CARUBE COPPER CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Years Ended August 31, 2017 and 2016
(Information as at December 6, 2017 unless otherwise noted)

INTRODUCTION

The following provides management's discussion and analysis of results of operations and financial condition for the years ended August 31, 2017 and 2016. Management's discussion and analysis ("MD&A") was prepared by Carube Copper Corp. management and approved by the Board of Directors on December 6, 2017.

On June 18, 2015, Miocene Resources Limited ("Miocene"), now renamed Carube Copper Corp. (referred to herein collectively with its subsidiaries as "Carube" or the "Company"), completed a reverse takeover with Carube Resources Inc. ("CRI"). On July 7, 2015, the Company commenced trading on the TSX Venture Exchange ("TSX-V") under the ticker symbol CUC.

The consolidated financial statements include all of the assets, liabilities and expenses of Carube Copper Corp. and its wholly-owned subsidiaries, Carube Resources Inc., Carube Resources Jamaica Limited ("CRJL") and Rodinia Jamaica Limited ("RJL").

This MD&A should be read in conjunction with the Company's consolidated annual financial statements for the periods ended August 31, 2017 and 2016 which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are presented in Canadian dollars unless otherwise indicated.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document may contain or refer to certain forward-looking statements relating but not limited to the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, the failure to obtain sufficient funding for operating, capital and exploration requirements and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Potential shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. Carube *undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.*

NATURE OF OPERATIONS AND DESCRIPTION OF BUSINESS

Carube is an exploration stage junior mining company engaged in the identification, acquisition, evaluation and exploration of mineral properties in the Caribbean region, focused on Jamaica; in British Columbia, Canada; and in Quebec, Canada. The Company has not determined whether its properties contain mineral resources that are economically recoverable. The recoverability of amounts recorded for mineral exploration properties and deferred exploration expenditures is dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain the necessary financing to complete the development of these resources and upon attaining future profitable production from the properties or sufficient proceeds from disposition of the properties.

Jamaica

The Company's primary focus is on properties that are prospective for copper and gold in Jamaica where the Company now has 100% ownership of 11 licenses covering 535 square kilometres in area.

The most advanced property is the Bellas Gate Project ("BGP") which is comprised of the Bellas Gate and Browns Hall Special Exclusive Prospecting Licenses ("SEPLs" or the "licenses"). The BGP is subject to net smelter royalties ("NSR"). It covers 84 square kilometres of highly prospective deformed, altered and mineralized Cretaceous rocks, primarily volcanics that have been intruded by younger igneous rocks within Jamaica's Central Inlier.

The Company also holds a 100% interest in the four Rodinia Jamaica licenses known as Belvedere, Hungry Gully, Main Ridge and Mount Royal, jointly the "Rodinia Licenses", within the Cretaceous Inliers of east-central Jamaica. The Company's interest is subject to a 2% NSR. The Belvedere and Mount Royal licenses are adjacent and are considered one project, the Above Rocks Project.

During September 2016, the Company acquired five licenses covering 276 square kilometres from OZ Minerals Ltd., an Australian copper-gold producer listed on the Australian Securities Exchange ("OZ Minerals") as further described below.

During May 2013, the Company previously entered into a term sheet with OZ Exploration Pty Limited, a wholly-owned subsidiary of OZ Minerals that lead to a farm-in joint venture agreement relating to the BGP. The term sheet provided that upon certain conditions being met, that OZ Minerals and the Company would enter into an agreement which would potentially lead to a joint venture with respect to the BGP and the Company would grant OZ Minerals a right to enter into separate agreements on each of the Company's other projects in Jamaica, the four Rodinia SEPLs.

OZ Minerals was provided the option to fly airborne geophysics over the Company's other three Jamaican projects, comprised of the four Rodinia SEPLs, in return for the right to enter into joint ventures on any or all of the projects on terms similar to those described with respect to the BGP. A definitive agreement incorporating the terms contained in the term sheet and other conditions that are customary for mining exploration project joint venture agreements was completed during May 2015. During September 2015, the Company and OZ Minerals entered into a definitive agreement with respect to the earn-in and potential joint venture on the Above Rocks Project. OZ Minerals did not elect to proceed with joint ventures on the Hungry Gully and Main Ridge Projects.

The Company has completed a compilation and re-interpretation of previous work completed on the 104 square kilometre Main Ridge and the 48 square kilometre Hungry Gully projects, including the airborne geophysics flown by OZ Minerals. The Company has also completed prospecting and soil sampling on both projects during which it has confirmed or identified at least three copper ± gold prospects at Hungry Gully and one epithermal gold prospect plus numerous copper ± gold prospects at Main Ridge. The Company further explored the Main Ridge Gold Anomaly, a 2 kilometre-long soil anomaly adjacent to the former Pennants Gold Mine, which produced ore grading 9g Au/t, and the Orange Hill Anomaly, a highly magnetic body of significant size that is associated with a Cu in soil anomaly. Soil sampling and target mapping was completed before the end of fiscal 2016. These results will guide finalization of drill targets.

Between January 2014 and September 2016, OZ Minerals spent approximately $12.5 million on exploration at the BGP which included over 14,000 metres of drilling on 11 of the more than 20 prospects at Bellas Gate. Additional work was completed, including: high-resolution airborne magnetic and radiometric surveys, 46 line kilometres of Induced Polarization (IP) surveying, geochemical soil sampling which included analysis of 4,000 soil samples and geological mapping which included assaying of over 400 rock samples. Between January 2016 and September 2016, OZ Minerals spent $500,000 on the Above Rocks Project which consisted of mapping, rock chip sampling, trench sampling and drilling of 3 diamond holes for a total of 595 metres.

During September 2016, the Company announced it had finalized a heads of agreement ("HoA") with OZ Minerals to acquire a 100% interest in OZ Minerals' holdings in Jamaica which include the 70% interest that OZ Minerals had earned in the BGP and five licenses covering 276 square kilometres which OZ Minerals had acquired directly in 2014. Additionally, the Company will retain a 100% interest in the Above Rocks Project (subject to a 2% NSR) as OZ Minerals elected not to proceed with the joint venture earn-in.

The Company initiated a drill program in early May 2017 on the Bellas Gate copper-gold project in Jamaica. The 1,900 metre program was focused on high-priority drill targets that have been clearly delineated based on results from previous drilling, ground exploration, soil geochemistry and airborne geophysics. The drilling followed up on hole PVT-16-002 at the Provost prospect that intersected 339m of 0.34% CuEq (0.28% Cu, 0.12 g/t Au), including 10m of 1.79% CuEq (1.28% Cu, 0.90 g/t Au) as well as investigated other target areas which included Provost South East and Hendley. Highlights of the 2017 drill program include a 340m intersection of 0.25% CuEq (0.20% Cu, 0.09 g/t Au) which includes 55.3m of 0.51% CuEq (0.35% Cu, 0.27 g/t Au) in Hole PVT-17-004. Hole PVT-17-005 drilled in this campaign intersected 191.0m of 0.30% CuEq (0.22% Cu, 0.13 g/t Au) which included 74.0m of 0.50% CuEq (0.35% Cu, 0.24 g/t Au).

British Columbia

The Rogers Creek, Mackenzie and Salal properties located in British Columbia, Canada were acquired with the reverse takeover of Miocene and are prospective for copper, gold and molybdenum. Together these properties consist of a total of 119 claims and cover 492 square kilometres in area. These properties are being explored and upgraded to make them more attractive to major mining companies for joint venturing.

At Mackenzie, airborne geophysics was flown over an area covering a highly prospective 7.5 kilometre-long zone of copper showings, the Bornite Trend. The results from the airborne geophysical survey plus re-examination of data from two other trends at Mackenzie have identified targets for future exploration and drilling. At Rogers Creek, an Induced Polarization survey completed during 2015 confirmed the high mineral potential of a previously identified prospective area marked by copper showings and soil anomalies. The Company intends to drill one or more of these targets subject to funding.

Quebec

The Company also has an option to earn a 100% interest in the Fiedmont Project ("Fiedmont"), which is comprised of 54 mining claims covering 23 square kilometres in Quebec and is prospective for platinum, palladium and lithium. A $100,000 exploration program was initiated at the Fiedmont Project in October of 2017.

Details with respect to the Company's property interests and exploration programs are described in the section *Overall Performance and Results of Operations.*

SELECTED ANNUAL INFORMATION

The following tables contain selected annual financial information for the fiscal years ended August 31, 2017, 2016 and 2015.

	Year Ended August 31, 2017 $	**Year Ended August 31, 2016 $**	**Year Ended August 31, 2015 $**
Revenue	Nil	Nil	Nil
Total expenses	(1,270,187)	(940,682)	(746,343)
Other income (expense)	(102,131)	72,914	6,797
Net loss for the year	(1,372,318)	(867,768)	(739,546)
Basic and diluted loss per common share	(0.02)	(0.01)	(0.02)
Cash dividend per common share	Nil	Nil	Nil

For the year ended August 31, 2017, total expenses before interest, other income and foreign exchange gain were $1,270,187 and were comprised of: $236,435 related to promotion and investor relations; $26,614 related to regulatory authority and transfer agent fees; $80,571 with respect to professional fees for legal, accounting and audit services; $500,901 with respect to office, general and administrative costs; $2,100 related to project generation and evaluation; and, $423,566 with respect to share based compensation for stock options, restricted share units ("RSUs") and deferred share units ("DSUs").

Total expenses (before other income and expenses) were $329,505 higher during fiscal 2017 when compared to fiscal 2016. Promotion and investor relations costs were higher by $30,085 and related to a number of new promotional campaigns initiated during the year which focused on raising the Company's on-line profile and investor awareness. Regulatory authority and transfer agent fees were $1,458 higher during fiscal 2017 primarily related to higher TSX-V filing fees. Legal and audit fees were $5,615 higher during fiscal 2017 relating primarily to an increase in annual audit cost. Office, general and administrative costs were $167,368 higher during fiscal 2017. The majority of increased cost related to a termination payment of $152,400 with respect to the Company's former Manager of Administration. Share based compensation expense was $122,879 higher during fiscal 2017 and related primarily to higher expenses related to RSUs. RSUs are expensed over the one-year vesting period following their grant.

Other expenses totalled a net amount of $32,491(Q3 2016 - $30,409) during the third quarter of fiscal 2017. Interest expense on bridge loans and promissory notes payable totalled $33,656 during the quarter and was $5,547 lower than in the third quarter of fiscal 2016 following the repayment of certain promissory notes during the prior fiscal year.

Other expenses for the year ended August 31, 2017 were $102,131 (2016 – other income of $72,914) and were comprised primarily of interest expense of $126,699 related to bridge loans and promissory notes offset by other income of $16,810 primarily related to the drawdown of the flow-through premium liability which is recognized pro-rata to incurring the qualified exploration expenditures. During the second quarter of fiscal 2016, a gain related to the renouncement of common shares issued for prior directors' fees of $194,000 was realized, no such amount was realized during fiscal 2017.

	As at August 31, 2017 $	**As at August 31, 2016 $**
Total assets	12,734,961	10,913,625
Cash	665,096	128,672
Accounts payable and accrued liabilities	491,786	173,180
Bridge loans payable – current	104,500	Nil
Promissory notes payable – current	255,976	344,400
Bridge loans payable – long-term	Nil	180,719
Promissory notes payable – long-term	277,571	813,067
Cash dividends per common share	Nil	Nil

The increased cash balance at August 31, 2017 was attributable to funds raised from private placement financings during March, May and August of 2017 totalling $3,065,000. During fiscal 2017, a total of $1,326,738 was expended on exploration costs primarily for the Bellas Gate Project in Jamaica.

Repayments of bridge loans of $99,552 and of promissory notes of $367,168 were completed during May 2017. During June 2017, the Company settled a total of $360,000 in promissory notes with the issue of 3,108,696 common shares.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

Mineral Exploration Properties and Deferred Exploration Expenditures

<u>The Bellas Gate Project, Jamaica</u>

Overview

The BGP is comprised of the Bellas Gate and Browns Hall SEPLs located within deformed, altered and mineralized Cretaceous rocks, primarily volcanics, within the Central Inlier of Jamaica. The licenses are contiguous and cover 84 square kilometres in area. The Spaniards placer mined gold in the 16th century within the Central Inlier and high-grade copper veins were mined at two sites there in the mid-1800s.

Subsequently, no significant exploration or development was undertaken until the 20th century when exploration was focused on copper.

The BGP is subject to a 2% net smelter royalty (NSR) in favour of Clarendon Consolidated Minerals Ltd., the original vendor of the property. The Company's former right to purchase one half (1%) of the NSR lapsed during January 2017.

The Company's exploration programs are focused on defining copper and gold porphyry resources.

OZ Minerals Term Sheet and Definitive Agreement

During May 2013, the Company entered into a term sheet with OZ Minerals, which stated that upon the Company meeting certain conditions precedent, including completing payments to Clarendon Consolidated Minerals Ltd. (the original vendor of the BGP), OZ Minerals and the Company would enter into a farm-in joint venture agreement ("JVA") with respect to the BGP. Subject to the Company meeting the conditions precedent, OZ Minerals agreed to make a US$900,000 equity investment in the Company which was concluded during January of 2014.

During January 2014, OZ Minerals confirmed the satisfactory completion of their due diligence, such that the terms of the May 2013 term sheet became binding on the parties. The definitive JVA agreement was concluded during May 2015. Significant terms included that OZ Minerals was required to incur staged exploration expenditures of $6.5 million and staged cash payments to the Company of $475,000 over a maximum period of 3.5 years to earn a 70% interest in the BGP, with an initial work phase consisting of $500,000 of exploration expenditures. OZ Minerals completed sole funding and required cash payments to the Company by late 2015 to earn a 70% interest in the BGP. OZ Minerals incurred total exploration expenditures of approximately $8.3 million, well in excess of the required $6.5 million. In February 2016, OZ Minerals elected to earn a further 10% interest by financing all work to the end of a feasibility study. In September 2016, OZ Minerals, for corporate reasons, elected to withdraw from the Bellas Gate Joint Venture.

Bellas Gate Project Property Costs

As at August 31, 2017, the Company had a capitalized balance of $1,729,838 (August 31, 2016 - $1,730,134) with respect to property costs for the BGP. License renewal fees of $1,451 were incurred by the Company during the year ended August 31, 2017.

Bellas Gate Project Exploration Activity; 2011 to Date

From March 2011 to September 2014, Carube Resources Inc. performed mapping, soil sampling, trenching and over 3,500 metres of core drilling at the BGP. It was successful in expanding the Camel Hill porphyry as well as uncovering narrow, high grade copper mineralization in several areas. The soil geochemistry indicated several highly copper mineralized zones.

During 2014 and 2015, mapping, prospecting, and soil sampling was conducted over several prospects by OZ Minerals and a 1,200 metre by 500 metre copper±gold soil geochemical anomaly was identified at the Hendley Prospect ("Hendley") with peak values in soils exceeding 1,000 ppm copper. It was also noted that robust copper plus gold and silver mineralization has been identified that extended well beyond the Hendley soil sampling grid. Work at the Porphyry Alley prospects ("Porphyry Alley"), located 3 kilometres southeast of Hendley, also defined three copper in soil anomalies coincident with the surface expression of the previously identified Camel Hill ("Camel"), Mab Hill ("Mab") and Geo Hill ("Geo") copper±gold porphyries. Hendley and Porphyry Alley form part of the 5.5 kilometre long Southern Alteration Zone

(SAZ) or Greater Porphyry Alley. Helicopter magnetic and radiometric surveys were completed over the entire property.

Beginning in June 2014 and ending in January 2015, OZ Minerals completed drilling at the Connors Prospect ("Connors") on the south-central part of the BGP to define the limits of the copper-gold porphyry mineralization and to increase the understanding of its geometry and potential. Drilling of 12 holes for a total of 3,964 metres defined significant copper-gold mineralization with a surface footprint of approximately 300 metres by 260 metres and to a depth of 225 metres. The mineralization is characterized by multiphase potassium alteration with several episodes of copper mineralization. Copper mineralization is chalcopyrite, finely disseminated within the rock and associated with quartz and magnetite veining. Highlights include significant intersections of copper and gold porphyry mineralization within a quartz-poor porphyry intrusion with biotite rich potassic alteration and substantial hydrothermal magnetite content. A typically good mineralized intersection returned 294m of 0.56% CuEq; including 96m of 1.00% CuEq, in diamond drill hole DDH-CON-14-005.

Additional drilling during late 2014 and during 2015 was completed on other high priority targets including the Hendley, Geo Hill, Mab Hill, Charing Cross, Congo Hill and Kola Prospects. New mineralization was discovered where scout drilling intersected 261 m of 0.26% CuEq, including 24 m of 0.45% CuEq and 30 m of 0.36% CuEq, in DDH-HEN-15-003. Here, porphyritic dykes and intrusion are in contact with andesitic rock and show magnetite and biotite alteration.

OZ Minerals continued with prospecting, detailed mapping and soil sampling during late 2015 and into 2016 in order to identify and prioritize targets. Drilling restarted at the BGP in April 2016 with a focus on the Provost, Calabash Ridge and Lucky Valley prospects. Five holes, totalling more than 1000m in length, were drilled at these targets, which are located on parallel alteration zones. These alteration zones are approximately 5km long and are notable for the presence of copper-gold porphyries along them. Drill targeting was enhanced with the completion of a 46 line-kilometre ground Induced Polarization (IP) geophysical survey in early June of 2016.

A new discovery was made at the Provost Prospect where drilling of 728 metres in 3 holes has been completed. Provost is a copper-gold porphyry target. It is located on the 5.5 kilometre long prospective SAZ (Greater Porphyry Alley trend), which hosts numerous copper±gold porphyry systems. Soil geochemistry has defined a 400m by 400m copper in soil anomaly where strong to intense density of stockwork veining in volcanic rocks including quartz "A-veins" in malachite-mineralized outcrop are present. An IP chargeability anomaly is also coincident with the mapped alteration and copper in soil anomaly. Hole PVT-16-001 intersected copper mineralization from 29m downhole to the end of the hole at 111m - 82m of 0.46% CuEq, including 29m of 0.63% CuEq; it was stopped in mineralization and abandoned due to drilling difficulties. Hole PVT-16-002 intersected copper mineralization from 29m downhole to the end of the hole at 368.15m with anomalous copper values to the end of the hole - 339m of 0.34% CuEq, including 10m of 1.79% CuEq. A third hole PVT-16-003 was drilled to investigate the high chargeability anomaly east of PVT-16-002, but no significant intersections were encountered.

2017 Exploration: Carube initiated its own drill program in May of 2017. The program focused on the high priority target areas at Provost, Provost SE and Hendley. The first hole was collared at the Provost prospect close to PVT-16-002 and drilled to the SW. The hole was drilled to a depth of 385.4m and intersected copper mineralization starting at 45.3m. Results include 340.1m of 0.09 g/t Au and 0.20% Cu or 0.25% CuEq. Within that zone of mineralization, a higher grade zone returned 55.0m of 0.27 g/t Au and 0.35% Cu or 0.51% CuEq. The 1,900m drill program was completed in September.

Bellas Gate Project Exploration Expenditures

As at August 31, 2017, exploration expenditures incurred directly by the Company for the BGP have a total carrying value of $3,807,339 (August 31, 2016 - $2,755,928). These costs are comprised of the Company's direct exploration expenditures and exclude any exploration funded previously by OZ Minerals. Costs incurred directly by the Company during the year ended August 31, 2017 total $1,183,680 and related to geology of $40,658; geochemical analysis costs of $17,147; geophysics of $4,191; drilling related costs of $1,049,392; environmental costs of $378; community and social development costs of $30,408; and, health and safety costs of $41,506.

Total exploration costs incurred by OZ Minerals on the BGP during fiscal 2016 were approximately $4.2 million bringing OZ Minerals' cumulative expenditures on the BGP to approximately $12.5 million. Total expenditures incurred by OZ Minerals during fiscal 2015 were approximately $5.4 million exceeding the phase 4 requirement and bringing cumulative exploration expenditures to approximately $8.3 million.

OZ Minerals incurred $8.3 million in cumulative exploration expenditures to complete the phase 4 earn-in by late 2015 and had a 70% interest in the BGP. Exploration at the BGP during the first four phases of work conducted by OZ Minerals included diamond drilling of 40 holes totaling 11,028 metres, assaying of 10,537 metres of drill core and 353 rock chip samples, analysis of 2,892 soil samples, geological mapping of 20 prospects, of which 13 were high priority, and a heliborne magnetic and radiometric survey totaling 1,867 line kilometres.

During early February 2016, OZ Minerals elected to solely finance expenditures at the BGP, during phase 5 of the earn-in which required the completion of a feasibility study to earn an additional 10% interest in the BGP.

In September 2016, OZ Minerals, for corporate reasons, elected to withdraw from the Bellas Gate Joint Venture. Also during September 2016, the Company announced it had finalized a heads of agreement with OZ Minerals to acquire a 100% interest in OZ Minerals' holdings in Jamaica which include the 70% interest that OZ Minerals had earned in the BGP. OZ Minerals continued to cover all maintenance costs for the BGP until the end of December 2016.

Rodinia and Other Licenses, Jamaica

Overview

On March 31, 2012, the Company completed the acquisition of a 100% interest in Rodinia Jamaica Limited ("RJL") from Tigers Realm Metals Pty Limited ("TRM") and Rodinia Resources Pty Limited ("Rodinia"). RJL held a 100% interest in four Special Exploration Prospecting Licenses ("SEPLs" or "Rodinia Licenses"), which totalled 184 sq. km. in area and which are known as Belvedere, Hungry Gully, Main Ridge and Mount Royal. The Belvedere and Mount Royal SEPLs are contiguous and are considered one project area known as Above Rocks Project. Rodinia retains a 2% NSR in respect of the four licenses. The acquisition agreement for the SEPLs included certain commitments to conduct exploration work on the Rodinia Licenses within specified time periods as amended during December 2013. A series of common share issuances were completed during calendar 2014 and 2015 in lieu of completing the exploration work commitments within specified time periods. No further commitments remain.

OZ Minerals definitive agreement for the Rodinia Licenses

OZ Minerals completed airborne geophysics over the four Rodinia Licenses, which comprise three projects, within 18 months of initiation of their earn-in on the BGP, as required by the OZ Minerals Term Sheet, in return for the option to enter into farm-in joint ventures (JVs) on each project on terms similar to those described above with respect to the BGP. During September 2015, the Company entered into a definitive joint venture agreement with OZ Minerals related to the Rodinia Licenses. Terms of the agreement were as follows: OZ Minerals had to elect on which Rodinia projects it wished to farm-in on before December 20, 2015, and subsequently pay $50,000 to the Company within 30 days and spend $500,000 on exploration within one year of the election date to earn a 40% interest in each elected project. After the first anniversary of the agreement OZ Minerals had the right to increase their interest in the elected project in increments to earn up to a 70% interest by advancing a total of $275,000 in cash payments and incurring a total of $6.5 million of exploration costs on any project. Following that, OZ Minerals could have advanced their interest to 80% by solely funding all costs associated with a feasibility study.

On December 7, 2015, OZ Minerals provided the Company notice of its election to initiate an earn-in and potential joint venture with respect to Above Rocks, which totals 104 sq. km. in area. The Company received the initial cash payment of $50,000 during December 2015.

During September 2016, the Company announced it had finalized a heads of agreement with OZ Minerals to acquire a 100% interest in OZ Minerals' holdings in Jamaica which include the 70% interest that OZ Minerals had earned in the BGP and five licenses covering 276 square kilometres which OZ Minerals had acquired directly in 2014. Additionally, the Company will retain a 100% interest in the Above Rocks Project as OZ Minerals elected not to proceed with the joint venture earn-in. The Rodinia Licenses remain subject to a 2% NSR in favor of Rodinia.

Above Rocks Project Activity 2015 to Date

Five prospects were initially investigated by OZ Minerals at Above Rocks during late 2015 and early 2016 with the aim of defining drill targets at Jobs Hill, Sue River/Glengoffe, Border, Kingsweston and Lucky Hill. Jobs Hill received the bulk of the work with three holes drilled. The first hole was drilled for 237 metres and included 5m of 0.87% CuEq and 3m of 0.48% CuEq. The second hole was abandoned before the mineralization was intersected and a third hole was drilled beneath the surface mineralized zone and intersected a high-grade zone of 3.3m of 1.60% CuEq.:

Main Ridge and Hungry Gully Exploration Activity 2015 to Date

Soil geochemistry surveys were completed on the two licenses during 2014 and 2015.

At Main Ridge, a one kilometre long segment of a sampling transected in the southwestern part of the license was characterized by anomalous copper values of 250 to 664 ppm copper and gold values of up to 33 ppb.

Re-examination of old data in 2016 in conjunction with interpretation of soils data and the airborne geophysics flown by OZ Minerals has resulted in the identification of numerous highly prospective targets at Main Ridge, including:

- the Main Ridge Gold Zone (MRGZ) as defined by gold in soils, an airborne potassium anomaly and distinct structures extends over two kilometres to the west-northwest of the former Pennants gold mine. This mine produced 95,725 tonnes of ore grading 9.01 grams per tonne gold; and

- the Orange Hill Copper Prospect (OHCP) on the western part of Main Ridge where recent modelling of low-level airborne geophysics has identified a highly magnetic body of significant size in association with copper-in-soil and gold-in-soil anomalies. Rocks examined during prospecting of the OHCP were highly altered and grab samples yielded copper values up to 2.3 %, suggesting the presence of a buried porphyry-style body.

The detailed mapping, soil sampling and rock sampling at Main Ridge that focused on the above two described anomalies was completed in the fall of 2016. Review and interpretation of all data results at MRGZ and OHCP has identified drilling targets at both prospects. IP survey lines have also been proposed at the OHCP to refine and detail the recommended drilling.

At Hungry Gully, the Company has also completed prospecting and soil sampling during which it has confirmed or identified at least three copper ± gold prospects. At one prospect a 300 by 500 metre plus area defined by anomalous Cu in soil values (>225 ppm) and associated anomalous Au and Mo values appears to define subsurface copper-gold porphyry style mineralization.

Other Jamaica Projects

In April 2017, Carube received the official transfer documents from the Jamaican Ministry of Transportation and Mines for five additional Special Exploration and Prospecting Licenses previously held by OZ Minerals. Carube now has 100% ownership of these licenses, which cover an additional 276 square kilometres. The licenses include Arthurs Seat, Windsor Castle, Berkshire Hall, Above Rocks and Shirley Castle. All licenses have previously had airborne geophysics, which includes magnetics and radiometrics, flown over them by OZ Minerals. OZ Minerals undertook reconnaissance work at the Mammee Hill prospect on the Shirley Castle license, conducting reconnaissance mapping, rock chip sampling and ridge and spur soil sampling for 298 samples. The sampling indicates a 700m x 250 m copper in soil anomaly which has yet to be mapped and ground truthed. More work will be done at Shirley Castle to follow up on this area. Work is also planned on the other former OZ Minerals licenses. It will include researching of historic reports and data, interpretation of airborne geophysics and reconnaissance mapping and sampling of various media.

Other Jamaica Projects Acquisition Costs

The five licenses comprising the other Jamaican projects were acquired in conjunction with the Company's acquisition of OZ Minerals' 70% interest in the BGP. The Company's 100% interest in the five licenses is subject to a single potential future payment to OZ Minerals of $1.5 million within one year of commencement of commercial production on any of the five licenses. Each of the licenses are subject to a 2% NSR with a buyback of one-half of the NSR for $500,000.

Rodinia and Other Licenses Acquisition Costs

As at August 31, 2017, total property costs for the Rodinia and other licenses have a carrying value of $1,993,425 (August 31, 2016 - $1,993,801) and include the value of common shares issued to Rodinia and TRM as discussed in the following paragraph. During December 2015, the cash option payment of $50,000 received from OZ Minerals related to the Above Rocks project was recorded as a reduction of property costs.

Consideration paid by the Company during 2012 for the acquisition of RJL consisted of 2,700,000 common shares provided to TRM and 1,800,000 common shares provided to Rodinia for total consideration of 4,500,000 common shares of the Company. These common shares were recorded at their fair value of

$1,575,000. Of this total consideration, $1,573,922 was allocated to mineral exploration property assets and $1,078 to net current assets.

Rodinia and Other Licenses Exploration Expenditures

As at August 31, 2017, the carrying value of exploration costs for the Rodinia and Other Licenses totals $336,043 (August 31, 2016 - $252,574). During the year ended August 31, 2017, the Company incurred geology costs of $10,443; geochemical costs related to soil sampling of $81,792; and, geophysics costs of $400.

The Fiedmont Project, Canada

Overview

During September 2010, the Company entered into a property option letter agreement to acquire a potential 100% interest in the Fiedmont property ("Fiedmont") comprised of 54 claims covering 23 sq. km. in Fiedmont Township, Quebec. A definitive option agreement was entered into on October 22, 2010 whereby the Company will act as operator of the property. Fiedmont is subject to a 2% NSR retained by the vendors, with the Company having the right to purchase up to half of the NSR by paying $500,000 for each 0.5%. The Company will also have the right of first refusal to purchase the remaining 1% of the NSR.

Prior exploration programs included compilation and re-interpretation of new and earlier data and a 2011 soil (humus) sampling program including 1,500 samples, which was completed over highly prospective areas located in the north part of the property. During 2012, prospecting on the south part of the property was conducted and uncovered a new silica altered and brecciated ultramafic intrusive with disseminated chalcopyrite.

Fiedmont is highway accessible and located 30 km north of Val d'Or, Quebec. Three large altered differentiated mafic-ultramafic, virtually unexplored, intrusions lie within Fiedmont's boundaries. Previous investigation in two areas within the northern intrusion had located two zones showing palladium (Pd) and platinum (Pt) values of note. Previous drilling on one zone intercepted 1.9g Pt+Pd/t over 2 metres, 2.3g Pt+Pd/t over 4 metres and 5.7g Pt+Pd/t over 1 meter. Multiple platinum and palladium soil geochemistry zones have also been delineated within the partially explored northern intrusion. Pegmatite dikes within a large Li-Mo-Bi soil anomaly were also located.

In August, the Company announced an exploration program that will include stripping and systematic sampling of the exposed mineralized zones of up to 6 areas showing highly anomalous humus and grab samples. A broad area around the Highway Showing; a NE trending soil anomaly zone to the southwest of the Lynx showing; and a NE-trending Zone, some 250m northwest of the Tower Zone will be the focus of the work. This is planned to be completed before December 31, 2017.

Fiedmont Acquisition Costs

Consideration payable under the terms of the option agreement included a $10,000 cash payment upon execution of the definitive option agreement and a total of $160,000 in cash; up to 490,000 common shares; and, exploration expenditures of $700,000 all staged over a four-year period following the Company going public in July 2015. A total of 125,000 common shares valued at $25,000 were issued upon completion of the reverse takeover in June 2015. During September 2016, the Company issued a total of 238,148 common shares to the vendors of the Fiedmont property in satisfaction of the first anniversary payments due under the terms of the property option agreement. This payment comprised 90,000 common shares and 148,148 common shares provided in lieu of the $20,000 cash payment.

On July 6, 2017, the Company entered into an amending agreement with respect to the Fiedmont property option agreement. Under the terms of the amending agreement, the requirement to incur cumulative exploration expenditures of $250,000 prior to the second anniversary of going public was extended to December 31, 2017. A minimum balance of $61,097 in exploration expenditures is now required prior to December 31, 2017. All other terms with respect to the option agreement remain unchanged. During August 2017, the Company issued 100,000 common shares valued at $7,000 in satisfaction of the second anniversary share payment. The second anniversary cash payment of $30,000 was paid during September 2017.

Fiedmont Exploration Expenditures

As at August 31, 2017, the carrying value of exploration costs for Fiedmont was $130,525 (August 31, 2016 - $130,075). The Company has incurred cumulative exploration expenses of $188,903 (gross of Quebec exploration tax credits of $58,378 recorded as a reduction of deferred exploration expenditures during 2012) for Fiedmont.

British Columbia, Canada Properties – Rogers Creek, Mackenzie and Salal

The Rogers Creek, Mackenzie and Salal Projects were acquired with the reverse takeover of Miocene. As at August 31, 2017 property costs total $3,303,943 (August 31, 2016 - $3,302,160). A total value of $3,300,719 was allocated to the value of these acquired properties in the RTO. During the year ended August 31, 2017, the Company incurred claim maintenance fees of $1,783.

During the year ended August 31, 2017, the Company incurred geology costs of $16,445; geochemical costs of $33,358; and, geophysics costs of $170 for the Rogers Creek and Mackenzie Projects. During the year ended August 31, 2016 exploration costs for geology of $54,129; geochemical soil sampling of $15,906; and, geophysical survey of $156,818 were incurred for the Rogers Creek and Mackenzie Projects. Field surveys initiated during September 2015 are described in the following section.

Rogers Creek

The Rogers Creek copper-gold property is located in southwestern British Columbia, near the town of Pemberton. The property consists of 47 mining claims covering 212 square kilometres. The property is 100% owned subject to an underlying 2.5% NSR, which is payable upon production, half of which could be purchased for $1.25 million. Sufficient assessment work has been filed to keep the Company's interest in the key parts of the property until December 31, 2018 and December 31, 2021. The property is located in an easily accessible area with excellent infrastructure including a major power line, which crosses the western side of the property, and an extensive logging road network.

Four target areas within the Miocene age Rogers Creek Pluton have been identified on Rogers Creek, based on geophysics, geochemistry, and the presence of alteration and/or mineralization. Most of the work to date has focused on two areas, which are centred on two magnetic lows within a circular magnetic feature located over the northwestern part of the intrusion. Exploration work on these areas has identified a six by two kilometre area of widespread propylitic alteration, scattered copper-gold mineralization and multi-element soil anomalies, including copper, gold and molybdenum, all suggesting the presence of subsurface Cu ± Au ± Mo porphyry mineralization and structurally-controlled mineralization.

During 2015, a detailed re-examination of all existing drill core collected during 2013 was completed. This included detailed re-logging, vein categorization and integration/interpretation of physical rock property data (magnetic susceptibility and induced polarization (“IP”)). An IP survey completed during September 2015 delineated a large chargeability anomaly (minimum isoshell size of 400m x 400m x 300m) with nearby outcropping disseminated pyrite-chalcopyrite mineralization, quartz-pyrite-chalcopyrite veins and chlorite-sericite alteration. This new data was used to produce constrained 3D inversions of the geophysical data, which was merged with the geologic data and results from previous drill holes to produce an integrated 3D geology model to define drill targets. The last holes drilled in this area, MRC-006 and MRC-007, intersected porphyry style alteration and mineralization. MRC-006 intersected 9.0 metres of 0.155% Cu and MRC-007, intersected 150.9 metres of 380ppm Cu including 12.1 metres of 0.172% Cu. The mineralization intersected by drilling is consistent with intersections from the periphery of a porphyry system.

In 2016, work started at Rogers Creek in mid to late August and consisted of mapping and sampling several prospects that were highlighted by the exploration done in 2015. Results from that program were positive. To enable drilling at Rogers Creek, more surface work is required to fully define the extent and geometry of what appears to be a very large mineralized system, including the possible location of its potassic core.

Mackenzie

The Mackenzie copper-gold property is located in southwestern British Columbia, approximately 100 kilometres west of Lillooet, the nearest population centre, a railhead, source of high tension power and major roads. Forest service access roads cross the northern and southern claim boundaries and link the property with the town of Gold Bridge, which is located about 40 kilometres to the east.

Mackenzie consists of 38 mining claims covering 156 square kilometres. Assessment work has been filed to keep the key parts of the property from 2018 to 2019. The property is contiguous with the Salal molybdenum property.

Thirteen of the 38 claims that make up the Mackenzie Project are subject to a 2% NSR in favour of the original vendor of the claims. This royalty does not extend to the western half of the Mackenzie property that includes the Bornite Trend where narrow quartz-chalcopyrite-bornite veins were found over a broad area. The Company has the right to buy-back 62.5% of the NSR for the purchase price of $1,000,000 (adjusted for CPI) with an additional right of first refusal for the remaining 37.5% of the NSR should the original vendor decide to sell all or any part of his interest in the NSR. Additionally, a 1.5% NSR on the Mackenzie and Salal properties was initially granted to Wallbridge in connection with Miocene's prior line of credit arrangements with Wallbridge. The Company’s promissory note payable to Wallbridge is also secured through a first charge on the Mackenzie property. On March 31, 2016, the Company and Wallbridge entered into an amended promissory note agreement which extended the maturity date of the Wallbridge note to December 31, 2017. Consideration provided for this extension included an increase in the NSR held by Wallbridge on the Mackenzie and Salal properties from 1.5% to 1.75%. In addition, the terms of the NSR buyback clause was amended such that the NSR can be repurchased provided that the amended promissory note and any accrued interest have been repaid in full, as follows: (i) for $350,000 at any time on or before December 31, 2017; (ii) for $750,000 during the one year period following December 31, 2017; or (iii) for $1,750,000 at any time thereafter.

Until the summer of 2012, all work was focused on the original discovery (the Tillworth Trend) where copper mineralization is hosted by a brittle structure which is exposed in a continuous zone for a distance of more than 1.0 kilometre on a near-vertical rock face at the head of a glacial cirque. The copper-gold-molybdenum-rhenium geochemical fingerprint of the fracture controlled mineralization and the identification of weakly mineralized, fine-grained granodiorite dykes that are intimately associated with mineralization and with patchy and vein-related potassic (potassium feldspar) alteration, strongly suggests a porphyry origin for the mineralization.

During the 2012 exploration program, the Bornite Trend was discovered. It has an open-ended strike length of 7.5 kilometres and consists of scattered quartz-bornite-chalcocite-magnetite-plus-or-minus-chalcopyrite-plus-or-minus-tetrahedrite veins and stringers up to 20 centimetres wide. These veins and stringers occur along the edge of the Miocene-age Bridge River pluton, which is hosted within the Coast Plutonic complex. Fourteen of the 27 grab samples collected along the Bornite trend during the initial reconnaissance of this area in 2012 had Cu ranging up to a maximum of 4.34% Cu; Au ranging from 0.001 to 0.445 g/ t; and Ag from 3.34 to 4,170 g /t. The presence of magnetite in the quartz-bornite-chalcocite veins possibly makes this a target that can be readily identifiable by airborne magnetics. Mineralization is located approximately 10 kilometres south of Amarc Resource's recently discovered IKE deposit.

The 2013 work program on the Mackenzie property consisted of two weeks of follow-up mapping and sampling to better delineate the extent and character of the Bornite Trend copper mineralization. A total of 25 rock samples were collected there during the 2013 program including 10 grab samples of mineralized material. Values in the mineralized material show elevated copper and gold values, with values up to 32.2% Cu and 8.55 g/t Au. Assay values for the mineralized samples collected during 2013 are tabulated below. Values show a clear copper-gold-silver-bismuth association typical of gold bearing porphyry deposits. In addition to the mapping and sampling, approximately 30 line kilometres of reconnaissance ground magnetic surveying was carried out at Mackenzie. Results show a good correlation with known geology.

During September 2015, a high resolution airborne magnetic and radiometric survey, which covered a 57 square kilometre area and included the Bornite Trend, was completed on the Mackenzie Project. The survey identified a large magnetic target below the surface copper-magnetite mineralization on the western part of the property.

Several important characteristics of the area are revealed from interpretation of the airborne magnetic and radiometric data:

- Elevated values in the potassium radiometrics suggesting a potassic alteration zone associated with porphyry mineralization occurs over an area at least 6km long by 3km at its widest point within and parallel to the contact of the Bridge River Pluton.
- A large magnetic body — about 2,000m long by 500m wide and 150m below surface — lies directly beneath high copper values on surface in grab samples. Previous mapping and sampling indicates a strong association between copper mineralization and magnetite.
- Interpreted structural zones coincide well with surface exposures of mineralization that parallel the Bridge River Pluton contact. Cross structures also show magnetic enhancement and correlation with copper in grab samples.

In September 2016, a sampling program was focussed on the higher magnetic zones identified at the Bornite Trend. These sample results indicate three zones of anomalous copper in soil along the edge of the potassic altered intrusive.

It is believed that the copper rich samples found along the Bornite Trend may represent a halo to a more significant copper mineralized system represented by the large magnetic body at depth (interpreted from the airborne magnetics) and the associated large potassium alteration anomaly at surface.

Salal

The Salal molybdenum-rhenium-silver property is located about 150 kilometres due north of Vancouver, 65 km northwest of Pemberton and 100 km west of Lillooet, and is comprised of 34 claims covering 124 square kilometres. The Company holds a 100% undivided interest in the property subject to (i) a 2% NSR on seven of 34 claims, half of which can be purchased for $500,000 and (ii) a 1.5% NSR in favour of another party on a single claim, 50% of which can be purchased for $500,000 with an additional right of first refusal on the remaining 50% should the claim vendor decide to sell all or any part of their interest in the NSR. Additionally, a 1.5% NSR on the Salal property was granted to Wallbridge in connection with Miocene's prior line of credit arrangements with Wallbridge. The Company's promissory note payable to Wallbridge is secured through a first charge on the Salal property. On March 31, 2016, the Wallbridge NSR was increased to 1.75% in connection with the amended promissory note agreement (see details above in Mackenzie property description). Sufficient assessment work has been filed to hold the claims until August 1, 2019.

The property has a 50 year exploration history during which a 15 kilometre trend of molybdenum occurrences was defined. This mineralization is reflected by the strongest molybdenum stream sediment anomaly in British Columbia when compared to the BC Geological Survey database. Historically, no sustained effort has been made to drill the widespread occurrence of molybdenum on the property; in spite of chip samples, which returned potentially economic grades of molybdenum mineralization over potentially minable widths (e.g. 85 metres of 0.077% Mo, 55 metres of 0.191% Mo and 30 metres of 0.084% Mo), numerous high-grade grab and float samples, and molybdenum mineralization exposed in creek valleys over vertical distances of up to 150 metres.

All technical information within this document has been reviewed and approved by Shannon Baird, P. Geo. the Company's exploration manager in his capacity as a qualified person as defined under National Instrument 43-101.

Results of Operations

Expenses

For the year ended August 31, 2017, total expenses (before other income and expenses) were $1,270,187 (fiscal 2016 - $940,682). Total expenses were $329,505 higher during fiscal 2017 when compared to fiscal 2016. Promotion and investor relations costs were higher by $30,085 and related to a number of new promotional campaigns initiated during the year which focused on raising the Company's on-line profile and investor awareness. Regulatory authority and transfer agent fees were $1,458 higher during fiscal 2017 primarily related to higher TSX-V filing fees. Legal and audit fees were $5,615 higher during fiscal 2017 relating primarily to an increase in annual audit cost. Office, general and administrative costs were $167,368 higher during fiscal 2017. The majority of increased cost related to a termination payment of $152,400 with respect to the Company's former Manager of Administration. Share based compensation expense was $122,879 higher during fiscal 2017 and related primarily to higher expenses related to RSUs. RSUs are expensed over the one-year vesting period following their grant.

Other Income and Expense

For the year ended August 31, 2017, other expenses totalled a net amount of $102,131 (fiscal 2016 – other income of $72,914). Other expenses were comprised primarily of interest expense of $126,699 related to bridge loans and promissory notes offset by other income of $16,810 primarily related to the drawdown of the flow-through premium liability which is recognized pro-rata to incurring the qualified exploration expenditures. During the second quarter of fiscal 2016, a gain related to the renouncement of common shares issued for prior directors' fees of $194,000 was realized, no such amount was realized during fiscal 2017.

Net Loss and Loss per Common Share
For the year ended August 31, 2017, net loss was $1,372,318 (fiscal 2016 - $867,768). Basic and diluted loss per common share was $0.02 (fiscal 2016 - $0.01). As the Company incurred a net loss for each of these years, the diluted number of common shares outstanding excludes all contingently issuable shares as they have an anti-dilutive effect for the years presented.

Other Comprehensive Loss
Upon consolidation, the financial statements of the Jamaican subsidiaries (CRJL and RJL) are translated into Canadian dollars as follows: assets and liabilities - at the closing rate at the date of the statement of financial position, and income and expenses - at the average rate for the period. All resulting foreign exchange translation adjustments are recognized in other comprehensive income (loss). During the year ended August 31, 2017 foreign currency translation loss of $137,685 (fiscal 2016 – $216,917) was recorded in other comprehensive loss.

SUMMARY OF INTERIM FINANCIAL INFORMATION AND FOURTH QUARTER EVENTS

The following table contains a summary of unaudited quarterly information for the eight quarters ended August 31, 2017.

	Fiscal 2017				**Fiscal 2016**			
	Q1 $	**Q2 $**	**Q3 $**	**Q4 $**	**Q1 $**	**Q2 $**	**Q3 $**	**Q4 $**
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses: Promotion and investor relations	35,671	46,064	116,220	38,480	53,796	45,951	66,446	40,157
Regulatory authority and transfer agent fees	4,565	4,400	4,785	12,864	2,851	5,067	6,930	10,308
Legal, accounting audit & advisory	18,489	13,860	12,934	35,288	11,515	11,190	7,836	44,415
Office, general and administrative	79,405	78,327	89,287	253,882	96,726	83,222	80,938	72,647
Project generation and evaluation	Nil	Nil	2,100	Nil	Nil	Nil	Nil	Nil
Share based compensation	80,388	99,680	57,026	186,472	25,789	24,231	122,846	127,821
Other expenses (income) total	20,876	35,217	32,491	13,547	24,083	(154,915)	30,409	27,509
Net loss	239,394	277,548	314,843	540,533	214,760	14,746	315,405	322,857
Basic and diluted loss per common share	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)	(0.00)	(0.00)	(0.01)

Significant fluctuations in quarterly expenses are summarized as follows.

Office, general and administrative expense during the fourth quarter of fiscal 2017 included a cost $152,400 with respect to a contract termination payment relating to the Company's former Manager of Administration.

Share based compensation expenses were higher during the fourth quarter of fiscal 2016 related primarily to charges for new stock options granted during the quarter and to higher RSU expense as RSUs with the Company's former Manager of Administration became fully vested upon termination. During the third and fourth quarters of fiscal 2016, share based compensation expenses related to both RSUs and to new stock options that were granted on February 29, 2016.

During the second quarter of fiscal 2016, the Company recorded a gain on forgiveness of debt of $194,000 in other income. This related to the renouncement by former Miocene directors of prior director meeting fees.

There were no significant unusual fourth quarter events during either fiscal 2017 or 2016.

LIQUIDITY AND CAPITAL RESOURCES

As at August 31, 2017, the Company held cash of $665,096 (August 31, 2016 - $128,672) and had a working capital deficiency of $19,605 (August 31, 2016 – $248,354). The Company has financed its operations primarily with equity financing but has also financed components of operating expenses, property costs and exploration costs with accounts payable, bridge loans and promissory notes payable.

On March 2, 2017, the Company closed a non-brokered private placement financing raising gross proceeds of $1,600,000. On May 18, 2017, the Company closed a non-brokered private placement financing raising gross proceeds of $1,365,000. On August 30, 2017, the Company closed a non-brokered private placement financing raising gross proceeds of $100,000.

Throughout fiscal 2016, OZ Minerals funded all exploration costs at the BGP in Jamaica under the terms of the option earn-in agreement. During January 2016, the Company received a $50,000 cash option payment from OZ Minerals following their initiation of a new earn-in arrangement for the Above Rocks project in Jamaica. OZ Minerals funded exploration expenditures for Above Rocks during fiscal 2016. During September 2016, OZ Minerals informed the Company that it would not proceed with exploration in Jamaica on the BGP or Above Rocks.

During March and April 2017, the Company entered into amended agreements with respect to three promissory note agreements as described below. During May 2017, the Company made repayments of bridge loans of $99,552 and of promissory notes of $367,168. During June 2017, the Company settled a total of $360,000 in promissory notes with the issue of 3,108,696 common shares.

The Company will require additional funding to be able to acquire, advance and retain mineral exploration property interests and to meet ongoing requirements for general operations. The ability of the Company to continue as a going concern is dependent on its ability to raise required financing whether through equity or debt financing; through joint ventures; the generation of profits from operations; or, the sale of property assets in the future.

On December 1, 2017, the Company announced its intention to raise up to $1,200,000 by way of a non-brokered private placement offering of up to 20,000,000 units of the Company at a price of $0.06 per unit. Each unit will be comprised of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at a price of $0.10 per common share for a period of two years from the closing date of the offering.

The Company continues to seek joint venture funding for its exploration projects and has ongoing discussions with a number of companies that are interested in the Jamaica mineral properties.

Financing activity during fiscal 2017

On March 2, 2017, the Company closed a non-brokered private placement financing raising gross proceeds of $1,600,000 with the issuance of 20,000,000 units at a price of $0.08 per unit. Each unit is comprised of one common share of the Company and one half of one common share purchase warrant. Each whole warrant is exercisable into one common share at a price of $0.15 per common share and has a two year term to expiry on March 3, 2019. In connection with the financing, eligible finders were paid cash commissions of $1,890 and were issued 23,625 compensation options. Each compensation option is exercisable for a unit (having the same attributes as above) at $0.08 per unit until its expiry on March 3, 2019.

On March 8, 2017, the Company paid a total of $64,936 to Wallbridge in payment of the outstanding interest on the promissory note and an outstanding account payable balance as at February 28, 2017. On March 14, 2017, the Company amended the promissory note with Wallbridge to extend the repayment date from December 31, 2017 to December 31, 2019. In connection with this extension of the repayment date Wallbridge was granted a right to participate in any future financings of the Company such that they can obtain up to a 15.5% equity interest in the Company's outstanding common shares. Wallbridge has also been given a right to convert any of the remaining promissory note indebtedness, at any time, into common shares of the Company at a price equal to the 4-day volume weighted average price of the Company’s common shares preceding the date of any conversion.

On April 28, 2017, the Company entered into a Promissory Note Extension Agreement with respect to the $180,000 principal value note and accrued interest of $70,057 (interest accrued to April 30, 2017) which was previously due on January 31, 2017. Under the terms of this agreement a partial cash payment of $100,057 (comprised of $30,000 of principal and all accrued interest) was made during May 2017. The balance of $150,000 in principal is due on January 30, 2018 and remains subject to 12% interest per annum. In the event that the Company proposes an offering of its common shares or securities convertible into common shares to raise funds for the Company on or before January 30, 2018, the promissory note holder retains a right to subscribe for such offered securities having a value of up to $150,000 with the same terms as those offered to other investors.

On April 30, 2017, the Company entered into an amended agreement with respect to the $95,000 principal value note and accrued interest of $21,270 which was previously due on December 31, 2016. Under the terms of this agreement, the promissory note holder agreed to accept 500,000 common shares of the Company valued at $60,000 as partial payment (see below). The balance due of $56,270 is due December 15, 2017 and remains subject to 12% interest per annum.

On May 18, 2017, the Company closed a non-brokered private placement financing raising gross proceeds of $1,365,000 with the issuance of 13,000,000 units at a price of $0.105 per unit. Each unit was comprised of one common share of the Company and one half of one common share purchase warrant. Each whole warrant is exercisable into one common share at a price of $0.15 per common share and has a two year term to expiry on May 19, 2019. In connection with the financing, eligible finders were paid cash commissions of $72,379 and were issued 689,328 compensation options. Each compensation option is exercisable for a unit (having the same attributes as above) at $0.105 per unit until its expiry on May 19, 2019.

On June 22, 2017, the Company issued a total of 3,108,696 common shares as partial settlement of three promissory notes with a total value of $360,000. Wallbridge Mining Company Ltd. was provided 2,173,913 common shares in settlement of $250,000 with respect to the promissory note due December 31, 2019. An amount of $50,000 was settled with the issuance of 434,783 common shares with respect to the promissory note which had a principal value of $150,000 due January 31, 2018. Additionally, an amount of $60,000 was settled with the issuance of 500,000 common shares with respect to the promissory note which had a principal value of $95,000 due December 31, 2017.

On August 30, 2017, the Company closed a non-brokered private placement financing raising gross proceeds of $100,000 with the issuance of 1,250,000 units at a price of $0.08 per unit. Each unit was comprised of one common share of the Company and one half of one common share purchase warrant. Each whole warrant is exercisable into one common share at a price of $0.13 per common share and has a two year term to expiry on August 31, 2019.

Financing activity during fiscal 2016

During December 2015, the Company announced its intention to raise an aggregate of $440,000 by way of non-brokered private placements of up to 3,000,000 units of the Company at a price of $0.08 per unit and up to 2,000,000 flow-through common shares of the Company at a price of $0.10 per flow-through share. Each unit is comprised of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at a price of $0.15 per common share for a period of two years from the closing date of the offering.

On December 31, 2015, the Company closed a first tranche of $42,500 in flow-through financing issuing a total of 425,000 flow-through shares. During March 2016, the Company closed $240,000 of the unit financing issuing a total of 3,000,000 units and a second tranche of $20,000 in flow-through financing was completed with the issuance of 200,000 flow-through shares.

During February 2016, the Company negotiated extensions of maturity dates with respect to bridge loans payable and various promissory notes payable. Bridge loans with a principal balance of $148,000 were extended to September 30, 2017 and a bridge loan with a principal balance of $14,500 was extended to January 31, 2018. A total of $305,474 in promissory notes was extended to have a maturity date of January 31, 2018. On March 31, 2016, the promissory note agreement with Wallbridge was amended. The maturity date with respect to the principal balance of $436,415 and accrued interest of $41,573 was extended from September 30, 2016 to December 31, 2017. Additionally, the current liability payable to Wallbridge of $24,914 was included in the amended promissory note agreement. The total of the amended promissory note is $502,902 and continues to bear interest at 12% per annum. In consideration for this amendment, the NSR terms with respect to the Mackenzie and Salal properties was modified as described above.

During June 2016, the Company announced its intention to raise an aggregate of $500,000 by way of non-brokered private placement of up to 5,000,000 units of the Company at a price of $0.10 per unit. Each unit is comprised of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at a price of $0.15 per common share for a period of two years from the closing date of the offering. This private placement was fully subscribed for and was closed on July 21, 2016.

During fiscal 2016, the Company made cash repayments of bridge loans payable in the amount of $23,000 and of $91,951 with respect to promissory notes payable.

Contractual Obligations

The Company does not have any fixed contractual obligations or commitments for capital or operating leases, purchase obligations or other long-term commitments except for those related to its corporate office rental agreement. Any commitments under exploration option agreements are cancellable at the Company's option but would result in forfeiture of rights under such agreements.

Under the terms of a cost sharing agreement with Rampton Resource Group Inc. ("RRG"), the Company has been committed to paying $975 per month for office rental costs. Effective August 31, 2017, six months advance notice of termination of this agreement was provided such that the obligation for monthly rent will terminate on February 28, 2018.

OUTSTANDING SHARE DATA

Information with respect to outstanding common shares, warrants, compensation options, compensation option warrants, stock options, restricted share units and deferred share units as at November 30, 2017, August 31, 2017 and 2016 is as follows:

	November 30, 2017	August 31, 2017	August 31, 2016
Common shares	109,503,475	109,503,475	69,888,433
Warrants	21,900,000	21,900,000	13,632,707
Compensation options	756,624	756,624	178,671
Compensation option warrants	378,313	378,313	89,336
Stock options	6,735,000	6,735,000	4,561,500
Restricted share units (RSUs)	1,371,147	1,134,897	1,516,931
Deferred share units (DSUs)	1,433,510	1,433,510	544,423
Fully diluted shares outstanding	142,078,069	141,841,819	90,412,001

On June 15, 2017, the Company granted 2,085,000 stock options to a consultant of the Company. These stock options are exercisable at $0.10 per share and expire on April 30, 2022. Additionally, on June 22, 2017, the Company granted a total of 500,000 stock options to two new directors of the Company. These stock options are exercisable at $0.10 per share and expire June 22, 2022.

During June and August 2017, a total of 780,267 common shares were issued for vested RSUs with a value of $77,500. During June 2017, the Company granted 329,565 RSUs to officers and a consultant valued at $37,900. During October 2017, the Company granted 236,250 RSUs to officers valued at $18,900.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative instrument obligations, or with respect to any obligations under a variable interest entity arrangement.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and cash equivalents, exploration advances, accounts payable and accrued liabilities, OZ Minerals Ltd. exploration advance, bridge loan and promissory notes payable. Details relating to financial instruments and risk management associated with credit risk, liquidity risk, currency risk and interest rate risk are disclosed in note 14 to the annual consolidated financial statements for the years ended August 31, 2017 and 2016.

PROPOSED TRANSACTIONS

The Company periodically reviews potential merger, acquisition, investment and joint venture transactions and opportunities that could enhance shareholder value. With the withdrawal of OZ Minerals from the Jamaican joint venture and the subsequent return of 100% of the Bellas Gate project and the purchase from OZ Minerals of their other Jamaican assets, the Company has the flexibility to prioritize organic growth or the potential for joint venture funding on a project by project basis. The Company continues to speak with a number of companies that are interested in the Jamaica mineral properties.

RELATED PARTY TRANSACTIONS AND COMPENSATION OF KEY MANAGEMENT

The Company has contracts for management and geological services with its officers, directors and companies controlled by its officers and directors. Key management includes all persons named or performing the duties of Chief Executive Officer and President, Chief Financial Officer, Vice-President and Director. Compensation awarded to key management for the fiscal years ended August 31, 2017 and 2016 is set out in the note 13 to the annual consolidated financial statements.

The Company has management service agreements with each of the Chief Executive Officer and President and Chief Financial Officer which provide for a payment upon termination without cause. These payments are equivalent to 18 months' compensation for each of these two individuals. The service agreements also provide that, should a change in control event occur that each of these individuals would be entitled to a lump sum payment equivalent to 24 months' compensation irrespective of whether their services were retained subsequent to the change in control. As at August 31, 2017, the aggregate total payout resulting from a change of control event under these agreements would have been $306,135.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and disclosures in the notes thereto. These estimates and assumptions are based on management's best knowledge of current events and actions that the Company may undertake in the future. Actual results may differ from those estimates. The most significant items requiring the use of management estimates and valuation assumptions are related to the recoverable value of mineral exploration properties and deferred exploration expenditures; the valuation of equity instruments including warrants, compensation options and stock options; and, the ability of the Company to continue as a going concern.

Details with respect to critical accounting estimates, judgments and estimation uncertainties are disclosed in note 3 to the annual consolidated financial statements for the years ended August 31, 2017 and 2016.

NEW ACCOUNTING STANDARDS

New and revised accounting standards, the timing of their adoption and the impact of these new standards on the Company's financial statements is discussed in note 2 to the annual consolidated financial statements for the years ended August 31, 2017 and 2016.

RISKS AND UNCERTAINTIES

The Company is subject to a number of risks and uncertainties due to the nature of its business and the present stage of development of its business. The following factors should be considered.

Exploration Stage Company

The Company is engaged in the business of acquiring and exploring mineral properties in the hope of locating economic deposits, with the discovery of copper and gold deposits being the Company's focus. The Company's property interests are in the exploration stage only and are without a known economic mineral deposit. Accordingly, there is little likelihood that the Company will realize any profits in the short to medium term. Any profitability in the future from the Company's business will be dependent upon locating an economic mineral deposit, which itself is subject to numerous risk factors. Further, there can be no assurance, even if an economic deposit of minerals is located, that the deposit can be commercially mined. The exploration and development of mineral deposits involve a high degree of financial risk over a significant period of time with which even a combination of careful evaluation, experience and knowledge of management may not eliminate. While discovery of additional ore-bearing structures may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current business relationships or exploration programs of the Company will result in profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the cost and success of exploration programs on its properties which may be affected by a number of factors. Substantial expenditures are required to establish reserves which are sufficient to commercially mine and to construct, complete and install mining and processing facilities in those properties that are actually mined and developed.

Economic Risk

The prices of copper, gold, silver and other metals fluctuate. The future direction of the price of any metal or mineral will depend on numerous factors beyond the Company's control, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of commodities, and therefore on the economic viability of the Company's properties, cannot accurately be predicted. As the Company is only at the exploration stage, it is not yet possible for it to adopt specific strategies for controlling the impact of fluctuations in the price of the commodities for which it explores.

Management; Dependence on Key Personnel, Contractors and Service Providers

Shareholders of the Company rely on the good faith, experience and judgment of the Company's management and advisors in supervising and providing for the effective management of the business and the operations of the Company and in selecting and developing new investment and expansion opportunities. The Company may need to recruit additional qualified contractors and service providers to supplement existing management. The Company will be dependent on a relatively small number of key persons, the loss of any one of whom could have an adverse effect on the Company.

Industry Conditions

The exploration and development of mineral deposits involve significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a deposit may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves, to develop processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration and development programs planned by the Company or its joint venture partners will result in a profitable commercial operation.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as commodity prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Mining operations generally involve a high degree of risk. The Company's operations will be subject to all the hazards and risks normally encountered in the exploration and development of minerals, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of mines and other producing facilities, damage to life or property, environmental damage and possible legal liability.

Value of Common Shares

The value of the Company's common shares could be subject to significant fluctuations in response to variations in quarterly and annual operating results, the success of the Company's business strategy, competition or other applicable regulations which may affect the business of the Company and other factors.

Competition

There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company competes with other interests, many of which have greater financial resources than it has, for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Additional Funding and Financing Risk

Additional funds will be required for future exploration and development. The source of future funds available to the Company is through the sale of additional equity capital or borrowing of funds. There is no assurance that such funding will be available to the Company. Furthermore, even if such financing is successfully completed, there can be no assurance that it will be obtained on terms favourable to the Company or will provide the Company with sufficient funds to meet its objectives, which may adversely affect the Company's business and financial position. In addition, any future equity financings by the Company may result in substantial dilution for existing shareholders.

Environmental Risk

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The Company has not been subject to any adverse consequences of such developments to date. There can be no assurance that future changes to environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties in which the Company holds interests that have been caused by previous or existing owners or operators.

Title to Property

Although the Company has taken reasonable measures to ensure proper title to its properties mineral rights, there is no guarantee that the mineral rights to all of its properties will not be challenged or impugned. Third parties may have valid claims underlying portions of the Company's interests.

Uninsured Hazards

The Company may not always be able or may choose not to obtain insurance for many of the risks that it faces. In the course of exploration, development and production of mineral properties, several risks and, in particular, unexpected or unusual geological or operating conditions, may occur. It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in an increase in costs and a decline in the value of the Company's securities. The Company is currently not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Given the Company remains in the exploration stage its exposure to environmental risks is considered to be limited. The Company may periodically evaluate the cost and coverage of the insurance that is available against certain environmental risks to determine if it would be appropriate to obtain such insurance. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate the Company's available funds or could exceed the available funds that the Company has and result in bankruptcy. Should the Company be unable to fully fund the remedial cost of an environmental problem, it might be required to enter into interim compliance measures pending completion of the required remedy.

Conflicts of Interest

Certain directors and officers of the Company also serve as directors or officers of other companies involved in natural resource exploration, development and production. Consequently, there exists the possibility that such directors will be in a position of conflict of interest. Any decision made by such directors involving the Company are made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a material conflict of interest.

Foreign Political Risk

The Company's properties or business operations may be exposed to various degrees of political, economic and other risks and uncertainties. The Company's operations and investments may be affected by local political and economic developments, including expropriation, nationalization, invalidation of governmental orders, permits or agreements pertaining to property rights, political unrest, labour disputes, limitations on repatriation of earnings, limitations on foreign ownership, inability to obtain or delays in obtaining necessary exploration or mining permits, opposition to exploration and mining from local, environmental or other non-governmental organizations, government participation, royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations, taxation and changes in laws, regulations or policies as well as bylaws and policies of Canada affecting foreign trade, investment and taxation.

Repatriation of Earnings

There is no assurance that any countries, other than Canada, in which the Company carries on business or may carry on business in the future, will not impose restrictions on the repatriation of earnings to foreign entities.

Permits, Licences and Approvals

The operations of the Company may require licences and permits from various governmental authorities or permits from surface right landowners. The Company believes it holds or is in the process of obtaining all necessary licences and permits to carry on the activities which it is currently conducting under applicable laws and regulations. Such licences and permits are subject to changes in regulations and in various operating circumstances. There can be no guarantee that the Company will be able to obtain all necessary licences and permits that may be required to maintain its exploration activities, construct mines or other facilities and commence operations of any of their exploration properties. In addition, if the Company proceeds to production on any exploration property, it must obtain and comply with permits and licences which may contain specific conditions concerning operating procedures, water use, the discharge of various materials into or on land, air or water, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the Company will be able to obtain such permits and licences or that it will be able to comply with any such conditions.

Community Risks

In addition to mineral tenure and environmental permitting, the Company attempts to engage local communities where it explores. Communities may respond differently to exploration and mineral development activities from region to region. Increasingly the exploration sector is required to engage in social contracts with local residents, communities and surface land owners. Factors affecting social acceptance of exploration are variable and can be unpredictable over time. Local opinions can change rapidly about exploration activities and opinions may not be related to the activity of the Company although its ability to enter an area and conduct its programs may be affected by shifts in perception.

Regulatory Matters

The Company's business is subject to various federal, provincial and local laws governing prospecting and development, taxes, labour standards and occupational health, mine safety, toxic substances, environmental protection and other matters. Exploration and development are also subject to various federal, provincial, state and local laws and regulations relating to the protection of the environment. These laws impose high standards on the mining industry to monitor the discharge of waste water and report the results of such monitoring to regulatory authorities, to reduce or eliminate certain effects on or into land, water or air, to progressively rehabilitate mine properties, to manage hazardous wastes and materials and to reduce the risk of worker accidents. A violation of these laws may result in the imposition of substantial fines and other penalties.

Mineral Price Fluctuations

The marketability of any mineral is subject to numerous factors beyond the control of the Company. The price of minerals can experience volatile and significant movements over short periods of time. Factors impacting price include, but are not limited to, demand for the particular mineral, political and economic conditions and production levels and costs of production in other areas or countries.

CORPORATE INFORMATION

Officers and Directors
Jeffrey Ackert, BSc. – Chief Executive Officer, President and Director
John McNeice, CA, CPA – Chief Financial Officer
Vern Rampton, Ph. D, P. Eng. – Senior Advisor and Director
Chris Irwin, BA, LL.B – Corporate Secretary
Alar Soever, P. Geo. – Director and Chairman of the Board
Gregory LeBlanc, B.A, M.A. – Independent Director
Antony Manini, B.Sc., FAusIMM, FSEG – Independent Director
Mark Pfau, M.Sc. (Geology), Economic Geologist – Independent Director
Yale Simpson, BApSc. – Independent Director

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Corporate Legal Counsel
Irwin Lowy LLP, Toronto, Canada

Corporate Banker
The Bank of Nova Scotia, Ottawa, Canada