

Transition Metals Corp.

Management Discussion & Analysis

For the Period Ended May 31, 2019

This Management's Discussion and Analysis ("MD&A") has been prepared based on information available to Transition Metals Corp. ("we", "our", "us", "Transition Metals", "TMC", "Transition" or the "Company") as of May 31, 2019 unless otherwise noted. The MD&A provides a detailed analysis of the Company's operations for the three-month period ended May 31, 2019 and should be read in conjunction with the financial statements and related notes for Transition Metals as at and for the year ended August 31, 2018. This MD&A was prepared as of July 19, 2019.

The financial statements and related notes of Transition Metals have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's reporting currency is the Canadian dollar, and all monetary amounts in this MD&A are expressed in Canadian dollars unless otherwise stated.

Transition Metals is a publicly traded mineral exploration Company. The Company's projects and their history are disclosed in press releases, technical reports and other continuous disclosure filings which may be viewed on the internet on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com and on the Company's website at www.transitionmetalscorp.com.

Transition Metals Corp. ("TMC" or the "Company") is engaged in the acquisition and exploration of mineral exploration properties in Canada and the United States. The Company's registered office is 100 King Street West, 1 First Canadian Place, Suite 6200, Toronto, Ontario, M5X 1B8.

INTERNAL QUALIFIED PERSON AND QUALITY CONTROL/QUALITY ASSURANCE

Greg Collins, P.Geo., Chief Operating Officer of the Company, is a Qualified Person as defined under National Instrument 43-101 and has reviewed and approved the technical information contained in this MD&A.

OVERVIEW OF THE COMPANY

Transition Metals (XTM-TSX.V) is a multi-commodity exploration company using the project-generator business model. This approach maximizes shareholder exposure to discoveries and capital gain while minimizing shareholder equity dilution by selling interest in the projects rather than ownership in the Company. The Company has established funding partnerships with a number of companies that are earning an interest in a Transition Metals property by providing a blend of cash, shares and royalties, and committing exploration expenditures to advance the projects. The Company has developed a portfolio of base and precious metals projects in Ontario, Nunavut, British Columbia, New Brunswick, Nova Scotia, Newfoundland and Saskatchewan with direct property ownership interest in approximately 1,629 km² mining land and share ownership interests in partner companies.

Key projects for the Company include: the Sunday Lake PGM discovery near Thunder Bay now being advanced through a Joint Venture with Impala Platinum and Option Agreement with North American Palladium Ltd., the Janice Lake project which is being advanced under an option agreement with Forum Energy Metals Corp. (Forum), and the Highland Gold project in Cape Breton Nova Scotia for which the Company is seeking a joint venture partner. Key investments for the Company include the Company's shareholdings in: Canadian Gold Miner Corp. (CGM) a private company which is focused on advancing the South Kirkland gold project, and **Sudbury Platinum Corporation (SPC)** a private company which is focused on advancing the Aer-Kidd Ni-Cu-PGM project in Sudbury. In addition, the company holds shares of public companies including YSS Corp. (formerly Solo Growth Corp and Aldershot Resources Ltd.) and Forum.

The business of exploration and mining involves a high degree of risk and there can be no assurance that the Company's exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the discovery of economically recoverable reserves and resources, securing

and maintaining title and beneficial interest in the properties, the ability to obtain the necessary financing to complete exploration, development and construction of a mine and processing facilities, obtaining certain government approvals and attaining profitable production. There can be no assurance that the Company will be able to raise sufficient funds as and when required.

The Company's consolidated financial statements are prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of the Company's business. The application of the going concern concept is dependent on the Company's ability to obtain financing to continue its operations.

The Company presently has no known quantifiable mineral deposits that justify exploitation, and activities completed by the Company constitute exploratory searches for economic mineral deposits.

MINERAL PROPERTIES, ACTIVITY AND PLANS

CORPORATE ACTIVITIES

During the reporting period the Company was actively engaged in project generative research, property acquisitions and sourcing partners for its projects.

On March 12, 2019 the Company announced that it had executed an option and joint venture agreement with Battery Minerals Resources Limited ("Battery") whereby Battery can earn a up to an 80% interest in the Gowganda Gold project located 75 kms southwest of Kirkland Lake. To earn a 60% interest, Battery must provide option payments totaling \$600,000 over 3 years that includes a \$75,000 payment upon execution of the Agreement and \$25,000 that was received earlier by the Company upon execution of a binding term sheet. In addition, Battery must complete \$3.4 million of exploration expenditures over 3 years including a commitment of \$400,000 during the first year. Upon vesting a 60% interest, Battery may increase its interest to 80% by delivering a Feasibility Study within three years subject to certain time extension provisions. After earning its 60% or 80% interest in the Property as the case may be, a Joint Venture would be formed, with each party funding its proportionate share of future work programs or suffering dilution of interest.

On April 15, 2019, the Company announced that it had closed a purchase and sale agreement with Legendary Ore Mining Corporation ("Legendary") whereby Legendary has purchased 100% interest in the Dundonald nickel-copper-platinum group metals project located near Iroquois Falls, Ontario. Legendary is a wholly owned subsidiary of Vanicom Limited ("Vanicom"), an Australian corporation. On August 28, 2018 the Company announced that it had entered into a Binding Letter of Intent with Vanicom to sell Dundonald to it. The purchase terms include a payment of \$50,000 to the Company on signing Letter of Intent with a further payment of \$100,000 to the Company in cash on closing of the definitive Purchase Agreement. In addition, Vanicom has issued the Company shares with a value of \$350,000. Transition will receive a 2.5% Net Smelter Return Royalty on any future production from the Property. Legendary must incur expenditures of at least \$750,000 on exploration and development of the Property over a 36-month period or at its option, Transition can purchase back the property for one dollar.

On April 24, 2019 the Company announced that it had entered into a service agreement with thinkHERO Incorporated to provide the Company with select strategic investor relations services.

On April 29, 2019 the Company disclosed results from ongoing drilling conducted by North American Palladium Ltd. (NAP), on the Sunday Lake Platinum-Palladium Project located 25 km north of Thunder Bay, Ontario which returned assay results including 41.2m @ 5.51 g/t PGM and 0.57% Cu. NAP holds an option to earn up to a 75% interest in the property from Impala Platinum Holdings Limited (Implats) and XTM holds a 25% free carried interest through to the completion of a Feasibility Study.

EXPLORATION HIGHLIGHTS

Transition Metals Corp.

On April 29, 2019 the Company announced results from drilling conducted on by North American Palladium Ltd. (NAP), on the Sunday Lake Platinum-Palladium Project located 25 km north of Thunder Bay, Ontario. Highlights from this work included one of the thickest and highest grade intersections encountered to date on the property from hole SL-19-026 that returned **41.20 m @ 5.51 g/t PGM (3.22 g/t Pt, 2.08 g/t Pd, 0.21 g/t Au) and 0.57% Cu** including a high grade section of **15.80 m @ 9.11 g/t PGM (5.42 g/t Pt, 3.35 g/t Pd, 0.34 g/t Au) and 0.88% Cu**. NAP reported that their drilling has confirmed an extensive PGM and base metal sulfide mineralization located along the lower part of the Sunday Lake intrusion (the "SLI") that they have modelled as a near-continuous blanket with a north-south extent of approximately 1.5 km and an east-west extent of 900 metres.

On May 6, 2019 the Company announced that it had completed review of data coming from a geophysical program completed at its 100% owned Saturday Night Platinum-Palladium project and had staked an additional 235 hectares to expand the property position to cover prospective target areas highlighted by the survey work located 16 kilometres west of the companies 25% owned Sunday Lake Project.

On May 9th Transition announced that Rio Tinto Exploration Canada (RTEC) had entered into a definitive agreement with Company partner Forum Energy Metals to earn an interest in Janice Lake Property by spending \$3 Million within 18 months on the Property with the option to vest a 51% interest by spending \$10 Million over 4 years. Upon vesting its interest, RTEC can, at its option, earn a further 29% interest (for a total 80% interest) by spending a further \$20 million over 3 years.

On May 15, 2019 the Company announced that it had entered into an option agreement to acquire the high grade Cryderman gold property near Shining Tree Ontario. The property consists of 6 contiguous mining leases cover a historical high-grade lode gold showing where grab samples collected by the Company in 2018 returned values from trace up to 34.5 g Au/t. Transition retains the right and option to earn a 100% interest in the property by issuing \$60,000 in cash and \$110,000 in shares to the Vendor and completing \$300,000 in work over a 3 year period. If the Company vests its interest, the Vendor would retain a 2% Net Smelter Return royalty (NSR) with Transition retaining the right to buy back 1% NSR for \$1.0 million.

On May 22, 2019 the Company announced that it had staked over 100 square kilometres of additional property approximately 30 kilometres south of the Janice Lake property to cover known copper showings and on-strike equivalents that are interpreted to have potential to host sedimentary-hosted copper mineralization similar to that at Janice Lake in the emerging Wollaston basin copper belt.

On May 28th the Company announced that it had staked a new copper property covering 2,440 hectares along the northwestern tip of the Bonavista Peninsula in Eastern Newfoundland which it has dubbed the Duntara project. The new claims were staked to cover a series of known copper showings including the Blue Point Prospect where Noranda Inc. in 2001 drilled 1.98 % Cu and 23.10 g/t Ag over 6.0m⁷ (See description below). These copper showings occur within the Crown Hill Formation of the Neoproterozoic Musgravetown Group that has been shown to have excellent potential to host sedimentary-hosted copper mineralization.

Subsequent to the end of the reporting period on June 5, 2019 the Company announced that it had resumed exploration drilling at its Highland Gold project in Cape Breton, Nova Scotia. On January 14, 2019 the Company announced that this drilling had intersected 9.14 metres grading 23.22 grams per tonne (g/t) gold including 3.05 metres grading 49.54 g/t gold. Table 1 presents a summary of drilling results obtained from this program.

Hole ID	Easting	Northing	Length	Azimuth	Dip	From (m)	To (m)	Length (m)	Au (g/t)
TMRB-18-01	673457	5152980	21.34	0	-90	12.19	21.34	9.14	23.22
Including	673467	5152980	13.72	0	-90	12.19	15.24	3.05	49.54
TMRB-18-02	673447	5152980	27.43	0	-90	6.10	9.14	3.05	5.36
TMRB-18-03	673470	5152950	32	0	-90	19.81	21.34	1.52	0.36
TMRB-18-04	673479	5152959	27.43	50	-55			No Sig Values	
TMRB-18-05	673557	5152836	44.2	0	-90			No Sig Values	
TMRB-18-06	673445	5152950	33.53	0	-90			No Sig Values	
TMRB-18-07	673445	5152950	33.53	0	-90	27.43	28.96	1.52	3.22

*Note: length represents downhole interval. Insufficient information exists to estimate true thickness

Transition Property Holdings

The Company owns property in several jurisdictions in Canada and is currently registered to conduct business in Ontario, New Brunswick, Newfoundland, Nova Scotia, British Columbia, Saskatchewan, Nunavut, and Northwest Territories. As of May 31, 2019, Company owned or held under option an ownership interest in mining properties totaling approximately 162,857 hectares (ha) (1,629 km²) for purposes of conducting exploration and development activities. Individual projects expenditures for the period are summarized in the table at the end of this section.

XTM Properties								
Projects	Properties as of May 31, 2019	Hectares May 31, 2019	Properties as of Feb 28, 2019	Hectares Feb 28, 2019	Properties as of Nov 30, 2018	Hectares Nov 30, 2018	Properties as of Aug 31, 2018	Hectares Aug 31, 2018
Thunder Bay - Ni-Cu-PGM's	394	15,755	364	13,401	319	13,365	307	13,413
Nunavut NRC Alliance	15	76,956	15	76,956	15	76,956	15	76,956
Saskatchewan Copper - Janice Lake	25	33,210	17	18,875	17	18,875	17	18,875
Abitibi Gold - Ontario	345	8,226	349	8,674	100	8,237	100	8,237
Other	299	28,710	243	27,235	233	21,455	235	21,712
Totals	1,078	162,857	988	145,141	684	138,888	674	139,193

The Company's properties have been grouped into the following major project categories based on a number of factors including geographic location, commodity focus and partnership agreements. An overview of the projects is presented below.

OVERVIEW OF PROJECTS

The Company has developed a portfolio of gold, copper, nickel and PGM projects with ownership interest in approximately 1,629 km² of property interest in 4 main focus areas as defined by region or partnership structure. These include: Thunder Bay Ni-Cu-PGM's, Nunavut, Saskatchewan Copper and Abitibi Gold. The Company seeks to advance exploration work in these projects by attracting funding partners through the sale of project ownership, as opposed to share capital. The Company has been successful in attracting and creating a number of key partnerships through which the Company continues to advance its interests, some of which are highlighted below.

ABITIBI GOLD, ONTARIO

Transition Metals directly holds interest in mining lands in the Abitibi Greenstone belt of Ontario totaling approximately 8,226 hectares that are considered prospective for hosting deposits of gold. Projects including: Gowganda Gold (optioned to Battery Metals), Pipestone (60% Gowest and 40% Transition Joint Venture) and Sunrise Lake (both available for option). Details of each project area are provided below.

GOWGANDA GOLD PROJECT

The Gowganda Gold Project is located adjacent to the town of Gowganda, Ontario in Nicol, Haultain, and Van Hise townships, in the Larder Lake Mining District. The center of the project is located approximately 34 kms west of Elk Lake (population 350) and 33 kms southwest of Matachewan (population 450). The project consists of 143 mining tenures totaling an estimated 4,341 hectares.

Since acquiring the property in 2010 and the subsequent discovery of multiple high grade gold occurrences over a 2 km long structural corridor, work on the property has included the completion of Induced Polarization (IP) geophysics surveys, Soil surveying, mapping, 10 mechanically stripped trenches and channel sampling leading to the completion of 21 shallow diamond drill holes for a total of 2,258m.

The claims host widespread visible gold mineralization within stockwork quartz veining in altered syenite ranging from nil to 3.5 g/t over significant widths in channel samples and drilling as well as up to 97 g/t Au over short channel widths (0.4 metres) within quartz veins (see Transition news release of September 8, 2011). Significant drill intercepts from work by Transition include 2.37 g/t over 7.06 metres, up to 82.5 g/t Au over 0.4 metres (see Transition Metals news release of December 1, 2011) and 1.63 g/t Au over 11.52m (see Transition Metals news release of April 6, 2017).

In addition to the prospective gold mineralization, cobalt-silver mineralization occurs across the property within the overlying Cobalt Embayment rocks. The Big Four showing includes a series of trenches, pits, and a 7.6 m deep shaft located on the Property. Grab samples collected by the Company from the waste dump included cobaltite-rich carbonate material that returned up to 3.04% Co and 31.6 g/t Ag (see Transition Metals news release of August 21, 2018).

On October 31, 2016, the Company entered into an option and Joint venture Agreement with Aldershot Resources Ltd. (ALZ.H – TMX NEX) (“Aldershot”) whereby Aldershot can earn a 51% interest in the property by committing to funding \$400,000 worth of exploration on property in year one and incur cumulative work expenditures totaling \$2.0 million by the third anniversary of the agreement and issue an additional \$350,000 worth of stock. On June 21, 2018 Aldershot communicated its intent to pursue a change of business to becoming YSS Corp., a premiere retail cannabis distributor in western Canada. In 2018 the Company sold 3,000,000 Aldershot shares for proceeds of \$518,942. On January 9, 2019 Aldershot changed its name to YSS Corp. (YSS).

Subsequent the end of the reporting period on March 12, 2019, the Company announced that it had executed an option and joint venture agreement with Battery Minerals Resources Limited (“Battery”) whereby Battery can earn a up to an 80% interest in the Gowganda Gold project located 75 kms southwest of Kirkland Lake. To earn a 60% interest, Battery must provide option payments totaling \$600,000 over 3 years that includes a \$75,000 payment upon execution of the Agreement and \$25,000 that was received earlier by the Company upon execution of a binding term sheet. In addition, Battery must complete \$3.4 million of exploration expenditures over 3 years including a commitment of \$400,000 during the first year. Upon vesting a 60% interest, Battery may increase its interest to 80% by delivering a Feasibility Study within three years subject to certain time extension provisions. After earning its 60% or 80% interest in the Property as the case may be, a Joint Venture would be formed, with each party funding its proportionate share of future work programs or suffering dilution of interest.

PIPESTONE PROJECT – (40% TRANSITION METALS CORP)

The Pipestone Project consists of 27 staked legacy claims (approximately 3,216 ha) located in Wark, Prosser, Gowan, Little and Evelyn townships, Porcupine Mining District, near Timmins, Ontario. The claims were acquired to cover approximately 13 km of the interpreted strike extension of the Pipestone structure. The Pipestone structure is an under-explored gold-bearing regional fault in the Timmins Gold camp that runs sub-parallel to the Destor-Porcupine fault (*>60 million oz of historic production – Ontario Geological Survey - Gold production in the Timmins Regional Resident Geologist’s District to the end of 2006*). The Destor-Porcupine fault bounds the Porcupine sedimentary basin to the south while the Pipestone fault bounds the basin to the north. is under-explored; however, Previous work has identified gold mineralization in basal till samples in the section of the fault covered by the Company’s claims as well as in core samples located in close proximity to the property.

On April 27, 2011, the Company entered into an option and joint venture agreement (“JV”) with Gowest Gold Ltd. (“Gowest”) (TSX Venture: GWA). The terms of the agreement provided an option for Gowest to acquire a 60% or 75% interest in the claims owned by the Company, collectively referred to as the Pipestone Property. Gowest may earn a 60% in the Pipestone Property by making cash payments of \$100,000 (received), issuing 1,000,000 (1,000,000 received) common shares of Gowest and incurring exploration expenditures of \$1,000,000 by the 36-month anniversary of the agreement. Furthermore,

Gowest retains the one time option upon vesting to increase its ownership from 60% to 75% by issuing an additional 150,000 common shares and incurring an additional \$2,000,000 in exploration expenditures within 2 years. The Company disposed of all Gowest shares during the year ended August 31, 2016.

On April 25, 2016, Gowest provided notice that it had completed expenditures in excess of \$1.0 million and fulfilled all share and payment requirements to vest a 60% interest in the Pipestone project. Furthermore, Gowest advised that it did not want to exercise its right to increase its interest in the property to 75% subject to the bump-up option provided for within the Agreement. As such, both parties confirm that a joint venture on the project was formed on a 60% Gowest, 40% Transition ownership basis, effective May 25, 2016. On December 19, 2016 Gowest proposed a \$500,000 exploration program to the joint venture. Transition has declined its right to participate in this program and as such, its interest may be diluted to approximately 31% if the programs are fully executed by Gowest. Transition has been informed that this program has been completed and is awaiting a proposal from operator Gowest regarding its plans moving forward in 2019.

KIDD GOLD PROPERTY (100% TRANSITION METALS CORP.)

During the reporting period the claims associated with the Kidd Gold project were allowed to lapse.

SUNRISE LAKE PROPERTY (100% TRANSITION METALS CORP.)

The Sunrise Lake property was acquired in April of 2018 and consists of 32 map staked cells for approximately 669 hectares located in Ossian and Pontiac townships of the Larder Lake Mining District to cover series of historic Au showings located along the prominent NE-SW trending Mist Lake – Misema Lake Fault within the Blake River Group of the prolific Abitibi greenstone belt.

THUNDER BAY – PGM'S – SUNDAY LAKE JV

THUNDER BAY PGM PROJECTS

During the reporting period, a significant level of exploration activity remained ongoing on the Sunday Lake project funded by Palladium producer North American Palladium (NAP) to further define the extent of high-grade sulphide PGM enriched mineralization identified on the property. On April 29, 2019 significant and encouraging drill results were disclosed by NAP which are described in greater detail below. During the reporting period some additional claims were staked to secure target areas identified near the Saturday Night Project area.

As of the end of the reporting period, the Company maintains an interest in 12 property groupings totaling 15,755 hectares consisting of the Sunday Lake (25% carried), Saturday Night (100%), Owl Lake (100%), Fraser Lake (100%), Hele (100%), Eva Kitto (100%), Empire Lake (100%), Revell (100%), Garden Lake (100%), Nabish Lake (100%), Wagner (100%) and Maude Lake (100%). The Owl Lake and Hele projects are subject to a 1.5% NSR held by Impala Platinum Holdings Ltd (Implats). The Sunday Lake is a joint venture project between the Company and Implats where North American Palladium Corp. (NAP) is currently working towards earning interest in the project from Implats.

SUNDAY LAKE

The Sunday Lake property is located in northwestern Ontario, 25 km northeast of Thunder Bay and 25 km to the west of Panoramic Resources Limited, Thunder Bay North project (formerly known as Current Lake). The property consists of 22 staked claims and optioned property totaling 2,628 ha covering a 3.5 km diameter circular magnetic anomaly associated with a large layered mafic-ultramafic intrusion. The intrusion is considered prospective for hosting platinum group metals or PGM's (platinum, palladium, and gold) as well as nickel and copper.

The Sunday Lake Property is subject to a Joint Venture agreement between the Company and Impala Platinum Holdings Limited (Implats). Under the terms of the agreement, Implats holds a 75% interest in the project and Transition holds a 25% free carried interest until the completion of a Feasibility Study at which time it will hold a 25% participating interest. Once a participating Joint Venture is formed, a party's interest would be diluted for non-participation in any program. If either party dilutes 10% its interest would be converted to a 1.5% net smelter return royalty.

On June 21, 2017, the Company announced a definitive option agreement with joint venture partner Implats and North American Palladium Ltd. (NAP) whereby NAP has the right to acquire Implats' 75% ownership in the Sunday Lake Project by completing work commitments totaling \$4.5 million and making cash payments of \$3.5 million over a five year period according to the following schedule:

- Stage 1: NAP may acquire a 51% controlling interest in the property by completing \$1.5M of exploration expenditures within a two year period and making cash payments of \$75,000 to XTM and \$675,000 to Implats;
- Stage 2: NAP may increase its interest from 51% to 65% by completing an additional \$2.5M of exploration expenditures within a subsequent two year period and making further cash payments of \$125,000 to XTM and \$1.125M to Implats; and
- Stage 3: NAP may further increase its interest from 65% to 75% by completing an additional \$0.5M of exploration expenditures within a one year period and making final cash payments of \$150,000 to XTM and \$1,350,000 to Implats.

To date a total of 22,515m have been completed on the property targeting sulphide mineralization associated with the basal Marginal Zone. Highlights of the drilling include:

Table 1: Selected assay results from the previous Sunday Lake drill programs.

Hole	From	To	Length	3E g/t	Pt g/t	Pd g/t	Au g/t	Cu %	Ni %	Ref
SL-13-002	395.00	415.20	20.20	3.22	2.11	0.95	0.16	0.26	0.11	1
<i>incl.</i>	410.00	413.00	3.00	3.31	1.73	1.43	0.15	0.86	0.24	
SL-15-013	849.70	892.60	42.90	3.43	1.92	1.4	0.11	0.44	0.17	2
<i>incl.</i>	871.40	881.50	10.10	5.62	3.18	2.28	0.16	0.71	0.28	
SL-17-018B	684.50	703.15	18.65	4.05	2.43	1.49	0.13	0.48	0.17	3
<i>incl.</i>	692.25	697.15	4.90	6.16	3.89	2.07	0.20	0.64	0.24	
SL-18-021	875.05	898.35	23.30	5.43	3.34	1.83	0.26	0.60	0.21	3
<i>incl.</i>	890.85	897.35	6.50	8.34	5.17	2.62	0.55	1.08	0.36	
SL-18-022	1056.00	1066.90	10.90	4.98	3.08	1.65	0.25	0.51	0.14	3
<i>incl.</i>	1061.00	1066.90	5.90	6.87	4.3	2.22	0.35	0.67	0.16	

For the period spanning February 2019 to April 2019, NAP disclosed that it had completed a total of 7,300m in six holes on the Sunday Lake Project. Results from the six holes were disclosed by the Company on April 29, 2019 and are summarized below in Table 1.

Hole #	From (m)	To (m)	Length (m)	Pt g/t	Pd g/t	Au g/t	Cu wt%	Ni wt%	3E g/t
SL-19-025	1013.00	1027.80	14.80	1.33	0.90	0.10	0.29	0.10	2.33
including	1020.00	1022.30	2.30	2.47	1.48	0.16	0.48	0.15	4.11
and	1026.20	1027.80	1.60	2.95	1.93	0.30	0.70	0.06	5.18
SL-19-026	1392.00	1433.20	41.20	3.22	2.08	0.21	0.57	0.19	5.51
including	1417.40	1433.20	15.80	5.42	3.35	0.34	0.88	0.24	9.11
with	1418.85	1427.15	8.30	7.67	4.97	0.42	1.23	0.32	13.06
and	1425.24	1427.15	1.91	9.29	7.12	0.58	1.56	0.36	16.98
and	1425.24	1425.90	0.66	9.90	9.30	0.63	1.66	0.42	19.80
SL-19-027	857.00	875.55	18.55	0.36	0.21	0.04	0.11	0.06	0.61
SL-19-028	Drilled in the footwall and did not encounter the Sunday Lake intrusion								
SL-19-029	1405.00	1466.00	61.00	1.20	0.80	0.15	0.22	0.15	2.20
including	1433.00	1465.00	32.00	1.90	1.20	0.23	0.33	0.18	3.35
including	1443.00	1449.00	6.00	2.90	1.90	0.34	0.55	0.28	5.15
and	1454.00	1465.00	11.00	2.70	1.70	0.30	0.46	0.18	4.75
including	1455.46	1463.63	8.17	3.20	2.00	0.33	0.51	0.20	5.44
and	1461.00	1463.00	2.00	3.50	2.20	0.35	0.64	0.19	5.97
SL-19-030	1067.39	1088.00	20.61	1.04	0.76	0.07	0.33	0.11	1.87
including	1067.39	1079.00	11.61	0.79	0.59	0.06	0.18	0.10	1.45
and	1082.5	1088.00	5.50	2.05	1.50	0.12	0.83	0.17	3.67

Note: Reported interval length are estimated as being between 80% and 90% of true width of the intersected sulphide mineralization.

As of the date of this report, all claims and optioned properties associated with the Sunday Lake project remain in good standing.

SATURDAY NIGHT

In April 2015, the Company staked a magnetic target comparable to other 'Early Rift' intrusions in this area located approximately 16 km west of its Sunday Lake discovery near Thunder Bay, Ontario. A new target, named "Saturday Night", was highlighted by an airborne survey recently flown by the Ontario Geological Survey (OGS).

In November 2016, the Company completed one drill hole to test targets defined by the summer geophysical program. On January 23, 2017, the Company announced that it had intersected a platinum group element enriched mid-continental rift intrusion. Assays returned 6.25 metres averaging 1.07 g/t PGM's including a higher-grade section of 4.0 g/t PGM and 0.56% Cu over a core length of 0.30 metres near the interpreted base of a greater than 200 metre thick sequence of early-rift intrusive rocks.

In 2018, the Company covered the property with an AMT/MT ground geophysical survey, similar to the approach taken by NAP at the nearby Sunday Lake project, to better define the extent and morphology of the Saturday Night intrusion. On May 6, 2019 the Company announced the staking of an additional 235 hectares expanding its 100% owned land holdings to 1,414 hectares.

MAUDE LAKE

On December 3, 2018 the Company entered into an option agreement to acquire a 100% interest in the Maude Lake Ni-Cu-Co-PGM property located near Schreiber, Ontario. The property, approximately 15 km² in size covers a known high-grade magmatic Ni-Cu-Co-PGM showing where grab samples collected by Novawest Resources Inc. in 2002 were reported to have returned values of up to 6.23 % Ni and up to 2.48 % Cu. Base metal sulphides occur as massive to vein-like and net-textured aggregates along the contact between a mafic-ultramafic intrusion to the south and granite to the north. The property also

hosts a Cu-Zn-Ag surface showing measuring 120m by 180 m that returned historic assays including 14.3 m @ 1.06% Cu (channel sample).

Pursuant to the terms of the option agreement, Transition retains the right and option to earn a 100% interest in the property by issuing \$25,000 in cash (\$5,000 paid on signing) and \$25,000 in shares to the Vendor over a 6-month period. If the Company vests its interest, the Vendor would retain a 2% Net Smelter Return royalty (NSR) with Transition retaining the right to buy back 1.5% NSR for \$2.0 million.

EVA KITTO

The Eva Kitto property consists of 4 mining tenures totaling 86 hectares located on the eastern shore of Lake Nipigon, approximately 12 km west of Beardmore Ontario and owned 100% by Transition Metals. At Eva Kitto, compilation of historical work including airborne geophysics, drilling and geochemistry have led to the identification of targets considered prospective for hosted Ni-Cu-PGM mineralization. Surface Grab samples from the property have returned values up to ~1.0 g/t Pt+Pd.

EMPIRE LAKE (V-Fe-Ti)

The Empire Lake property consists of 95 mining tenures for approximately 2,005 hectares located in the Empire Lake Area of the Thunder Bay Mining District to cover a large (4 by 12 km) regional magnetic anomaly associated with an under-explored mafic intrusion containing widespread V-Fe-Ti mineralization. Previous work on the property has included preliminary mapping and sampling programs to determine the grade and extent of the main vanadium-bearing magnetite zone. Mapping outlined a zone extending for up 1.8 km in strike length with a width that varied between 50 to 170 metres. Grab and channel samples returned values of up to 0.63 weight % V₂O₅, 5.84 weight % TiO₂ and 65.1 weight % Fe₂O₃.

REVELL (Ni-Cu-PGM)

The Revell property consists of 68 map staked cells for approximately 3,120 hectares located in Revell and Hyndman townships of the Kenora Mining District to cover series of historic Ni-Cu-PGM showings around the margin of the Revell Batholith. Mineralization occurs as Ni-Cu-PGM bearing disseminated sulphides hosted within a marginal dioritic phase of the Revell Batholith. Historic drilling completed on the Pidgeon showing in 1967 encountered two shallow zones of Ni-Cu mineralization returning values of 10 feet @ 0.64% Ni, 0.77% Cu and 12 feet @ 0.68% Ni, 0.90% Cu all above 100 feet vertical. No PGM or Co values were reported with the drilling, although a grab sample collected by Inco at the Pidgeon showing was reported to contain 1.28g/t Pt+Pd+Au. Assay values from prospecting samples collected on the Revell property obtained during the reporting period while locating and re-sampling historical showings returned up to 0.64% Cu, 0.11% Ni and 1.0 g/t Pt+Pd+Au at the Tache West showing and up to 0.29% Cu, 0.14% Ni and 0.44 g/t Pt+Pd+Au from grab samples at the Tache East showing.

GARDEN LAKE (Ni-Cu-PGM)

The Garden Lake property consists of 9 map staked cells for approximately 188 hectares located in the Garden Lake Area of the Thunder Bay Mining District to cover an isolated mafic-ultramafic intrusion within the Garden Lake greenstone belt that may be related to Proterozoic Midcontinental Rift (MCR) event and therefore prospective for PGM-Cu-Ni mineralization.

NUNAVUT - GOLD, BASE METALS AND DIAMONDS – NRC ALLIANCE

NUNAVUT RESOURCES CORP ALLIANCE

On March 5, 2012, the Company and Nunavut Resources Corp (NRC) executed a strategic alliance agreement ("Alliance") to jointly generate and explore mineral properties in the Kitikmeot Region of Nunavut. During the term of the Alliance, approximately 76,956 hectares of mineral rights were secured.

In November 2017, the 5-year alliance concluded. The Company has requested that all properties be converted to joint venture projects under the terms of the agreement. The properties include approximately 79,956 hectares of Inuit owned and federal mining lands in Nunavut. At the time of reporting, the joint ventures on the properties had not been established and the Company is currently under negotiations with NRC. Details of the project areas generated during the Alliance are provided below.

ARCADIA BAY - CO-31

The CO-31 property is Inuit Owned Land (IOL) acquired by NRC on behalf of the Alliance through a Mineral Exploration Agreement (MEA) with Nunavut Tunngavik Inc. ("NTI"), dated July 1, 2014. The property is located along the south coast of the Coronation Gulf, Arctic Ocean, approximately 25 km west of the proposed port facility in Grays Bay that will be the terminus of the proposed Izok Road Corridor, and approximately 140 km west of the TMAC's Hope Bay gold deposits. The property hosts a number of intrusive hosted auriferous high grade gold vein systems that have seen only a cursory amount of exploration. Notably the Sidewalk Vein, a 4km long vein system exposed at surface where historical drilling has returned assays up to 21.45 g/t Au over 6.34 metres. The size of this property was reduced from 1,353 hectares to 1,056 hectares. In May 2016, the company submitted an application to NTI to acquire additional portions of CO-31.

In November of 2016, an additional 1,286 hectares in CO-31 were added to the existing MEA with NTI. The additional property hosts Archean lode-gold style mineralization with a historical resource of 572,067 tonnes grading 9.6 grams/tonne (g/t) Au (*Watts Griffis McQuat, 1983. Report on the Coronation Gulf, NWT property of Canuc Resources Inc.: Internal company report, Canuc Resources Inc., December 1986, 108 p.*). This historical resource was completed on November 25, 1983 and is not consistent with NI 43-101 disclosure requirements. While the company considers this historical estimate to be relevant to investors as it may indicate the presence of mineralization, a qualified person for Transition Metals has not done sufficient work to classify the historical estimates as current mineral resources as defined by NI 43-101, and the Company is not treating this historical estimate as current mineral resources.

ITCHEN LAKE PROPERTY

The Itchen Lake Property consists of 10 unpatented contiguous mineral claims covering 10,441 hectares acquired located in the territory of Nunavut approximately 265 km northeast of Yellowknife, Northwest Territories. The property is underlain by rocks of the Archean Yellowknife Supergroup and straddles the contact between the Contwoyto and Itchen Formations. These formations are comprised of metamorphosed greywackes and mudstones deposited in a greywacke-turbidite basin. The primary exploration target is banded iron formation (BIF) hosted gold, similar to the Lupin gold deposit, which is located 60 km east of the center of the Itchen Lake property. The Lupin mine produced 3.36 million ounces of gold at an average grade of approximately 9.3 g/t from over a 22-year period from 1982-2004 (Harron, G.A., 2012; Technical Report of Lupin Mine, Elgin Mining).

Work by Transition was last completed on the project in the summer of 2013 that included 750 line km airborne magnetic and electromagnetic survey and follow up geological reconnaissance that resulted in the identification of 17 new drill targets. Camp and work permits are in place for this program.

ARTICLE 41

The Article 41 Lands encompass a 572 km² area, approximately 360 km north-northeast of Yellowknife, Northwest Territories that were granted to the Kitikmeot Inuit Association (KIA) fee simple in 1993. Although the Article 41 Lands are situated within the Slave Diamond District -- with Ekati and Diavik diamond mines 55 km south of the Article 41 Lands and the past producing Jericho mine 50 km to northwest, there has been little to no reported diamond exploration on the bulk of the Article 41 Lands in 20 years.

NRC has entered into a 20-year Mineral Exploration Agreement (MEA) with KIA to explore Article 41 lands.

Work was last completed on the property in 2012 that included the collection of 321 diamond indicator till samples that returned anomalous kimberlite indicator minerals.

FIRE SHEAR – CO-20

The CO-20 property is Inuit Owned Land (IOL) acquired by NRC on behalf of the Alliance through a Mineral Exploration Agreement (MEA) with Nunavut Tunngavik Inc. ("NTI"), dated July 1, 2014. The property consists of two non-contiguous irregular blocks totaling 263.4 km². The property is located 150 km north of the Lupin Mine and Mill complex and is close to the Ulu Gold deposit, an advanced stage gold project with defined resources of 1.13 Mt grading 11.34g/t (*NI 43-101 Technical Report on the Ulu Gold Property, Kitikmeot Area - Nunavut Territory, Canada dated June 27, 2011*), optioned to WPC Resources by Mandalay Resources. The property hosts several high-grade gold occurrences including the Fire

Shear Zone where previous drilling has intersected up to 9.16 g/t Au over 2.03m and the Ralph Zone which has returned grab samples assaying up to 5.47 g/t Au.

ANIALIK – CO-30

The CO-30 property is Inuit Owned Land (IOL) acquired by NRC on behalf of the Alliance through a Mineral Exploration Agreement (MEA) with Nunavut Tunngavik Inc. (“NTI”), dated July 1, 2014. The property is an irregular block totaling 155.4 km² located close to the Coronation Gulf covering prospective portions of the Anialik River greenstone belt. The property hosts a number of high grade gold and base metal showings but has seen very little exploration to date. The property is located strategically close to the MMG’s High Lake deposit (*Indicated Resources of 7.9 Mt grading 3.5% zinc, 3.0% copper, 0.3% lead, 83 g/t silver and 1/3 g/t Au plus Inferred Resources of 6.0 Mt grading 4.3% zinc, 1.8% copper, 0.4% lead, 84 g/t silver and 1.3 g/t gold – MMG JORC Compliant Mineral Resource and Ore Reserves Statement 2013*).

SEDIMENTARY COPPER - SASKATCHEWAN

JANICE LAKE PROPERTY

The property is located approximately 50 km southeast of Key Lake and 190 km north of La Ronge, in north-central Saskatchewan. The property is located within the Wollaston Domain, a Proterozoic aged, northeast trending package of tightly folded amphibolite grade metasediments. The area was highlighted by the Saskatchewan Geological survey in 1995 and contains the most significant concentration of sediment hosted copper showings in the Wollaston Domain. The property has been worked periodically since the 1950s with most of the exploration work being done by Great Plains Development Co. in the 1960s and 1970s and Noranda Exploration Company Ltd. in the 1990s and by Phelps Dodge Corporation of Canada Ltd where drilling returned encouraging intercepts of copper mineralization including 0.77% Cu over 33.0 metres (hole PL93-11 – Government of Saskatchewan Assessment records) and 0.81% Cu over 17.83 metres (hole JL03-38 – Government of Saskatchewan Assessment records). The property also hosts a radioactive showing known as the Joe Uranium Occurrence. One hole drilled in the vicinity of this showing by Noranda in 1992 is reported to have intersected 0.98% U₃O₈ over 3.5 metres.

Since acquiring the project Transition has conducted field work that returned grab samples containing up to 9.35% copper and 61.7 g/t silver, completed a Soil Gas Hydrocarbon (SGH) orientation survey and acquired 525 line km² of regional airborne geophysical data (EM, Mag, Gamma) as well as historical mag and IP data. In 2014 the Company completed a 700 line km versatile time domain electromagnetic (VTEM) and horizontal magnetic gradiometer airborne survey that identified extensive anomalies. Follow-up ground work identified a number of new potential targets that correlate with areas of interest identified by the magnetic and EM responses of the VTEM survey.

On February 5 2018, the Company entered into an option agreement with Forum Energy Metals Corp. (“Forum”) that provides Forum with the option to acquire a 100% interest in the Janice Lake Property. To earn 100%, Forum would be required to make cash payments of \$250,000 over four years (\$50,000 received), issue 8,000,000 common shares of Forum to the Company over three years and incur exploration expenditures of \$250,000 in six months of the agreement. The agreement also provides for a payment to the Company of \$1,000,000 on completion of a Feasibility Study and a \$5,000,000 payment within twelve months of commercial production. Upon exercise of the option the property is subject to a 2% NSR to the Company of which Forum can purchase 0.75% of the NSR for \$1,500,000.

On February 15, 2018 the Company announced that working together with Forum it had been able to secure an additional 15,331 hectares of claims covering extensions of the prospective copper trend identified in the Janice Lake area. The staking during the reporting period has increased the Company’s holdings to 1 claims totaling 18,875 hectares.

On October 10, 2018, Forum disclosed results from a four hole, 447 metre diamond drill program completed on the Janice Lake sedimentary hosted copper project in Saskatchewan by option partner Forum). All four holes encountered copper mineralization within 80 metres of surface with Hole FEM-01 intersecting 19 metres grading 1.0% Copper, including 5.7 metres of 2.18% Cu within a 50.5 metre interval grading 0.45% Cu.

On May 9, 2019 Forum announced that it had entered into a \$30 million dollar option agreement with Rio Tinto Exploration Canada (RTEC) to explore the Janice Lake project. Under the terms of the Forum – RTEC agreement, RTEC will commit to spending \$3 Million within 18 months on the Property with the option to vest a 51% interest by spending \$10 Million over 4 years. Upon vesting its interest, RTEC can, at its option, earn a further 29% interest (for a total 80% interest) by spending a further \$20 million over 3 years.

FANNON AND TOSI PROPERTY

On May 22, 2019 the Company announced that it had staked approximately 15,144 hectares in the Wollaston Basin Copper Belt, northern Saskatchewan. The Fannon and Tosi properties are located approximately 100 kilometres south of Key Lake and about 30 kilometres southwest along trend with the company's Janice Lake Property currently under option from the Company to Forum Energy Metals and to Rio Tinto Exploration Canada (RTEC). The new claims were staked to cover known copper showings and on-strike equivalents that are interpreted to have potential to host sedimentary-hosted copper mineralization similar to that at Janice Lake. The property is located within the Wollaston Domain, a Proterozoic aged, northeast trending package of tightly folded amphibolite grade metasediments. The Fannon occurrence area is reported to host mineralization consisting of chalcocite in fractures and parallel to the foliations, minor chalcopyrite in fractures, pyrite and pyrrhotite as minor disseminations, and locally minor molybdenite. Malachite, chalcocite, covellite, chrysocolla, and azurite are common in fractures. Grab samples collected by the Saskatchewan Geological Survey from trench 2 averaged 0.24% Cu over 12.8 metres, and historical drill assays from FN-94-1 returned between 0.33% Cu and 0.74% Cu over widths of 0.5 to 1.5 m metres for a weighted average of 0.48% Cu over 8.6 metres. The Tosi Cu Showing mineralization consists of shear-hosted disseminations, blebs, stringers, and veinlets of up to 5% pyrite-chalcopyrite-bornite (or chalcocite) within graphitic quartzite and intercalated garnetiferous graphitic pelitic gneisses over a 1 to 2 metre wide by 12 metre long area. Grab samples reported by the Saskatchewan Geological Survey returned from 1.73 to 4.52 % Cu, 0.17 to 0.42 oz Ag/t, and 0.01 to 0.03 oz Au/t

HIGHLAND GOLD - GOLD – CAPE BRETON, NOVA SCOTIA

On August 20, 2018, the Company announced that, it had entered into an option agreement to acquire a 100% interest in the >45 km² Highland Gold property located in the Cape Breton Highlands of Nova Scotia and announced work plans for the fall of 2018 that included till and soil sampling, a high resolution airborne magnetic/conductivity survey, and drilling. The Highland Gold property covers an extensive cluster of high grade gold occurrences that have seen very limited exploration. Under the terms of the option agreement, Transition retains the right and option to earn a 100% interest in the property by completing \$1.5 million of expenditures and issuing \$170,000 in cash and \$175,000 in shares to the Vendor over a 5 year period. If the Company vests its interest, the Vendor would retain a 2% Net Smelter Return royalty (NSR) with Transition retaining the right to buy back 1% NSR for \$1.25 million.

On September 27, 2018 the Company announced that it had staked additional claims and initiated a high resolution airborne geophysical survey over its Highland Gold property located in the Cape Breton Highlands of Nova Scotia to assist with targeting in preparation for a program of reverse circulation (RC) drilling.

On November 10, 2018 the Company announced that it had initiated a program reverse air blast (RAB) drilling on the Highland project to test targets highlighted from mapping, sampling and airborne geophysical surveys completed earlier in the fall.

On January 14, 2019 the Company announced that this drilling had intersected 9.14 metres grading 23.22 grams per tonne (g/t) gold including 3.05 metres grading 49.54 g/t gold. Table 1 presents a summary of drilling results obtained from this program.

Hole ID	Easting	Northing	Length	Azimuth	Dip	From (m)	To (m)	Length (m)	Au (g/t)
TMRB-18-01	673457	5152980	21.34	0	-90	12.19	21.34	9.14	23.22
Including	673467	5152980	13.72	0	-90	12.19	15.24	3.05	49.54
TMRB-18-02	673447	5152980	27.43	0	-90	6.10	9.14	3.05	5.36
TMRB-18-03	673470	5152950	32	0	-90	19.81	21.34	1.52	0.36
TMRB-18-04	673479	5152959	27.43	50	-55			No Sig Values	
TMRB-18-05	673557	5152836	44.2	0	-90			No Sig Values	
TMRB-18-06	673445	5152950	33.53	0	-90			No Sig Values	
TMRB-18-07	673445	5152950	33.53	0	-90	27.43	28.96	1.52	3.22

**Note: length represents downhole interval. Insufficient information exists to estimate true thickness*

On February 19, 2019 the Company disclosed results from a till geochemical survey conducted over portions of the Highland Gold Project located in Cape Breton, Nova Scotia. The survey identified three large gold-in-till anomalies consisting of gold grain counts that are in some cases 10 to 30 times higher than average background levels from Nova Scotia.

On February 27, 2019 the Company announced that it has staked additional gold targets expanding its land holdings associated with the project to 112 km². The staking covers targets within areas interpreted to be structurally and geologically similar to mineralized zones elsewhere on the Highland property.

On June 5, 2019 the Company announced that it had resumed exploration drilling on the property with plans to complete approximate 1,000 metres of percussion Reverse Circulation (RC) drilling to test a cluster of high-grade showings within a roughly 5 square kilometer portion of the property to follow up on targets highlighted by previous work.

OTHER PROJECTS

DUNDONALD PROPERTY (NI-CU-PGM's and CU-ZN)

The Dundonald property near Timmins consists of approximately 950 hectares of freehold patents, mining leases and claims and hosts an inferred resource totaling 116,000 tonnes grading 3.16% nickel⁵ (First Nickel Inc.; NI 43-101 Report, 2009) which remains open at depth. The Company cautions reader that it has not done sufficient work to confirm this historical resource and it should not be relied upon. Nickel mineralization is associated with a similar depositional setting to the recently discovered Grasset Nickel deposit in Quebec. The Dundonald property also hosts a copper-zinc occurrence known as the Terminus zone. Drilling by Falconbridge in the 1990's on the Terminus Zone is reported to have intersected a 10.1 m core length of 1.37% Cu, 7.53% Zn, 0.13% Co, 1.1 g/t Au, and 2.9 g/t Ag.

On August 27, 2018 the Company announced that it had signed a binding Letter of Intent with VanicCom Limited and Legendary Ore Mining Corporation ("Legendary") of Perth, Western Australia for the sale of a 100% interest in the Dundonald Nickel Project located near Iroquois Falls, Ontario. The purchase terms include a payment of \$50,000 by Legendary to the Company on signing the Binding Letter of Intent (received) with a further payment of \$100,000 to the Company in cash on closing of the definitive Purchase Agreement. In addition, Legendary will issue to the Company Legendary shares with a value of \$350,000. Transition will receive a 2.5% Net Smelter Return Royalty on any future production from the Property. The Letter of Intent also includes a requirement that Legendary incur expenditures of at least \$750,000 on exploration and development on the Property over a 36-month period or at its option, Transition can purchase back the property for one dollar. On April 15, 2019, the Company announced that it had closed the purchase and sale agreement.

BANCROFT (NI-CU-PGM's)

The Bancroft project consists of approximately 2,621 hectares of mining claims located in the Southern Mining district near Bancroft, Ontario. In 2009 First Nickel announced the discovery of a new zone of PGM mineralization at Raglan Hills upon intersecting 5.05 metres grading 0.762 g/t platinum and 1.216 g/t palladium. Subsequent to the end of the reporting period, some portions of the converted claim groupings in Raglan Township were allowed to lapse.

HOMATHKO PROPERTY – GOLD – BRITISH COLUMBIA

The Homathko Property consists of 3 claims totaling 202 hectares located in the Caribou Regional District, British Columbia, approximately 200 km west of Williams Lake in the western portion of the Chilcotin region. The properties were staked to secure a land package around a high grade gold showing discovered by Falconbridge in the 1960's which returned assays up to 11 oz/t (342 g/t) Au.

DOHERTY LAKE PROPERTY – GOLD AND BASE METALS - ONTARIO

The Doherty Lake Property consists of 5 mining claims located in central Demorest Township, Sudbury Mining District, Ontario. The property is located approximately 65 km northeast of the town of Capreol. The property hosts occurrences of elevated Au-Ag-Cu-Pb mineralization associated with a flat lying shear zone occurring within a Nipissing Gabbro sill. The Company owns a 100% interest in the property subject to a 1% NSR, which can be purchased at any time for \$500,000.

NORTH VERMILION – SUDBURY BASIN VMS CU-ZN - ONTARIO

On June 1, 2014, 6 claims totaling 224 ha were staked in Fairbanks Township, Sudbury Mining District contiguous to Glencore's Errington and Vermilion copper zinc development project, approximately 12 km west of Chelmsford Ontario. Glencore has reported resources of 10 Mt of 3.8% zinc, 1.23% copper, 1.06% lead, 50.53 g/t silver and 0.73 g/t Au defined at the Errington deposit, and 3 Mt of 4.5% zinc, 1.46% copper, 1.46% lead, 53.77 g/t silver and 0.89% gold at the Vermilion deposit. The Company interprets that extensions of favourable ore hosting stratigraphy may extend onto portions of the properties acquired. The claims are owned 100% by the Company.

BASS LAKE – GOLD - ONTARIO

The mining rights only of three patents located on the south shore of Bass Lake totaling 48 hectares are 100% owned by Transition Metals. The property is known to host a gold occurrence described as gold mineralization in a quartz carbonate stockwork developed in brecciated and albitized Huronian sediments located approximately 4 kms north of the past producing McMillan gold mine in Mongowin Township. To date, the Company has not completed any work on this property.

ATHABASCA – URANIUM - SASKATCHEWAN

In October 2017, 3 claims located on the southern rim of the Athabasca uranium basin were staked by the company for a total of 7,861 hectares. To date, the Company has not completed any work on this property.

PORTERVILLE AND LEWISPORTE – GOLD – NEWFOUNDLAND

The Porterville Property consists of 19 staked claims (475 hectares) acquired during the reporting period in the Exploits Subzone of the Dunnage Zone along the south shore of the Bay of Exploits, Newfoundland. The property is underlain by phases of the Thwart Island Gabbro and Porterville Gabbro which intruded the Dunnage Melange. To the south, the gabbros are in contact with mafic volcanics with minor chert and sandstone intervals. The Porterville occurrence is hosted by pyrite and arsenopyrite in strongly carbonated shears within the Porterville Gabbro where channel sampling by Inco Gold returned 0.35 metres grading 17.3 g/t Au in 1990. The Red Cliff occurrence, located 1.0 km to the south, consists of carbonated shears hosting quartz veins where grab samples by Cornerstone Resources in 2005 returned up to 2.26 g/t from grab sampling.

The Lewisporte Property consists of 37 staked claims (925 hectares) located to the east of the Porterville Property extending from the Bay of Exploits south to Burnt Bay. The Crooked Line occurrence within the Lewisporte Property consists of semi-massive to massive arsenopyrite hosted by silicified fractures and shears in leucogabbro. Sampling by Cornerstone Resources in 2005 returned 6.02 g/t from grab samples. The Burnt Bay occurrence is hosted by sheared gabbro containing quartz veins with associated arsenopyrite and pyrite which returned up to 8.06 g/t Au.

BEAR LAKE – TIN – NEW BRUNSWICK

During the reporting period this property was dropped following a review which returned discouraging sampling results.

DUNGARVON – TIN – NEW BRUNSWICK

The Dungarvon Property consists of 37 map staked units covering approximately 819 hectares located in central New Brunswick approximately 15 km northwest of the Burnthill Tungsten Mine. The property is underlain by the Dungarvon granite which is part of the Burnthill suite of high-level peraluminous, A-type post-orogenic granites. More than 10 mineralized vein sets have been identified and diamond drilling by Kidd Creek Mines in 1985 and 1989 returned 0.324% Sn over 2.38 metres (including 1.62% Sn over 0.16 metres) and 0.114% Sn over 1.15 metres in DUN89-8 from Vein 6.

SIMPSON LAKE – TIN – NEW BRUNSWICK

During the reporting period this property was dropped following a review which returned discouraging sampling results.

The following table lists detailed company project expenditures during the reporting period.

Interest in Exploration and Evaluation Properties																
	Project Generation Expenditures	Gowganda	NRC Project Generation Expenditures	NRC Itchen Lake	NRC Article 41	NRC CO-20 Fire Shear	Janice Lake	Saturday Night	Sunday Lake	Hele	Eva Kitto	Bear Lake	Highland Gold	Other	Former Projects	Total
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Acquisition costs																
Balance August 31, 2017	121,546	60,852	1,000	26,957	-	-	30,000	5,176	739,319	101,880	24,873	-	-	164,680	2,577,403	3,853,686
Additions for the period	26,847	-	-	12,452	-	-	3,236	-	-	-	-	-	-	1,742	8,106	52,383
Write down of mineral exploration property acquisition costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Recovery of acquisition costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Balance May 31, 2018	148,393	60,852	1,000	39,409	-	-	33,236	5,176	739,319	101,880	24,873	-	-	166,422	2,585,509	3,906,069
Balance August 31, 2018	149,231	65,268	1,000	39,409	-	-	5,236	5,176	739,319	101,880	24,873	-	13,000	116,451	2,597,638	3,858,481
Additions for the period	15,257	-	-	-	-	-	-	1,400	-	-	-	-	18,300	5,972	-	40,929
Write down of mineral exploration property acquisition costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Recovery of acquisition costs	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance May 31, 2019	164,488	65,268	1,000	39,409	-	-	5,236	6,576	739,319	101,880	24,873	-	31,300	122,423	2,597,638	3,899,410
Exploration Costs																
Balance August 31, 2017	3,052,435	478,989	528,666	171,016	401,001	235,748	344,787	107,479	1,809,991	1,080,118	48,031	-	-	234,798	2,878,200	11,371,259
Assays, core logging and sampling	179	-	-	-	-	-	-	-	-	-	-	-	-	-	-	179
Camps, accommodations, meals, travel	6,710	-	-	155	-	-	-	248	150	-	-	-	-	711	-	7,974
Drilling	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Geophysical, geochemical and geological	110,227	-	2,331	3,711	-	-	3,394	296	-	-	-	-	-	16,809	-	136,768
General and Administrative	-	-	50	-	-	-	-	-	-	-	47	-	-	-	-	97
Recovery of exploration costs	-	(160,000)	-	-	-	-	(145,000)	-	-	-	-	-	-	-	-	(305,000)
Additions for the period	117,116	(160,000)	2,381	3,866	-	-	(141,606)	544	150	-	47	-	-	17,520	-	(159,982)
Balance May 31, 2018	3,169,551	318,989	531,047	174,882	401,001	235,748	203,181	108,023	1,810,141	1,080,118	48,078	-	-	252,318	2,878,200	11,211,277
Balance August 31, 2018	3,217,081	485,489	531,047	174,883	401,001	235,748	348,909	132,739	1,810,141	1,080,118	48,031	-	24,821	246,213	2,878,200	11,614,421
Assays, core logging and sampling	12,877	-	-	-	-	-	-	-	-	-	-	-	16,085	-	-	28,962
Camps, accommodations, meals, travel	6,576	80	-	-	-	-	1,916	-	-	-	-	2,264	22,458	1,623	-	34,917
Drilling and Trenching	-	-	-	-	-	-	-	-	-	-	-	-	74,368	-	-	74,368
Geophysical, geochemical and geological	99,669	3,025	-	-	-	-	-	16,007	4,764	-	-	1,412	132,824	20,300	-	278,001
General and Administrative	620	-	-	-	-	-	-	47	-	-	47	-	-	2,101	-	2,815
Recovery of exploration costs	-	(100,000)	-	-	-	-	(105,000)	-	-	-	-	-	(51,589)	(98,360)	-	(354,949)
Additions for the year	119,742	96,895	-	-	-	-	103,084	16,054	4,764	-	47	3,676	194,146	74,336	-	64,114
Balance May 31, 2019	3,336,823	388,594	531,047	174,883	401,001	235,748	245,825	148,793	1,814,905	1,080,118	48,078	3,676	218,967	171,877	2,878,200	11,678,535
Total additions for the period ended May 31, 2018	143,963	-	160,000	2,381	-	-	-	138,370	544	150	-	47	-	19,262	8,106	(107,599)
Total additions for the period ended May 31, 2019	134,999	(96,895)	-	-	-	-	(103,084)	17,454	4,764	-	47	3,676	212,446	(68,364)	-	105,043

ASSOCIATE COMPANIES

CANADIAN GOLD MINER CORP.:

The Company owns 15,000,100 common shares in Canadian Gold Miner Corp. ("CGM") being approximately 38% of the issued and outstanding shares. CGM is a private corporation exploring for gold in the Larder Lake Mining District near Kirkland Lake. The Company has assembled an exceptional land position totaling approximately 229 KM² around the Cadillac Larder, Lincoln-Nipissing and Ridout structures in the southwestern part of the prolific Abitibi Greenstone belt in Ontario.

The Company continues to provide shared technical and management services to CGM under a memorandum of understanding and service agreement. Subject to accounting and disclosure regulations, Transition no longer controls CGM and no longer consolidates CGM's financial information. Additional information regarding Canadian Gold Miner Corp. can be obtained at www.canadiangoldminer.com

SPC METALS (A DIVISION OF SUDBURY PLATINUM CORP):

The Company owns 15,000,100 common shares in Sudbury Platinum Corporation ("SPC"). During the previous year ended August 31, 2018 SPC created a new business division called SPC Metals and completed a financing for gross proceeds of \$1,910,714. This financing has reduced Transition's ownership interest to 30%. SPC is an associated private company founded in 2013 to advance the Aer-Kidd project. The Company continues to provide shared technical and management services to SPC under a memorandum of understanding and service agreement. Subject to accounting and disclosure regulations, Transition no longer controls SPC and no longer consolidates SPC's financial information. Additional financial information regarding Sudbury Platinum Corporation. can be obtained at www.sudburyplatinum.com

DISCUSSION OF OPERATIONS

SELECTED QUARTERLY FINANCIAL INFORMATION

Operating expenses for the three month period ended May 31, 2019 were \$189,564 compared to \$419,482 for the quarter ended May 31, 2018 the difference is mainly due to a decrease in exploration expenditures this period as compared to the prior comparative period. Exploration and evaluation recoveries totalling \$82,189 were much lower than the comparative period which was expenditures of \$105,316 a total difference of \$187,505. The recoveries included a \$75,000 option payment on the Gowganda Gold property and a \$100,000 payment on the sale of the Dundonald property. For the nine months ended May 31, 2019 the company has now received a total of \$305,000 in option and proceeds of sale payments. During the period \$47,883 was spent on new project generation and \$29,243 was spent on the Highland Gold property. A breakdown of exploration expenditures incurred by property is presented in the table above. Consulting fees were slightly lower at \$42,478 in the quarter compared to \$60,421 in 2018 due to more consulting fees being directly attributable to individual projects. Investor Relations expense increased to \$59,696 for the period as compared to \$33,591 in the previous comparable quarter. This increase is due to ongoing marketing efforts to promote the value of the Company and increased presence at various industry trade shows and events. Professional fees decreased slightly to \$32,275 as compared to \$41,738 in the comparative period due to a decrease in legal work for property acquisitions and option agreements. Office and general expenses were down at \$31,808 compared to the prior year's quarter at \$83,211. The prior years quarterly included a onetime expense of \$13,575 for computer and software maintenance. Also, corporate travel was \$19,109 lower than in the comparative quarter. There was no Stock -based compensation incurred in the quarter. All other operating expenses remained materially unchanged from the comparative quarter.

A summary of selected unaudited financial information for the past eight quarters is presented below:

Three Months Ending (Unaudited)	May 31, 2019	February 28, 2019	November 30, 2018	August 31, 2018
Operating Expenses	(97,803)	(403,974)	(305,123)	(594,470)
Income (Loss) from Operations	(189,564)	(547,250)	(730,031)	(850,218)
Net Income (Loss) for the period	(189,564)	(547,250)	(730,031)	(850,218)
Income (Loss) per share – basic and fully diluted		(0.01)	(0.02)	(0.02)
Total Assets	5,752,429	5,955,041	1,642,299	6,935,580
Total Liabilities	269,547	282,595	337,869	275,169

Three Months Ending (Unaudited)	May 31, 2018	February 28, 2018	November 30, 2017	August 31, 2017
Operating Expenses	(339,489)	(5,152)	(211,538)	(1,057,178)
Income (Loss) from Operations	(419,482)	(160,574)	(233,002)	(964,841)
Net Income (Loss) for the year	(419,482)	(160,574)	2,864,993	(964,841)
Income (Loss) per share – basic and fully diluted	(0.01)	0.00	0.08	(0.03)
Total Assets	7,800,132	8,071,298	7,219,077	5,071,035
Total Liabilities	269,503	301,481	264,907	296,366

LIQUIDITY AND CAPITAL RESOURCES

As at May 31, 2019, the Company had cash balances of \$621,134 compared with \$1,155,873 as at August 31, 2018. The Company had working capital of \$1,087,989, which management believes is sufficient to satisfy current liabilities of \$269,503 as at May 31, 2019. The following financing activities were completed as follows:

(i) Period ended May 31 2019

(ii)

Pursuant to a property option agreement (see note 11(g)) 108,775 shares valued at 15,000 were issued to the optionor

On December 28, 2018, the Company completed a private placement for gross proceeds of \$199,955. The Company issued 1,739,00 flow through common shares at \$0.115 per share. Share issue costs were \$10,009.

(iii) Year ended August 31, 2018.

On December 7, 2017, the Company completed a private placement for gross proceeds of \$610,655. The Company issued 4,071,031 units at \$0.15 per unit. Each unit consisted of one common share and one common share purchase warrant and is exercisable at \$0.20 on or before December 7, 2019. The proceeds have been prorated to common shares and warrants based on the relative fair value of each component, with \$155,000 being allocated to warrants. The Black-Scholes option pricing model was used to determine the fair value of the warrants using the following assumptions: expected dividend yield – nil; expected volatility 91%; risk free interest rate 1.5%; and an expected life

of 2 years. Total share subscriptions by directors and key management personnel were 186,333 units for proceeds of \$27,950.

If after four months from the closing date the closing price of the common shares on the TSX Venture Exchange (the "Exchange") is higher than \$0.30 for 20 consecutive trading days, based on the volume weighted average price on daily closing, then on the date that is the 20th consecutive trading day (the "Acceleration Trigger Date") the expiry date of the warrants will be accelerated to the date that is 20 business days after the Acceleration Trigger Date.

On December 14, 2017, the Company completed a private placement for gross proceeds of \$550,000. The Company issued 3,666,667 units at \$0.15 per unit. Each unit consisted of one common share and one common share purchase warrant exercisable at \$0.20 on or before December 14, 2019. The proceeds have been prorated to common shares and warrants based on the relative fair value of each component, with \$137,000 being allocated to warrants. The Black-Scholes option pricing model was used to determine the fair value of the warrants using the following assumptions: expected dividend yield – nil; expected volatility –89%; risk free interest rate – 1.6%; and an expected life of 2 years.

In connection with the December 2017 private placements, 158,690 finders warrants valued at \$9,521 were issued. Each finders warrant is exercisable at \$0.15 on or before December 7, 2019. The Black-Scholes option pricing model was used to determine the fair value of the warrants using the following assumptions: expected dividend yield – nil; expected volatility 89%; risk free interest rate 1.5%; and an expected life of 2 years.

If after four months from the closing date the closing price of the common shares on the TSX Venture Exchange (the "Exchange") is higher than \$0.30 for 20 consecutive trading days, based on the volume weighted average price on daily closing, then on the date that is the 20th consecutive trading day (the "Acceleration Trigger Date") the expiry date of the warrants will be accelerated to the date that is 20 business days after the Acceleration Trigger

DISCLOSURE OF OUTSTANDING SHARE DATA (AS AT JULY 19, 2019)

The capital structure of Transition Metals is

• Common Shares Issued	43,354,906
• Options	2,880,000
• Warrants	7,946,388
• Fully diluted	55,181,294

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Cash and Cash Equivalents

The Company considers all highly liquid short-term investments with maturity of three months or less to be cash equivalents. As at May 31, 2019 the Company had \$621,134 in cash and cash equivalents (August 31, 2018 - \$1,155,873)

Financial Instruments

As at May 31, 2019 the Company held 2,500,000 shares in YSS Corp. (formerly Solo Growth Corp and Aldershot Resources Ltd.) a TSX Venture company, and 4,400,000 shares in Forum Energy Metals Corp. and has designated its investments as held-for-trading, which is measured at fair value. On January 7, 2019 Aldershot changed its name to Solo Growth Corp. In May, 2019 Solo Growth Corp changed its name to YSS Corp. Unrealized gains or losses are recorded in the statement of comprehensive loss. All financial instruments are initially recognized at fair value on the balance sheet. The Company has classified each financial instrument into one of the following categories: (1) financial assets or liabilities at fair value through profit or loss ("FVTPL"), (2) loans and receivables, (3) financial assets available-for-

sale, (4) financial assets held-to maturity, and (5) other financial liabilities. Subsequent measurement of financial instruments is based on their classification.

Financial assets and liabilities at FVTPL are subsequently measured at fair value with changes in those fair values recognized in net earnings. Financial assets “available-for-sale” are subsequently measured at fair value with changes in fair value recognized in other comprehensive income (loss), net of tax.

Financial assets “held-to-maturity”, “loans and receivables”, and “other financial liabilities” are subsequently measured at amortized cost using the effective interest method.

The Company’s financial assets and liabilities are recorded and measured as follows:

Asset or Liability	Category	Measurement
Cash	Held for trading	Fair value
Investments	Held for trading	Fair value
Accounts receivable	Loans and receivables	Amortized cost
Accounts payables & accrued liabilities	Other liabilities	Amortized cost
Due to related parties	Other liabilities	Amortized cost

The Company classifies the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The following table illustrates the classification of the Company’s financial instruments, measured at fair value in the statements of financial position as at May 31, 2019 and August 31, 2018 categorized into the levels of the fair value hierarchy.

	Level 1 (Quoted market price)	Level 2 (Valuation technique Observable market inputs)	Level 3 (Valuation technique non-observable market inputs)
	\$	\$	\$
Investments	367,000	-	-
GIC's	-	49,486	-
May 31, 2019	367,000	49,486	-
Investment in marketable securities	587,500	-	-
GIC's	-	49,219	-
August 31, 2018	587,500	49,219	-

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities or derivative financial obligations.

RISKS AND UNCERTAINTIES

Exploration for mineral resources involves a high degree of risk. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. In addition to exploration risk, the Company is faced with a number of other risk factors. See "Risk Factors" below.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties). The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, to similar transactions to non-key management personnel related entities on an arm's length basis.

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The Company entered into the following transactions with related parties:

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key management of the Company for the period ended May 31, 2019 and 2018 was as follows:

	2019	2018
	\$	\$
Short term benefits	222,520	198,374
Share based payments	135,999	-
	359,020	198,374

Short term benefits are included in: consultant fees and exploration and evaluation expenditures. Included in accounts payable and accrued liabilities as at May 31, 2019, is \$33,591 (August 31, 2018 - \$86,906) owing to officers and management of TMC. The amounts are unsecured, non-interest bearing, and are due on demand.

Included in accounts receivable as at May 31, 2019 is \$36,371 (August 31, 2018 - \$75,004) due from SPC and CGM in total. These amount are unsecured, non-interest bearing and due on demand.

See Notes 6, 7 from the May 31, 2019 consolidated financial statements.

COMMITMENTS AND CONTINGENCIES

Environmental Contingencies

The Company's exploration activities are subject to various federal, state, provincial, and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Flow-through Expenditures

The Company has indemnified the subscribers for any tax related amounts that become payable by the subscriber as a result of the Companies not meeting their expenditure commitments. As at May 28, 2019, there is a commitment to spend approximately \$100,000 in flow through funds.

RISKS FACTORS

The operations of the Company are speculative due to the high-risk nature of its business, which are the acquisition, financing, exploration and development of mining properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking information relating to the Company.

Liquidity Concerns and Future Financings

The Company will require significant capital and operating expenditures in connection with the development of its properties. There can be no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets may make it difficult or impossible for the Company to obtain debt financing or equity financing on favorable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone or slow down its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its activities.

Nature of Mining, Mineral Exploration and Development Projects

Mining operations generally involve a high degree of risk. The Company's operations are subject to the hazards and risks normally encountered in the mineral exploration, development and production, including environmental hazards, explosions, unusual or unexpected geological formations or pressures and periodic interruptions in both production and transportation due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Development projects have no operating history upon which to base estimates of future cash operating costs. For development projects, reserve and resource estimates and estimates of cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies, which derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the ore body, expected recovery rates of minerals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, actual production, cash operating costs and economic returns could differ significantly from those estimated. Current market conditions are forcing many mining operations to increase capital and operating cost estimates. Indeed, there have been a number of mining operations that have ceased or been suspended or delayed because operation costs are estimated to be greater than projected prices of product. It is not unusual for new mining operations to experience problems during the start-up phase, and delays in the commencement of production often can occur.

No Revenues

To date the Company has recorded no revenues from exploration operations and the Company has not commenced commercial production or development on any property. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years in relation to the engagement of consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Company's properties. The Company expects to

continue to incur losses for the foreseeable future. The development of the Company's properties will require the commitment of substantial resources to conduct time-consuming exploration. There can be no assurance that the Company will generate any revenues or achieve profitability.

Licenses and Permits, Laws and Regulations

The Company's exploration and development activities, including mine, mill, road, rail and other transportation facilities, require permits and approvals from various government authorities and are subject to extensive federal, provincial, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. There can be no guarantee that Transition Metals will be able to maintain or obtain all necessary licenses, permits and approvals that may be required to explore and develop its properties, commence construction or operation of mining facilities.

Mineral Commodity Prices

The value of the Company's properties will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of mineral commodities has fluctuated widely in recent years, and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and result of operations.

Environmental

The Company's activities are subject to extensive federal, provincial state and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are also increasingly stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the value of its properties. Further, any failure by the Company to comply fully with all applicable laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations.

Title to Properties

The acquisition of title to resource properties is a very detailed and time-consuming process. The Company holds its interest in certain of its properties through mining claims. Title to, and the area of, the mining claims may be disputed. There is no guarantee that such title will not be challenged or impaired. There may be challenges to the title of the properties in which the Company may have an interest, which, if successful, could result in the loss or reduction of the Company's interest in the properties.

Uninsured Risks

The Company maintains insurance to cover normal business risks. In the course of exploration and development of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including explosions, rock bursts, cave-ins, fire and earthquakes may occur. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could result in significant liabilities to the Company and increase costs of projects.

Competition

Transition Metals competes with many other mining companies that have substantially greater resources than the Company. Such competition may result in the Company being unable to acquire desired

properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operation and business.

Dependence on Outside Parties

Transition Metals has relied upon consultants, engineers and others and intends to rely on these parties for development, construction and operating expertise. Substantial expenditures are required to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop processes to extract the commodity from the ore. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on Transition Metals.

Conflicts of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of Transition Metals may have a conflict of interest in negotiating and concluding terms respecting such participation.

Litigation

Transition Metals has entered into legally binding agreements with various third parties on a consulting and partnership basis. The interpretation of the rights and obligations that arise from such agreements is open to interpretation and Transition Metals may disagree with the position taken by the various other parties resulting in a dispute that could potentially initiate litigation and cause Transition Metals to incur legal costs in the future. Given the speculative and unpredictable nature of litigation, the outcome of any such disputes could have a material adverse effect on Transition Metals.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements in conformity with International Financial Reporting Standards (IFRS) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reported period. Such estimates and assumptions affect the carrying value of assets, and impact decisions as to when exploration and development costs should be capitalized or expensed. The most significant estimates are the valuation of the interest in exploration properties and future income tax assets. The Company regularly reviews its estimates and assumption; however, actual results could differ from these estimates and these differences could be material.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

There were no changes to the Company's internal control over its financial reporting for the period ended May 31, 2019, which have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

As of May 31, 2019, the Company evaluated its disclosure controls and procedures and internal control over financial reporting. These evaluations were carried out under the supervision of the Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO). Based on these evaluations, the CEO and CFO concluded that the design and operation of these internal controls and procedures and internal control over financial reporting was effective.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

Except for statements of historical fact relating to Transition Metals certain information contained herein constitutes forward-looking information under Canadian securities legislation. Forward-looking

statements include, but are not limited to, statements with respect to the Company's proposed acquisitions and strategy, development potential and timetable of the Company's properties; the Company's ability to raise required funds; future mineral prices; mineralization projections; conclusions of economic evaluation; the timing and amount of estimated future exploration and development; costs of development; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of exploration activities are based on previous industry experience and regional political and economic stability. Capital and operating cost estimates are based on extensive research of the Company, recent estimates of exploration costs and other factors that are set out herein. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to: unexpected events and delays during exploration and development; acquisition risks; regulatory risks; revocation of government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of minerals; accidents, labour disputes and other risks of the mining industry. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from current project properties. Please see Risk Factors section of this MD&A. In particular, the current state of the global securities markets may cause significant fluctuations and/or reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

Outlook

The Company will continue to follow the Project Generator business model which involves the acquisition and sale of the projects identified and generated by the Company. The Company intends to continue to develop and advance its portfolio projects with the objective of attracting new funding partners to further leverage the Company's exposure while retaining the upside value that can come from the discovery of new mineral deposits.

Partnered projects that the Company considers key to driving value into the next period include: the Highland Gold project in Nova Scotia (100% owned), the Sunday Lake PGM-Cu-Ni joint venture with Implats (under option to North American Palladium) near Thunder Bay, the Janice Lake sedimentary copper project which will be advanced by Forum Energy Metals Corp, and the development of its investment interest in gold projects in the Abitibi which are being advanced by CGM, and the Aer Kidd and Lockerby East projects being advanced by SPC in Sudbury. It is anticipated that Canadian Gold Miner and Sudbury Platinum may complete Initial Public Offerings in 2019.

Responsibility for financial statements

The information provided in this report, including information from the related audited consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the financial statements.

As part of the oversight role of the Board of Directors to ensure the Company's disclosures contain no misrepresentations, the Audit Committee reviews the interim and annual financial statements and MD&A prepared by management, and the preparation process. The Audit Committee, once satisfied, recommends the statements and MD&A to the Board of Directors for approval. The Board as a whole considers the financial statements and MD&A before approving them for filing in the prescribed manner.

Internal controls

Management has established processes to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (a) the audited consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements and (b) the audited consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the years presented by the financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), the Company utilizes the Venture Issuer Basic Certificate which 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. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

- i. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

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.