its planned exploration and development activities and for potential acquisitions.

As at August 31, 2017 the Company had working capital deficit of \$86,952 (February 28, 2017 – working capital of \$46,023), had not yet achieved profitable operations, has accumulated losses of \$4,453,459 (February 28, 2017 - \$4,309,636) since its inception and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to conduct its planned work programs on its mineral properties, meet its ongoing levels of corporate overhead and commitments, keep its properties in good standing and discharge its liabilities as they come due.

Capital Resources

The Company does not have any commitments for material capital expenditures in the near term nor the long term and none are presently contemplated over normal operating requirements.

The Company's objectives when managing capital are to ensure the Company's ability to continue as a going concern and pursue the evaluation and acquisition of mineral property interests. The Company has no operations that generate cash flow and depends on equity sales to finance its administrative expenses and support acquisition. These stock issues depend on numerous factors including a positive mineral exploration environment, positive stock market conditions, the Company's track record, and the experience of management. The capital structure of the Company consists of shareholder's equity, comprising issued capital and retained earnings (deficit). The Company is not exposed to any externally imposed capital requirements. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Related Party Transactions and Commitments

- a) During the six months ended August 31, 2017 and 2016, the Company paid or accrued the following amounts:

	August 31, <u>2017</u>	August 31, <u>2016</u>
Administrative expenses		
Consulting and management fees		
Fill Management, a Company controlled by a relative of a former officer	\$ -	\$ 37,500
Geoff Balderson, President, CEO and director	15,000	-
Athena Ventures Inc. a Company controlled by Carrie Cesarone, CFO	15,000	-
Anthony James England, a former officer	18,000	-
Accounting fees		
Western Canada Capital Corp, a Company controlled by the former CFO of the Company	-	37,500
Share-based payments		
Leonard Clough, director	<u>10,848</u>	<u>-</u>
	<u>\$ 58,848</u>	<u>\$ 75,000</u>

The Company considers its President, Chief Executive Officer, Chief Financial Officer, and the directors of the Company to be key management personnel.

These expenditures were measured by amounts agreed upon by the transacting parties.

Included in prepaid expenses is \$Nil (February 28, 2017: \$5,125) in prepaid fees to the CEO and CFO of the Company.

- (b) As at August 31, 2017, due to related parties of \$35,000 (February 28, 2017: \$35,000) is comprised of \$5,000 in loans owing to related parties (February 28, 2017: \$5,000) and \$30,000 in promissory notes owing to related parties (February 28, 2017: \$30,000).

The \$5,000 in loans payable to related parties includes the following:

- A \$5,000 loan payable to Gary Cowan, a shareholder of the Company (February 28, 2017: \$5,000). This loan has no fixed repayment terms and does not accrue interest.

The \$30,000 in notes payable to related parties includes the following:

- A \$5,000 note payable to Robert Johnson, a shareholder of the Company (February 28, 2017: \$5,000). The due date of the note has been extended for a period of one year. The principal together with 10% interest is due on the earlier of: i) the receipt of funds from the mineral exploration tax credit; and ii) one year from the date of the amended note, November 25, 2015. The lender agreed to extend the due date of the loan to November 25, 2016.
- A \$5,000 note payable to Nils Carlson, a shareholder and consultant of the Company (February 28, 2017: \$5,000). The principal together with 10% interest is due on the earlier of: i) the receipt of funds from the mineral exploration tax credit; and ii) one year from the date of the amended

note, November 25, 2015. The lender agreed to extend the due date of the loan to November 25, 2016.

- A \$20,000 note payable to Kerry McCullagh, a shareholder of the Company (February 28, 2017: \$20,000). The principal together with 10% interest is due on May 6, 2017. The note may be paid on at earlier date at the discretion of the Company with no penalty or forfeiture. The lender agreed to extend the due date of the loan to May 6, 2016.
- Total interest on the above notes payable of \$22,614 as at August 31, 2017 (February 28, 2017: \$21,102) has been accrued and included in accrued liabilities of which \$1,512 has been charged to the statement of operations.

Proposed Transactions

On August 12, 2017, the Company entered into a binding letter of intent (the “**LOI**”) with Katanga Cobalt Corp. (“**Katanga**”). Katanga is a British Columbia company which, through assignment agreements, holds the rights to 13 separate mineral concessions in the Democratic Republic of Congo. Under the terms of the LOI, the Company, Katanga and the securityholders of Katanga will enter into a definitive share exchange agreement (the “**Definitive Agreement**”), whereby all the outstanding securities of Katanga will be exchanged for securities of the Company on a one to one basis. The transaction will constitute a Fundamental Acquisition (as that term is defined in TSX-V policy) for the Company. The final structure of the Definitive Agreement is subject to applicable corporate, securities and tax considerations. The transaction will be an arm’s length transaction. Upon closing of the transaction, it is anticipated that the Company will change its name to “Bankers Cobalt Corp.” and will carry on with the development of Katanga’s mineral project in the Democratic Republic of Congo, as a Tier 2 Mining Issuer on the TSX-V.

Contractual Obligations/Commitment

N/A

Critical Accounting Estimates and Judgments

The preparation of financial statements in conformity with IFRS 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 revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the assessment of the Company’s ability to execute its strategy by funding future working capital requirements.

A critical judgment exercised is the assumption that the Company is a going concern and will continue in operation for the foreseeable future and at least one year is a judgement.

Changes in Accounting Policies

Accounting standards issued but not yet applied

The following new standards and interpretations are not yet effective and have not been applied in preparing these financial statements. The Company is currently evaluating the potential impacts of these new

standards and does not anticipate any material changes to the financial statements upon adoption of these new and revised accounting pronouncements.

- IFRS 9 – *Financial Instruments* (effective January 1, 2018) introduces new requirements for the classification and measurement of financial assets, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options available in IAS 39.
- IFRS 16 Leases specifies how an issuer will recognize, measure, present and disclose leases; effective for annual periods beginning on or after January 1, 2019.
- IFRS 15 – *Revenue from Contracts with Customers* (effective January 1, 2018) replaces the previous guidance on revenue recognition and provides a framework to determine when to recognize revenue and at what amount.

Financial and Other Instruments

The Company's financial instruments consist of cash, tax receivable, accounts payable, accrued liabilities, due to related parties and loan payable. Cash is carried at fair value using a level 1 fair value measurement. The fair values of tax receivable, accounts payable, accrued liabilities, due to related parties and loan payable approximated their carrying values due to the short-term nature of these instruments

Outstanding Share Data

The authorized share capital is unlimited common shares without par value.

As at August 31, 2017, there were:

- 8,317,551 shares issued and outstanding;
- 6,742,775 share purchase warrants issued and outstanding;
- 248,250 agent's warrants issued and outstanding; and
- 805,250 share options issued and outstanding.

As at the date of this MD&A there are:

- 8,317,551 shares issued and outstanding;
- 6,742,775 share purchase warrants issued and outstanding;
- 248,250 agent's warrants issued and outstanding; and
- 805,250 share options issued and outstanding.

Risk Factors

The Company's area of business is the identification, acquisition, evaluation and exploration of mineral properties. An investment in natural resource companies involves a significant degree of risk. The degree of risk increases substantially where the company's properties are in the exploration as opposed to the development stage. Investment in the securities of the Company should be considered to be highly speculative due to the nature of the Company's business. The following are some of the risk factors that should be given consideration.

Exploration and Development Risks

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks associated with exploration, development and production.

Insurance

The Company's involvement in the exploration for natural resources may result in the Company becoming subject to liability for pollution, property damage, personal injury or other hazards and any insurance the Company may have may not be sufficient to cover the full extent of such liabilities.

Prices, Markets and Metal Prices

World prices for commodities fluctuate and are affected by numerous factors including economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new mine developments and improved mining and production methods. The effect of these factors on the price of commodities, and therefore the economic viability of the Company's exploration project, cannot be predicted.

Environmental Risks

All phases of the mineral exploration and development businesses present environmental risks and hazards and are subject to environmental regulations. Compliance with such legislation/regulations can require significant expenditures and a breach could result in the imposition of fines and penalties, some of which could be material. Environmental legislation is evolving in a manner that may lead to stricter standards and enforcement, larger fines and liability and increased capital expenditures and operating costs. No assurance can be given that the application of environmental laws to the business and operations of the Company will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Company's financial condition, results of operations or prospects.

Government Regulation

The natural resource industry is subject to controls and regulations imposed by various levels of government. It is not expected that any of these controls or regulations will affect the operations of the Company in a manner materially different than they would affect other natural resource companies of a similar size. The current legislation is a matter of public record and the Company is unable to predict what additional legislation on amendments may be enacted.

The Company's financial instruments consist of cash, tax receivable, accounts payable and accrued liabilities and due to shareholders. Cash is carried at fair value using a level 1 fair value measurement. The fair values of tax receivable, accounts payable and accrued liabilities and due to shareholders approximated their carrying values due to the short-term nature of these instruments.

Credit risk

The Company's credit risk is primarily attributable to receivables. The Company has no significant concentration of credit risk arising from operations.

Market Risk

(a) Interest rate risk

The Company's interest rate risk mainly arises from interest charges from notes payable due to related parties. The interest rate to borrow is set between 6% to 10% per annum, therefore interest rate risk is minimal.

(b) Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars therefore, foreign currency risk is minimal.

(c) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Events After the Reporting Period

N/A

Additional information about the Company is available on the SEDAR website at www.sedar.com or by request from the Company at Suite 1000 – 409 Granville Street, Vancouver, BC, V6C 1T2.