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Form 51-102F1

Management's Discussion & Analysis of Financial Condition and Results of Operations for the Financial Year Ended June 30, 2019

DATE: October 18, 2019

GENERAL

This Management's Discussion and Analysis ("MD&A") of Confederation Minerals Ltd. ("Confederation" or the "Company") has been prepared by management and should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2019. Additional information relating to the Company, including other regulatory filings, can be found on the SEDAR website at www.sedar.com.

All figures are in Canadian dollars unless otherwise noted.

FORWARD-LOOKING INFORMATION

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of the Company's exploration properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Aside from factors identified in the Company's consolidated financial statements, additional important factors, if any, are identified here.

DESCRIPTION OF BUSINESS

Confederation Minerals Ltd. was incorporated on November 3, 2005 under the *Business Corporations Act* (British Columbia) as "Medina Ventures Inc.", changed its name to "Sienna Minerals Ltd." on April 26, 2006 and changed its name to Confederation Minerals Ltd. on April 11, 2007. The Company is a junior resource company whose business is to seek out and develop mineral deposits.

Effective June 30, 2016, the Company consolidated its issued and outstanding share capital on the basis of one (1) post consolidation share for each ten (10) pre-consolidation common shares. All references to shares and per share amounts have been retroactively restated to give effect to the consolidation.

Newman Todd Project

On November 19, 2010, the Company entered into an option agreement with Redstar Gold Corp ("Redstar") entitling the Company to earn up to 70% of Redstar's Newman Todd gold project (the "Property") in the Red Lake Mining District of Northern Ontario. In November 2013, the Company completed the option to earn a 50% interest in the Property by incurring over a three year period a cumulative of \$5,000,000 of work expenditures on the Property, issuing to Redstar a total of 50,000 shares of the Company and making payments to Redstar totaling \$250,000.

As at June 30, 2016, the Company completed a preliminary economic assessment of the Property and issued 50,000 shares to Redstar in furtherance of the exercise of its option to earn an additional 20% interest in the Newman Todd Project as previously announced. The Property is subject to a 2% net smelter return and a 15% net carried interest. The latter interest does not receive payment until capital expenditures have been recovered with interest.

The Company also owns an effective 35% interest in certain other claims adjacent to the Property. At the end of 2013, the Company staked approximately 64 hectares (158 acres) of suitable ground outside of the “Area of Interest” for the purposes of land mining and infrastructure.

As at June 30, 2016 the Company had incurred \$12,396,090 in exploration and evaluation expenditures on the property. The Company decided to impair the mineral property value to \$1 given that the Company has not significantly advanced the Newman Todd Project. The Company continues to legally hold 70% interest in the property.

As at June 30, 2017, the Company voluntarily adopted a new accounting policy with respect to exploration and evaluation expenditures. Going forward, the Company will expense exploration and evaluation expenditures as incurred.

During the year ended June 30, 2019, the Company has expensed exploration and evaluation expenditures of \$22,080 (2018 - \$18,647).

Red Lake Gold Mining District, Ontario

On June 28, 2019, the Company acquired a private company whereby Confederation acquired certain exploration properties in the Red Lake Gold Mining District, Ontario (note 6). The Company controls two contiguous properties located in the Red Mining Lake District of Ontario.

The first property is held under an option agreement whereby the Company can acquire 100%, subject to a 1.5% NSR Royalty, by making cash payments based on the following schedule totaling \$100,000. The Company can purchase 1/2 of the NSR for \$400,000.

	Amount (CAD)	Due Date
The second property is 100% held by the private company,	\$13,000	Within 7 days after the effective date (November 21, 2018) (paid)
	\$12,000	On or before October 31, 2019
	\$15,000	On or before October 31, 2020
	\$25,000	On or before October 31, 2021
	\$35,000	On or before October 31, 2022

and not subject to any cash payments or royalties.

These two properties are collectively called the “Leo Property”.

The schedule below outlines the costs incurred in the Leo Property as at June 30, 2019:

	As at June 30, 2017	Additions/ (Writedowns)	As at June 30, 2018	Additions/ (Writedowns)	As at June 30 2019
	\$	\$	\$	\$	\$
Acquisition					
Acquisition costs (note 6)	-	-	-	1,115,698	1,115,698
	-	-	-	1,115,698	1,115,698

Other Properties

The Company also owns certain mineral claims in northern Ontario known as the Confederation Lake claims (sometimes referred to as the Mitchell-Belanger claims). No work was undertaken on the properties during the last two fiscal years and therefore at June 30, 2011 management decided to write off all costs incurred to date. The Company abandoned its interest in the Matless Lake claim on February 3, 2012.

All of the Company's presently held exploration and evaluation assets are situated in the Red Lake mining district of the province of Ontario, Canada. However, the Company may seek to acquire interests in other provinces or countries.

On June 21, 2017, the Company signed a letter of intent ("LOI") to acquire 100% of the Torumaline Queen and Golden Galena Projects in Montana. The LOI called for escalating annual payments totaling 320 oz of gold (cash equivalent to be determined based on Au price at time of payments, but would total US\$ 400,000 at an average Au price of \$1250/oz) over a five year period in order to acquire a 100% interest in the claims within both of the two Project areas, subject to a retained net smelter royalty. During the year ended June 30, 2018, the Company terminated the LOI. Due diligence costs incurred during the year ended June 30, 2018 have been expensed as property investigation.

The Company signed letters of intent ("LOI's") to earn up to 100% interest to two additional exploration projects. The Bull and PCM Projects are both located near the Arizona-California-Nevada border in Mojave Co., Arizona. The Company issued 50,000 shares for the initial signing of the PCM project along with 16,655 finder's shares. The Company issued 150,000 shares for the initial signing of the Bull Project. On September 15th, 2017, the Company decided to not pursue the Bull and PCM Project and provided termination notices to the vendors.

The Company finances its properties by way of equity or debt financing. Additional information is provided in the Company's consolidated financial statements. These documents are available on www.sedar.com.

EXPLORATION UPDATE

Newman Todd Project

The most recent phase of drilling on the property was completed in September 2013. Since then, the Company has undertaken further geological interpretation, a ground magnetic survey of the Hinge Zone area, plus continuing metallurgical and environmental studies, and the preparation of a Preliminary Economic Analysis (PEA), which was completed in 2015.

Total drilling on the property is now 54,796 meters in 164 holes over approximately 1.8 km of strike length within the highly-altered, gold-bearing Newman Todd "Structure" ("NTS"). Total drilling by Confederation at Newman Todd during 2011, 2012 and 2013 totals 42,644 meters in 110 holes.

As of June 30, 2016, the Company has spent a total of \$12,396,090 in exploration and acquisition at its Newman Todd Project. The specific results of the program are discussed in the Company's news releases all of which are available on www.sedar.com, and on the Company's website at www.confederationmineralsltd.com.

The 2011-2013 drill programs confirmed the existence of a large scale, open-ended, gold-bearing hydrothermal system. Several zones of high grade gold mineralization occur with veining and silica/sulphide replacement zones within the widespread iron-carbonate structural/alteration system known as the Newman Todd Structure (NTS). The NTS has so far been identified across a strike length of approximately 2.2 kilometers, a width of 200 meters and from surface to depths of almost 1 kilometer. The working interpretation suggests the gold mineralization may be rheologically controlled, occurring several meters peripherally from the hanging wall contact, within the NTS, with zones of concentrated gold which may be associated with "ponding" of ascending gold-bearing fluids beneath the overlapping volcanic "cap". Evidence from the recently concluded summer program suggests this hypothesis whereby an epithermal type deposition, emanating from the footwall, has resulted in lateral gold deposition along strike and a similar deposition of gold concentrated along the hanging wall which, as mentioned above, may have acted as a non-porous litho-cap or fluid trap. This hypothesis remains to be tested but, if it is found accurate, would suggest the region where the hydrothermal fluids entered the footwall is a likely area for gold deposition.

Exploration at Newman Todd during the 2013 summer period also included the stripping and trenching of shallowly-buried sub-crop in the Hinge Zone close to drill hole collars NT-122, NT-123 and NT-124. Mapping and sampling of the newly-exposed bedrock was completed and provided the Company with valuable information regarding the structural controls on mineralization. Outcrops exhibit intense silica-carbonate alteration affecting sulphide-mineralized stromatolitic carbonate beds, hosting intense NW-striking quartz veining.

Also during the summer of 2013, further metallurgical tests were completed by SGS Labs on composite samples of drill core selected to be representative of gold mineralization being delineated within the structure. Tests included gravity concentration (9 tests) followed by rougher flotation (34 tests) and cleaner flotation (21 tests). The metallurgical work is being overseen for Confederation Minerals by metallurgist Daniel Sepulveda of Moose Mountain Technical Services.

Metallurgical results were incorporated into the Preliminary Economic Assessment (PEA) which was completed by Mining Plus Ltd in January 2015. The PEA serves to provide guidance to the Company regarding open pit and underground options, preliminary resource evaluations, capital cost estimates, mining costs and other aspects of project economics.

The PEA is based on results from 138 diamond drill holes totaling 51,328 m with 1,719 down hole surveys and 45,300 assays for gold. Drill holes tested the NTS, which accounts for most of the gold discovered to date on the project. The NTS stretches over the entire length of the property, a distance of about 1.8 km, and is open outside of project boundaries. Much of the drilling is wide spaced with the highest drilling density in the "Hinge Zone" and the "Heath Bull Zone" where drill centers are spaced approximately 25 m down to a depth of about 300 m.

Primarily as a result of distances between wide spaced drilling within the NTS, geostatistical restraints have limited the region of the NTS that contributes to the PEA to just the Hinge Zone. It is anticipated that, given the large scale of the project, additional drilling in the NTS will add to the resources already identified for the PEA.

While the Company understands that the results of the PEA presented are, by definition, preliminary, the Company sought guidance, through the PEA summarized below, to help determine parameters for future exploration of the much larger NTS system extending well outside the Hinge Zone and to a depth of at least 900m.

Summary of PEA

The PEA is based on the resource model (with effective date December 17th, 2013), extraction of the deposit by open pit mining methods, and additional metallurgical and environmental studies. A pit optimization process (using Whittle software) was undertaken to identify the ultimate pit shell using the base case economic and geometric parameters. Project highlights and key potential economic outcomes from the mine plan considered in this PEA are detailed below in Table 1.

TABLE 1	
Mining	
Mining Inventory tonnes, t	1,157,727
Mining production rate, tpa	375,000
Total open pit material mined, t	7,487,665
Stripping ratio	5.47
Production	
Average feed grade Au, g/t	2.5
Payable Au, oz	82,699
Capital Costs	
Initial Capital Costs, CA\$M	48.8
Sustaining Capital Costs, CA\$M	23.2
Mine Closure Capital Costs, CA\$M	5.1
Contingency (Initial Capital Costs), CA\$M	9.8
Contingency (Sustaining Capital Costs), CA\$M	2.1
Total Capital Costs, CA\$M	89.1
Operating Costs	

Total Operating Costs, CA\$M	90.6
Unit Operating Costs, CA\$/t milled	78.3
Metal Price and Exchange Rate Assumptions	
Au price, US\$/oz	1,400
USD/CAD exchange rate	1.01
Economic Outcomes	
Net income (pre-tax, undiscounted), CA\$M	(66.9)
Net Present Value (pre-tax, 5% discount rate), CA\$M	(62.4)

Note: All designs and costs in the Preliminary Economic Assessment are preliminary in nature and include both Indicated and Inferred Mineral Resources. Inferred Mineral Resources are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves.

Resources

The mineral resource estimate for the Newman Todd Project was prepared using higher grade, quartz carbonate breccia mineralized shells outlined and provided by Confederation Minerals, and a geologic solid model provided by Doug Blanchflower, B.Sc., P.Geo of Minorex Consulting Ltd. The higher grade shells were used to create 3D wireframes for ten mineralized zones that were subsequently used to constrain the mineralized breccia zones. Resources are classified according to NI 43-101 and CIM Definition Standards based on the geologic continuity established through surface mapping and drill hole interpretation.

Mineral Resources have been stated constrained to a conceptual pit shell at a cut-off grade of 0.85g/t Au (assuming a gold price of USD 1,400/oz), with support provided for the suitability of such a cut-off for an open pit resource model on this type of gold deposit. The Mineral Resources for Newman Todd that would be contained within a conceptual open pit and at a cut-off grade of 0.85g/t Au are summarized below in Table 2.

Table 2: Newman Todd Mineral Resource Estimate within Conceptual Open Pit

Resource Class	Tonnage	Au Grade (g/t)	Au Ounces
Total Indicated Resources	350,000	2.76	31,000
Total Inferred Resources	574,000	2.78	51,000

Note:

- *Totals in above tables may differ due to rounding*
- *Mineral Resources are reported at a 0.85g/t Au cut-off*
- *Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability*
- *Inferred Mineral Resources have been estimated on the basis of limited geological evidence and sampling, there has been insufficient drilling and sampling to classify these Inferred Resources as Indicated or Measured Resources. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.*

Mineral Resources have also been stated for use as an underground mining resource model, exclusive of the Mineral Resources constrained by the conceptual pit shell. This underground resource model includes only material that is outside of the conceptual pit shell and at a cut-off grade of 2.2g/t Au (assuming a gold price of USD 1,400/oz), with support provided for the suitability of such a cut-off for an underground resource model on this type of gold deposit. The Mineral Resources for Newman Todd that are outside of the conceptual open pit shell for reporting of open pit resources and at a cut-off grade of 2.2g/t Au are as summarized below in Table 3.

Table 3: Newman Todd Potential Underground Mineral Resource Estimate

Resource Class	Tonnage	Au Grade (g/t)	Au Ounces
Total Indicated Resource	630,000	3.36	68,000
Total Inferred Resource	490,000	4.54	72,000

Note:

- Totals in above tables may differ due to rounding
- Mineral Resources are reported exclusive of the Mineral Resources in Table 2, and at a 2.2 g/t Au cut-off
- Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability
- Inferred Mineral Resources have been estimated on the basis of limited geological evidence and sampling, there has been insufficient drilling and sampling to classify these Inferred Resources as Indicated or Measured Resources. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

Mineral Resource estimates have not been disclosed within the PEA report at grades lower than the respective open pit and underground cut-off grades assumed for this PEA.

Description of Proposed Mining Operations

The PEA contemplates open pit mining of the Newman Todd deposit that would be undertaken by a contractor owing to the relatively small size of the mineral resource. Mining would commence with a 21 month pre-production period involving the following activities:

- **Construction of a dike at the inflow end of Abate Lake and a water diversion channel, prior to dewatering of the lake**
- **Lake bed sediments and overburden removal**

Mining of potentially mineralized material intended for direct feed to the processing plant would occur over 36 months following this pre-production period.

In the PEA, mining is planned using conventional truck and shovel operations. The ramp is constrained to the south-western side of the proposed open pit to maximize pit slope angles for the majority of the mine life and to access pockets of potentially mineralized material at deeper elevations on the northeastern side of the pit. The slope angles used in the mine design were adjusted according to this ramp position.

It is expected that a 98% mining recovery and a dilution factor of 5% will be achieved for the open pit operation. Mining recovery accounts for the ore loss events during mucking due to unclear ore/waste contacts or areas where selectivity cannot be reached. The dilution factor is applied to ore blocks due to the undesired waste tonnes added to the ore in the mining process.

Waste rock removed from the operation would be stored on the waste storage facility which is to be sited to the southeast of the open pit. It is expected that waste rock would be categorized as either potentially acid-generating or non acid-generating, although no specific test-work and classification has been undertaken for this level of study. Owing to the known presence of significant carbonate zones constrained to the waste portions within the NTS, these are expected to provide a substantial neutralization effect. On this basis, there is expected to be sufficient non acid-generating waste rock available for construction of the walls for the tailings storage facility and for capping of potential acid-generating waste rock within the waste storage facility.

Metallurgical Testing and Ore Processing

Metallurgical test work was undertaken during 2013 on 11 diamond drill hole intersections (totaling 221.9 kg of material) that characterized the various types of mineralization/alteration and waste rock found within the NTS. Gold mineralization within the NTS is predominantly associated with the presence of sulphides and magnetite as well as pervasive silica alteration, and occasionally associated with the presence of minor sulphides and/or

magnetite. Combining results of flotation and cyanidation tests, the overall Au recovery, with regrinding, was approximately 91% for the sulphide/magnetite-rich composite approximately 92% for the sulphide/magnetite-poor composite, and approximately 82% for an arsenopyrite-rich composite. The presence of arsenopyrite and galena, while not particularly abundant, is often a good indicator for the presence of gold.

Processing would involve crushing, gravity separation, flotation and carbon-in-pulp leaching to produce gold doré bars. Tailings would be disposed of in a tailings storage facility that is constructed as an initial starter dam and progressively expanded as production from the operation progresses to minimize early capital expenditure. The processing plant would be operated by the owners of the project.

Capital and operating costs

Capital and operating costs are summarized in Tables 4 and 5.

Table 4: Capital Cost Summary

Cost Area	Initial Capital (CA\$M)	Expansion and Sustaining Capital (CA\$M)	Total Capital (CA\$M)
Roads	1.5		
Buildings and Electrical	1.3		
Power line extension and Admin.	8.4		
Processing Plant & Tailings Management Facility	37.0		
Infill and Sterilization Drilling	0.6		
Contingency (Initial Capital)	9.8		
Sustaining Capital (Tailings Storage Facility and Process Plant Water Management)		23.2	
Mine Closure		5.1	
Contingency (Sustaining Capital)		2.1	
TOTAL	58.6	30.5	89.1

Table 5: Operating Cost Summary

Cost Area	Operating Cost (CA\$/t milled)
Mine	39.0
Processing Plant	28.7
G&A	5.9
Royalties	4.7
TOTAL	78.3

Economic and Sensitivity Analysis

The Newman Todd Project is subject to several royalties based either on Net Smelter Return (NSR) or Net Carried Interest (NCI). Those royalties for the project that are based on NSR have been applied to the revenue from payable gold, less the selling costs. However, the royalty based on NCI was not applied in the optimization phase of the project because, under its terms, it will only result in a payable amount after the recovery of all operating costs, capital expenditures, a carrying charge calculated at prime plus 1% and a reserve for working capital. In this calculation, capital expenditures also include all moneys expended prospecting, exploring and developing the property prior to commercial production. The NCI based royalty has been applied later in the cash flow model. Economic analysis on Newman Todd Project shows a cash flow after capital depreciation of CA\$66.9M and a NPV (5% discount rate) of CA\$62.4M.

A sensitivity analysis was conducted on key economic inputs: gold price / feed grade / processing recovery, processing cost, mining cost, capital expenditure and mining recovery. This analysis indicates that the project is most sensitive to gold price, processing recovery, feed grade and capital expenditure, followed by mining cost, mining recovery and processing cost

The foremost purpose of this PEA is to provide the Company with early economic guidance to optimize future exploration efforts along the extensive gold-bearing Newman Todd Structure (NTS). Optimization scenarios contemplated in the report that could provide significant upside to the Newman Todd Project include:

- Reduction of capital expenditure (processing plant, tailings storage facility and associated infrastructure) through toll treatment options
- Expansion of land holding sufficient to construct processing plant, tailings storage facility and associated infrastructure adjacent to the Newman Todd operation instead of on claims 18km NE of the deposit
- The NTS is open to extension to the northeast and southwest with several discrete known and untested targets and is also open at depth
- Additional drilling may discover further high grade portions of the deposit along strike or down dip within the NTS
- Potential increase in resource quantity, particularly through further drilling of the near-surface mineralized zones within the NTS
- Further constraining the high grade mineralization model within the deposit
- Renegotiation and decrease of royalties

As part of the PEA, Mining Plus requested that additional ground be acquired to ensure sufficient land for mining and processing related infrastructure. Confederation therefore acquired a further 64 hectares (158 acres) of suitable ground for this purpose. It lies outside of the "Area of Interest" determined in the Option Agreement with Redstar Gold and thus does not affect the agreement.

Stantec Consulting Ltd. are continuing with their environmental baseline studies and building a road map towards permitting the project for all eventualities including open pit and/or underground mining and processing.

Pursuant to the November 19, 2010 Option Agreement with Redstar Gold, whereby Redstar granted Confederation a First Option to earn a 50% undivided legal and beneficial interest in the property, Confederation duly exercised the terms of this First Option on October 31, 2013 and was granted the 50% interest.

The completion by Confederation of the PEA, along with the issuance to Redstar of an additional 500,000 shares of Confederation, will exercise the second option in the Company's option agreement with Redstar Gold Corp. thereby increasing Confederation's ownership in the Newman Todd project from 50% to 70% interest.

OTHER CORPORATE INFORMATION

The board of directors consists of David Velisek, Denise Lok, and Robert Kang. David Velisek is the interim Chief Executive Officer & President and Queenie Kuang is the Chief Financial Officer & Corporate Secretary.

The Company is a reporting issuer in the provinces of British Columbia and Alberta.

The Company's head office is located at Suite 2250, 1055 West Hastings Street, Vancouver, BC, V6E 2E9.

The Company's common shares were approved for listing on the TSX Venture Exchange and trading commenced on July 15, 2008 under the symbol CFM.

OVERALL PERFORMANCE

The following discussion of the Company's consolidated financial performance is based on the audited consolidated financial statements for the year ending June 30, 2019 and June 30, 2018.

The consolidated statement of financial position as at June 30, 2019 indicates a cash balance of \$435,294 (June 30, 2018: \$591,455), GST/HST receivable of \$6,333 (June 30, 2018: \$52,874), and prepaid expense of \$3,900 (June 30, 2018: \$3,819). Total current assets amount to \$445,527 (June 30, 2018: \$648,148). The Company has incurred payments of various operating expenses during the year including consulting and management fees, professional fees, exploration expenditures and office expenses.

The total current liabilities at June 30, 2019 are \$674,715 (June 30, 2018: \$293,842). Shareholders' equity is comprised of share capital of \$24,144,725 (June 30, 2018: \$23,109,725), share option and warrant reserves of \$2,955,549 (June 30, 2018: \$2,955,549), and deficit of \$26,213,763 (June 30, 2018: \$25,710,967). The increase in shareholders' equity is due to the Company issued 4,500,000 shares for acquiring a private company whereby the Company acquired certain exploration properties to significantly expand its land holdings in the Red Lake Gold Mining District, Ontario.

Working capital deficit, which is current assets less current liabilities, is \$229,188 at June 30, 2019 compared to a surplus \$354,306 at June 30, 2018. The Company's working capital decreased over the year due to the increase of payables and loans.

As at June 30, 2019, the Company has no earnings and therefore finances exploration activities by the issuance of its common shares. The key determinants of the Company's operating results are the following:

(a) the state of capital markets, which affects the ability of the Company to finance its exploration activities; and
(b) the write-down and abandonment of exploration and evaluation assets should exploration results provide further information that does not support the underlying value of such properties.

SELECTED ANNUAL INFORMATION

The following table provides a brief summary of the Company's financial operations for the three most recently completed financial years:

Year ended June 30,	2019	2018	2017
	\$	\$	\$
Total Revenues	Nil	Nil	Nil
Net Loss	(502,796)	(1,200,858)	(1,302,548)
Net Comprehensive Loss	(502,796)	(1,200,858)	(1,159,694)
Basic Loss per Share	(0.04)	(0.12)	(0.14)
Total assets	1,561,226	648,149	349,650
Weighted average number of shares outstanding	13,651,630	10,108,691	9,208,359
Total long-term liabilities	Nil	Nil	Nil
Shareholders' equity	886,511	354,307	(52,626)

RESULTS OF OPERATIONS

Current Quarter

During the period ended June 30, 2019, the Company incurred a net loss from operations of \$181,071 (June 30, 2018: \$158,424). The largest factors contributing to the operating expenses were consulting and management fees, filing fees, and professional fees. Consulting and management fees of \$90,000 (June 30, 2018: \$87,000) were related to geological, corporate communication, administrative, investor relations and management services. Filing fees of \$13,575 (June 30, 2018: \$1,600) were incurred for filing the acquisition transaction on TSXV. Professional fees of \$51,250 (June 30, 2018: \$33,736) were related to the general audit fees and legal fees during the year.

Year to date

During the year ended June 30, 2019, the Company incurred a net loss from operations of \$502,796 (June 30, 2018: \$1,200,858). The decrease in loss is mainly due to no stock options granted during the year. In fiscal year 2018, the Company incurred \$394,934 share-based payments, which are non-cash expenses relating to the issuance of 1,050,000 stock options to the Company's directors, officers, and consultants. In addition, project investigation fees of \$468 (June 30, 2018: \$103,411) were decreased during the year due to the decrease in the activities of prospecting.

Summary of Quarterly Results

The following table sets forth selected quarterly financial information for each of the last eight most recently completed quarters:

For the Quarter Periods Ending on:	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018
Total Revenues	Nil	Nil	Nil	Nil
Net Loss	(181,071)	(84,207)	(125,085)	(112,433)
Net Comprehensive Income (loss)	(181,071)	(84,207)	(125,085)	(112,433)
Basic Loss per Share	(0.01)	(0.01)	(0.01)	(0.01)

For the Quarter Periods Ending on:	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017
Total Revenues	Nil	Nil	Nil	Nil
Net Loss	(158,424)	(530,463)	(106,132)	(405,839)
Net Comprehensive Income (loss)	(158,424)	(530,463)	(106,132)	(405,839)
Basic Loss per Share	(0.02)	(0.08)	(0.05)	(0.04)

Current Quarter

The Company recorded a net loss from operations of \$181,071 (June 30, 2018: \$158,424) during the quarter ended June 30, 2019. The net loss for the quarter ended June 30, 2019 relates to the general and administrative expenses.

LIQUIDITY

At June 30, 2019, the Company had a cash balance of \$435,294 (June 30, 2018: \$591,455). The decrease in total cash is not significant and was mainly due to the Company carrying out normal operations. The Company has working capital deficit of \$229,188 as at June 30, 2019 compared to a surplus of \$354,306 as at June 30, 2018.

Net cash used in operating activities for the year ended June 30, 2019 was \$161,210 compared to \$528,944 for the year ended June 30, 2018. Decrease was due to increase of payable of \$301,198 as at June 30, 2019 (June 30, 2018: \$140,191).

Net cash derived from investing activities for the year ended June 30, 2019 was \$5,049 compared to net cash used in investing activities of \$29,781 for the year ended June 30, 2018. Increase was due to decreased investment on the exploration and evaluation assets during the year.

Net cash derived from financing activities for the year ended June 30, 2019 was nil compared to \$834,047 for the year ended June 30, 2018. Decrease was mainly due to a financing in prior year for gross proceeds of \$809,200.

The Company has no history of profitable operations and its exploration and evaluation projects are at an early stage. Therefore, the Company is subject to many risks common to comparable junior venture resource companies, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources as well as a lack of revenues.

CAPITAL RESOURCES

The Company's sources of funds are derived from financings. The Company has a capitalization of an unlimited number of common shares without par value of which 18,126,972 common shares are issued and outstanding as at the date of this report.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The aggregate value of transactions recorded as consulting fees relating to key management personnel and entities which they have control or significant influence were as follows:

Services provided by:	Notes	Year Ended June 30,	
		2019	2018
		\$	\$
Baron Global Financial Canada Ltd.	(a)	120,000	120,000
Carl Hering	(b)	-	20,000
David Velisek	(c)	3,000	-
Mike Collins	(d)	-	11,860

- Pursuant to a management and advisory agreement with Baron Global Financial Canada Ltd. ("Baron"), Baron agreed to act as corporate advisor and Chief Financial Officer of the Company in return for a monthly fee.
- Carl Hering, the former CEO, President of the Company received consulting fees.
- David Velisek, the Director of the Company provided business development consulting fees.
- Mike Collins, the former VP Exploration and Development of the Company provided consulting services.

The following table outlines the Company's related party payables:

	June 30, 2019	June 30, 2018
	\$	\$
Baron Global Financial Canada Ltd.	141,500	15,536
David Velisek	3,150	505
	144,650	16,041

On June 19, 2018, the Company settled debt owing to Baron Global Financial Canada in the amount of \$100,000 by issuing 101,492 shares at a value of \$101,493. The Company recognized a \$1,493 loss at the time of issuance.

COMMITMENTS

In April 2016 the Company entered into agreements with two arms-length parties to provide business consulting services. Each of the two consultants will be paid a monthly fee of \$7,000 for an indefinite term. If any of the consulting agreements are terminated without cause, the parties will each receive \$168,000.

CRITICAL ACCOUNTING ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive loss/income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the next financial year are discussed below:

Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. The Company believes it has adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

Business Combination

The determination of whether a set of assets acquired and liabilities assumed constitute a business may require the Company to make certain judgments, taking into account all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits. The transaction with 1106877 B.C. Ltd. was determined to constitute an acquisition of assets

Share-based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

FINANCIAL INSTRUMENTS

Classification of financial instruments

(a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's consolidated statements of financial position as follows:

	Fair Value Measurements Using		
	Quoted prices in active markets for identical instruments (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs Level 3
As at June 30, 2019	\$	\$	\$
Financial assets			
Cash	435,294	-	-
Receivables	6,333	-	-
Financial liabilities			
Payables and accruals	590,040	-	-
Loans payables	84,675	-	-

	Fair Value Measurements Using		
	Quoted prices in active markets for identical instruments (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs Level 3
As at June 30, 2018	\$	\$	\$
Financial assets			
Cash	591,455	-	-
Receivables	52,874	-	-
Financial liabilities			
Payables and accruals	288,842	-	-
Loans payables	5,000	-	-

The fair values of other financial instruments, which include loan receivable, current assets held for sale, accounts payable and accruals, current liabilities held for sale, and premium on flow-through shares, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and cash equivalents and amounts receivable. The Company limits its exposure to credit loss by placing its cash and cash equivalents with high credit quality financial institutions. The carrying amount of financial

assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

The Company is not subject to significant foreign exchange rate risk as all of the Company's operations are located in Canada.

(d) Liquidity Risk

The Company manages liquidity risk by maintaining adequate cash balances. If necessary, the Company may raise funds through the issuance of debt, equity or sale of non-core assets. The Company ensures that there is sufficient capital to meet its obligations by continuously monitoring and reviewing actual and forecasted cash flows, and match the maturity profile of financial assets to development, capital and operating needs.

SUMMARY OF OUTSTANDING SHARE DATA

The Company's issued and outstanding share capital as at the date of this report is as follows:

- (1) Authorized: Unlimited common shares without par value.
- (2) The Company has 18,126,972 common shares, and 1,050,000 stock options issued and outstanding.
- (3) The Company has 2,331,621 warrants issued and outstanding.

ADDITIONAL DISCLOSURE FOR JUNIOR ISSUERS

The Company has incurred the following material cost components during the year ended June 30, 2019 and 2018:

Year Ended June 30,		2019	2018
		\$	\$
Consulting and management fees	(a)	351,000	353,000
Filing fees	(b)	16,024	19,865
Insurance	(c)	11,143	27,060
Meals and entertainment	(d)	15,651	11,405
Office expenses	(e)	25,632	24,017
Share-based payments	(f)	-	394,934
Professional fees	(g)	53,900	48,563

- (a) Consulting fees were paid to directors, officers and consultants of the Company to provide geological, corporate communication, administrative, investor relations and management services. The transactions were conducted in the normal course of operations, on commercial terms established and agreed to by the related parties, and were recorded at the exchange amount.
- (b) Filing fees were related to the filing of acquisition transaction on TSXV.
- (c) Insurance of \$11,143 were recognized for the Company's property liability insurance and directors and officers insurance.
- (d) Meals and entertainment expenses of \$15,651 were incurred by officers and consultants of the Company during the course of potential property acquisitions.
- (e) Office expenses of \$25,632 were incurred by officers and consultants of the Company during the course of potential property acquisitions.
- (f) Share-based payments are non-cash expenses that related to stock options granted to directors, officers, and consultants. There were no share-based payments during the year due to no stock options granted.
- (g) Professional fees of \$53,900 relate to general legal and audit accrual fees.

The Company has expensed the following exploration and evaluation expenditures during the year ended June 30, 2019 and 2018:

	Cumulative to June 30, 2017	Expenditures during the year	Cumulative to June 30, 2018	Expenditures during the year	Cumulative to June 30, 2019
Exploration and evaluation expenditures					
Advance payment	-	-	-	-	-
Assays and reports	1,363,866	-	1,363,866	-	1,363,866
Camp construction	115,276	-	115,276	-	115,276
Drilling	4,860,038	-	4,860,038	-	4,860,038
Environmental	291,336	-	291,336	-	291,336
Equipment installation	101,950	-	101,950	-	101,950
Field expenses	1,206,969	-	1,206,969	-	1,206,969
General administration	78,634	6,189	84,823	8,072	92,895
Metallurgy studies	133,482	-	133,482	-	133,482
Geological consulting	2,981,619	12,458	2,994,077	14,008	3,008,085
Permitting	4,340	-	4,340	-	4,340
Reclamation	10,000	-	10,000	-	10,000
Resource estimation	33,100	-	33,100	-	33,100
Surveys and geophysics	15,068	-	15,068	-	15,068
Travel and accommodation	480,250	-	480,250	-	480,250
Total exploration and evaluation expenditures	11,675,928	18,647	11,694,575	22,080	11,716,655

RISK AND UNCERTAINTIES

The Company's principal activity is mineral exploration and development. These activities involve a high degree of risk which, even with a combination of experience, knowledge and careful evaluation, may not be overcome. Consequently no assurance can be given that commercial quantities of minerals will be successfully found or produced.

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many common risks applicable to new and developing enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a positive return on shareholders' investment.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

The mineral industry is intensely competitive in all its phases. The Company competes with many other mineral exploration companies who have greater financial resources and technical capacity.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters.

Recent Accounting Pronouncements and Future Changes in Accounting Standards

The Company did not adopt any new accounting standard changes or amendments in 2018 that had a material impact on the Company's consolidated financial statements. The following accounting standard was adopted by the Company for the year ended June 30, 2019:

IFRS 9 Financial instruments

IFRS 9 Financial Instruments replaced IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The Company adopted IFRS 9 using the modified retrospective approach where the

cumulative impact of adoption will be recognized in retained earnings as of July 1, 2018 and comparatives will not be restated.

IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or at fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments of principal and interest ("SPPI"). Financial assets are initially measured at fair value and are subsequently measured at either (i) amortized cost; (ii) fair value through other comprehensive income, or (iii) at fair value through profit or loss.

Amortized cost

Financial assets classified and measured at amortized cost are those assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise to cash flows that are SPPI. Financial assets classified at amortized cost are measured using the effective interest method.

Fair value through other comprehensive income ("FVTOCI")

Financial assets classified and measured at FVTOCI are those assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise to cash flows that are SPPI. This classification includes certain equity instruments where IFRS 9 allows an entity to make an irrevocable election to classify the equity instruments, on an instrument-by-instrument basis, that would otherwise be measured at fair value through profit or loss ("FVTPL") to present subsequent changes in FVTOCI.

Fair value through profit or loss ("FVTPL")

Financial assets classified and measured at FVTPL are those assets that do not meet the criteria to be classified at amortized cost or at FVTOCI. This category includes debt instruments whose cash flow characteristics are not SPPI or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell the financial asset.

Consistent with IAS 39, financial liabilities under IFRS 9 are generally classified and measured at fair value at initial recognition and subsequently measured at amortized cost.

The following table summarizes the classification of the Company's financial instruments under IAS 39 and IFRS 9:

	IAS 39 Classification	IFRS 9 Classification
Financial Assets		
Cash	FVTPL	FVTPL
Receivables	Loans and receivables	Amortized cost
Financial Liabilities		
Payables and accruals	Other financial liabilities	Amortized cost
Loans payable	Other financial liabilities	Amortized cost

The adoption of IFRS 9 did not have an impact on the Company's classification and measurement of financial assets and liabilities.

IFRS 9 uses an expected credit loss impairment model as opposed to an incurred credit loss model under IAS 39. The impairment model is applicable to financial assets measured at amortized cost where any expected future credit losses are provided for, irrespective of whether a loss event has occurred as at the reporting date. The adoption of the new expected credit loss impairment model had no impact on the carrying amounts of financial assets at amortized cost.

Consistent with IAS 39, the financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Financial liabilities are derecognized when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

The Company has reviewed new accounting pronouncements that have been issued but are not yet effective. The Company will continue to evaluate the impact these standards will have on the consolidated financial statements when they are finalized. Currently the effect is expected to be immaterial. These standards include:

IFRS 16 Leases

On January 13, 2016, the International Accounting Standards Board published a new standard, IFRS 16, Leases, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a new right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. The Company does not expect that the adoption of this standard will have a material effect on the Company's consolidation financial statements.

CORPORATE GOVERNANCE

Management of the Company is responsible for the preparation and presentation of the consolidated financial statements and notes thereto, MD&A and other information contained in this annual report. Additionally, it is Management's responsibility to ensure the Company complies with the laws and regulations applicable to its activities.

The Company's management is held accountable to the Board of Directors ("Directors"). The Directors are responsible for reviewing and approving the annual audited consolidated financial statements and MD&A. Responsibility for the review and approval of the Company's quarterly unaudited interim financial statements and MD&A is delegated by the Directors to the Audit Committee, which is comprised of three directors, two of whom are independent of management. Additionally, the Audit Committee pre-approves audit and non-audit services provided by the Company's auditors.

The auditors are appointed annually by the shareholders to conduct an audit of the consolidated financial statements in accordance with generally accepted auditing standards. The external auditors have complete access to the Audit Committee to discuss the audit, financial reporting and related matters resulting from the annual audit as well as assist the members of the Audit Committee in discharging their corporate governance responsibilities.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Additional information relating to the Company's operations and activities can be found by visiting the SEDAR website at www.sedar.com.