EVERTON RESOURCES INC.

Management's Discussion and Analysis

For the three month period ended January 31, 2019

This Management's Discussion and Analysis ("MD&A") for Everton Resources Inc. (the "Company" or "Everton") should be read in conjunction with the condensed consolidated interim financial statements for the three month period ended January 31, 2019 and the consolidated financial statements for the years ended October 31, 2018 and 2017 and the notes thereto.

The financial information in this MD&A is derived from the Company's condensed consolidated interim financial statements for the three month period ended January 31, 2019, which were prepared in accordance with International Financial Reporting Standards ("IFRS"). The effective date of this MD&A is March 26, 2019.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains or may refer to certain statements that may be deemed "forward-looking statements". Forward-looking statements include estimates and statements that describe the Company's future development plans, objectives or goals, including words to the effect that the Company expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "anticipates", "believes", "could", "estimates", "expects", "may", "shall", "will", or "would". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Forward-looking statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices for mineral commodities; exploration successes; new opportunities; continued availability of capital and financing; general economic, market or business conditions; and litigation, legislative, environmental or other judicial, regulatory, political and competitive developments. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. Everton does not undertake to update any forward-looking statement that may be made from time to time by Management or on its behalf, except in accordance with applicable public disclosure rules and regulations. Readers are cautioned not to place undue reliance on forward looking statements.

BUSINESS OVERVIEW

Everton is a Canadian mineral exploration and development company incorporated November 7, 1996 under the Business Corporations Act (Alberta) and continued under the Canada Business Corporations Act. The Company is engaged in the acquisition and exploration of mineral properties, with the aim of discovering commercially exploitable deposits of minerals (primarily precious metals), which can be disposed of for a profit to companies that wish to place such deposits into commercial production. Common shares of the Company are listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "EVR". The Company's head office is in Chelsea, Quebec.

GOING CONCERN

The condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations for the foreseeable future. The Company is in the exploration stage and has not earned revenue from operations. As at January 31, 2019, the Company has a working capital deficiency of $397,823 and a deficit of $49,541,041. The Company has no income or cash inflow from operations. Continued operation of the Company is dependent on financial support through completion of equity financings, or the achievement of profitable operations in the future. Such material uncertainties cast significant doubt as to the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern. Management is evaluating alternatives to secure additional financing so that the Company can continue to operate as a going concern. Nevertheless, there is no assurance that these initiatives will be successful or sufficient. The condensed consolidated interim financial statements do not include any adjustments to the carrying value of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary should the Company be unable to continue as a going concern and these adjustments could be material.

EXPLORATION OUTLOOK

As of March 26, 2019, the date of this MD&A, the only mineral property which Everton continues to hold an interest in is its Opinaca property, in Quebec, Canada.

DOMINICAN REPUBLIC PROPERTIES

In January 2019, the Company completed the sale of its three remaining mineral concessions in the Dominican Republic, known as the Cabirma de Cerro, Mermejal and Arroyo Carpintero properties, in accordance with a Mineral Property Purchase and Sale Agreement (the "Sale Agreement") with Precipitate Gold Corp. ("Precipitate"). Upon closing, Everton received $25,000 and 7,000,000 common shares of Precipate, with a fair value of $770,000, based on the quoted market price of Precipate shares on the TSX Venture Exchange, for total consideration of $795,000. The Company recognized a gain of $279,876 on the sale of these mineral exploration properties.

CANADIAN PROPERTIES

Opinaca

The Opinaca A property is adjacent to the northern boundary of Goldcorp's Eleonore property hosting the Roberto gold deposit containing a significant proven and probable gold reserves estimate. The Opinaca B property is located about 8 km southeast of the Eleonore property.

On December 9, 2004, the Company signed an option agreement with Azimut Exploration Inc. ("Azimut") to earn a 50% undivided interest in the Opinaca property by incurring a minimum of $2,800,000 in exploration work and making cash payments totaling $180,000 over 5 years. The Company made the cash payments and incurred the required exploration expenditures to earn its initial 50% interest in the property.

On November 15, 2011 (amended on November 1, 2013), the Company and Azimut Exploration Inc. ("Azimut") executed an option agreement with Hecla Mining Company, formerly Aurizon Mines Ltd., ("Hecla") whereby Hecla could acquire a 50% ownership interest in the Opinaca property (leaving each of the Company and Azimut with 25%), by making total cash payments of $580,000, $290,000 of which was payable to Everton, and incurring exploration expenditures of $6,000,000, including a minimum of 3,800 metres of drilling prior to November 15, 2013 and 1,200 metres of drilling prior to November 15, 2014.

On November 7, 2013, the Company announced that Hecla had informed them of its intent to renew its option on the Opinaca A & B gold properties, for a third year.

In December 2014, Hecla advised the company that it would drop its option on the Opinaca A property while retaining its option on the Opinaca B property.

As at January 31, 2019, the Company holds a 25% interest in the Opinaca B property, with the remaining interest held by Azimut (25%) and Hecla (50%). Hecla is currently the operator.

As at January 31, 2019, the Company holds a 50% interest in the Opinaca A property, with the remaining 50% interest held by Azimut.

Detour Lake

On April 27, 2016, the Company staked 136 claims covering 7,437 ha (74.37 sq. km) in James Bay Quebec. On October 12, 2016, the Company staked an additional 23 claims related to this property, bringing the total number of claims to 159.

Everton purchased a list of targets on the areas of interest by issuing 1,700,000 common shares and by paying $25,000 on signing and $25,000 in 90 days following the signing to Diagnos, as well as, a 2% royalty on the net return of the smelting revenues associated with the minerals and concentrates to be extracted from the concessions identified by DIAGNOS. The purchase agreement stipulated that Everton could, at any time, reduce the royalty from 2% to 1% by paying $1,000,000.

The Detour Gold Quebec project area is a highly prospective area for gold deposits associated with the Sunday Lake and Lower Detour deformation zones. It is mostly known for hosting the Detour Lake Mine which has a gold reserve measured over 15.5 M ounces (reference: Detour Lake 2014, NI43-101 Technical Report) and the Casa Berardi Mine.

The claims were acquired using Diagnos' proprietary Computer Aided Resource Detection System (CARDS) to target the gold potential in the Detour Lake area of Quebec. The CARDS system uses powerful pattern recognition algorithms to analyze digitally compiled exploration data, and identifies precise areas (gold targets) with, geological, topography and geophysical signatures similar to areas of known mineralization. The database modelling included: 1) levelled and merged High-Resolution Aeromagnetic Data Compilation of the Abitibi and the Ontario side of the Detour Lake area; 2) topography; and 3) over 18,814 compiled assays (7,353 with Au = 1 g/t Au) from Quebec government-registered drill hole assays and surface samples. Based on analysis and on known lithology and structural geology in the region, over 6 high priority gold targets have been identified and staked. One of these priority gold targets is located 16 km north of the Casa Berardi Mine and overlaps the road.

During the year ended October 31, 2018, the Company allowed the 159 claims making up this property to expire and wrote down the carrying value of the property to $Nil and recorded a write-down of mineral exploration properties and exploration and evaluation assets in the amount of $260,582 ($85,989 of mineral exploration property costs and $174,593 of exploration and evaluation costs).

Chapais

On December 5, 2017 the Company entered into an option agreement with Albert Mining Inc. ("Albert Mining") to earn up to a 75% interest in seven mining claims located in the Chapais mining district of Quebec. To earn the 75% interest, the Company was to pay $30,000 in cash, incur exploration expenditures totaling $370,000 over a three-year period, and issue to Albert Mining a total of 2,500,000 common shares at two separate dates during the three-year period.

During the three month period ended January 31, 2019, the Company wrote down the cost of the Chapais property to $Nil and recorded a write-down of mineral exploration properties and exploration and evaluation assets in the amount of $119,882, further to the Company's decision that poor exploration results to date did not warrant further exploration on the property.

As at January 31, 2019 and October 31, 2018, the carrying values of the Company's mineral exploration properties and exploration and evaluation assets were as follows:

	January 31, 2019		October 31, 2018	
	Mineral exploration properties	**Exploration and evaluation assets**	Mineral exploration properties	Exploration and evaluation assets
	$	**$**	$	$
Dominican Republic				
a) Cabirma del Cerro	**-**	**-**	1	-
b) Arroyo Carpintero	**-**	**-**	-	515,123
	-	**-**	1	515,123
Canada (Quebec)				
d) Opinaca	**260,450**	**2,835,187**	260,450	2,835,187
e) Detour Lake	**-**	**-**	-	-
f) Chapais	**-**	**-**	-	119,882
	260,450	**2,835,187**	260,450	2,955,069
TOTAL	**260,450**	**2,835,187**	260,451	3,470,192

The following table reflects the changes to mineral exploration properties and exploration and evaluation assets for the period from October 31, 2017 to January 31, 2019:

	Three months ended January 31, 2019	Year ended October 31, 2018
	$	$
Balance, beginning of the period	**3,730,643**	3,843,912
Additions		
Drilling	**-**	125,864
Assaying	**-**	10,885
Project consulting	**-**	650
Renewal of licenses and permits	**-**	2,240
General field expenses	**-**	16,565
	-	156,204
Mineral exploration properties	**30,000**	-
Sale of mineral exploration properties and exploration and evaluation assets	**(515,124)**	-
Write-down of mineral exploration properties and exploration and evaluation assets	**(149,882)**	(260,582)
Quebec resource tax credits	**-**	(8,891)
Balance, end of the period	**3,095,637**	3,730,643
Mineral exploration properties	**260,450**	260,451
Exploration and evaluation assets	**2,835,187**	3,470,192
	3,095,637	3,730,643

SELECTED FINANCIAL INFORMATION

The following selected financial information is derived from the Company's condensed consolidated interim financial statements for the three month period ended January 31, 2018, which were prepared in accordance with IFRS:

For the three month period ended January 31	**2019**	2018
	$	$
Net earnings (loss)	**42,794**	(45,677)
Comprehensive income (loss)	**42,794**	(45,677)
Basic and diluted earnings (loss) per common share	**0.0005**	(0.0005)

	January 31,	October 31,
As at	**2019**	2018
	$	$
Long-term investment	**770,000**	-
Mineral exploration properties	**260,450**	260,451
Exploration and evaluation assets	**2,835,187**	3,470,192
Total assets	**3,892,189**	3,758,552
Total liabilities	**424,375**	333,532

PAYMENT OF DIVIDENDS

Since its incorporation, the Company has not paid any cash dividends on its outstanding common shares. Any future dividend payment will depend on the Company's financial needs to fund its exploration and development programs, future growth, and any other factors the board may deem necessary to consider. It is highly unlikely that any dividends will be paid in the near future.

RESULTS OF OPERATIONS

During the three month period ended January 31, 2019, the Company recorded net earnings and total comprehensive income of $42,794, as compared to a net loss and total comprehensive loss of $45,677 during the three month period ended January 31, 2018, a variance of $88,471. The variance was primarily attributable to variances in the following items: (i) gain on sale of mineral exploration properties and exploration and evaluation assets, (ii) writedown of mineral exploration properties and exploration and evaluation assets, (iii) unrealized gain on financial assets at fair value through profit or loss and (iv) other income related to flow-through shares, as further described below:

- During the three months ended January 31, 2019, the Company recognized a gain on sale of mineral exploration properties and exploration and evaluation assets of $279,876, as compared to $Nil during the three month period ended January 31, 2018. The gain was recognized in connection with the sale of the Company's three remaining concessions in the Dominican Republic.

- During the three months ended January 31, 2019, the Company recorded a writedown of mineral exploration properties and exploration and evaluation assets of $149,882, as compared to $Nil during the three month period ended January 31, 2018. The writedown was recorded in connection with the Company's decision to discontinue exploration work on its Chapais property, as poor exploration results to date did not warrant further exploration on the property.

- During the three months ended January 31, 2019, the Company recorded an unrealized gain on financial assets at fair value through profit or loss of $1,250, as compared to $18,550 during the three month period ended January 31, 2018, a variance of $17,300. The variance is a result of fluctuations in the market price of the Company's marketable securities.

- During the three months ended January 31, 2019, the Company recorded other income related to flow-through shares of $Nil, as compared to $15,904 during the three month period ended January 31, 2018. The other income relates to the Company satisfying its flow-through obligations to incur eligible exploration expenditures.

SUMMARY OF QUARTERLY RESULTS

The following information has been derived from the eight most recently completed quarters, all presented in accordance with IFRS:

For the three months ended	January 31, 2019	October 31, 2018	July 31, 2018	April 30, 2018
	$	$	$	$
Net earnings (loss)	42,794	(163,164)	(38,358)	(98,818)
Comprehensive income (loss)	42,794	(163,164)	(38,358)	(98,818)
Basic and diluted earnings (loss) per common share	0.0005	(0.0017)	(0.0004)	(0.001)

For the three months ended	January 31, 2018	October 31, 2017	July 31, 2017	April 30, 2017
	$	$	$	$
Net loss	(45,677)	(10,267,867)	(120,456)	(153,326)
Comprehensive loss	(45,677)	(10,267,867)	(120,456)	(153,326)
Basic and diluted loss per common share	(0.0005)	(0.11)	(0.001)	(0.0015)

LIQUIDITY AND CAPITAL RESOURCES

The Company's liquidity depends on existing cash reserves, supplemented as necessary by equity and/or debt financings. As at January 31, 2019, the Company had a working capital deficiency of $397,823, including cash of $1,754 and current liabilities of $424,375.

During the three month period ended January 31, 2019, the Company used cash of $63,360 to fund operating activities.

The Company does not have any exploration obligations on its properties. Any exploration projects undertaken by the Company are at the sole discretion of the Company.

OFF-BALANCE SHEET ARRANGEMENTS

As at January 31, 2019 and as of the date of this MD&A, the Company does not have any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

As at the date of this MD&A, there are no proposed asset or business acquisitions or dispositions.

RELATED PARTY TRANSACTIONS

Transactions with key management personnel

Related parties include the Board of Directors and key management personnel, as well as close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Unless otherwise stated, none of these transactions incorporated special terms and conditions and no guarantees were given or received.

Remuneration of directors and key management personnel of the Company was as follows:

	Three months ended January 31, **2019**	2018
	$	$
Consulting fees	**43,500**	43,500
Benefits	**1,008**	972
	44,508	44,472

During the three month period ended January 31, 2019, consulting fees of $30,000 were paid/payable to a Corporation owned by Andre Audet, the Company's CEO, for services rendered as CEO of the Company (2018 - $30,000). In addition, short-term benefits in the amount of $1,008 were paid on his behalf (2018 - $972). As at January 31, 2019, unpaid consulting fees in the amount of $171,250 are owed to Andre Audet and have been included in accounts payable and accrued liabilities ($141,250 as at October 31, 2018).

During the three month period ended January 31, 2019, consulting fees of $13,500 were paid/payable to a Corporation owned by Lucie Letellier, the Company's former CFO, for services rendered as CFO of the Company (2018 - $13,500).

Loan Payable

As at January 31, 2019, the Company has a loan payable to the CEO of the Company in the amount of $156,700 ($98,000 as at October 31, 2018. The loan is non-interest bearing and has no specific terms of repayment.

FINANCIAL INSTRUMENTS, RISK MANAGEMENT AND CAPITAL MANAGEMENT

Financial instruments

The Company's financial instruments consist of cash, marketable securities, long-term investment, accounts payable and accrued liabilities and loan payable. Marketable securities and long-term investment are carried at fair value. The fair value of the Company's other financial instruments approximates their carrying value due to their short-term nature.

The classification of financial instruments is as follows:

	January 31, 2019	October 31, 2018
	$	$
Financial assets		
Loans and receivables		
Cash	**1,754**	11,414
Financial assets at fair value through profit or loss		
Marketable securities	**8,750**	7,500
Available-for-sale financial assets		
Long-term investment	**770,000**	-
Total financial assets	**780,504**	18,914
Financial liabilities		
Measured at amortized cost		
Accounts payable and accrued liabilities	**(267,675)**	(235,532)
Loan payable	**(156,700)**	(98,000)
Total financial liabilities	**(424,375)**	(333,532)

Risk management

The Company thoroughly examines the various financial risks to which it is exposed and assesses the impact and likelihood of those risks. These risks include credit risk, liquidity risk and market risk. Where material, these risks are reviewed and monitored by the Board of Directors.

(i) Credit risk

Credit risk is the risk of an unexpected loss if a party to its financial instruments fails to meet its contractual obligations. The Company's financial assets exposed to credit risk are primarily composed of cash. The Company's cash is held at reputable financial institutions with high external credit ratings. It is Management's opinion that the Company is not exposed to significant credit risk.

None of the Company's financial assets are secured by collateral or other credit enhancements.

Management considers that all the above financial assets that are not impaired or past due for each of the reporting dates are of good credit quality. There are no financial assets that are past due but not impaired for the periods presented.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital markets is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

(iii) Market risk

The Company holds shares in publicly listed companies in the mineral exploration industry. The Company is exposed to other price risk regarding these shares as unfavorable market conditions could result in the disposal at less than their value at January 31, 2019. As at January 31, 2019, the value of these listed shares was $778,750. At January 31, 2019, had the price for these publicly listed shares been 10% lower, the comprehensive income for the period would have been $77,875 lower. Conversely, had the price been 10% higher, the comprehensive income would have been $77,875 higher.

Capital management

The Company manages its capital to ensure its ability to continue as a going concern in order to maintain its properties in good standing, support normal operating requirements, continue the exploration and evaluation of its mineral properties and support any expansionary plans, and to provide an adequate return to its shareholders. In the management of capital, the Company includes the components of shareholders' equity.

As long as the Company is exploring and evaluating its mining properties, it is not the intention of the Company to contract additional debt obligations to finance its work programs. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or acquire or dispose of assets. In order to facilitate the management of its capital requirements, management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company prepares annual budgets that are updated as necessary depending on various factors including successful capital deployment and general industry conditions.

As at January 31, 2019, the Company's optioned properties are in the exploration and evaluation stage, as such, the Company is dependent on external financing to fund its activities. In order to carry out planned exploration and evaluation and pay for administrative costs, the Company will be required to raise additional financing. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

There were no significant changes to capital management policies of the Company during the three month period ended January 31, 2019.

The Company and its subsidiaries are not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of six months.

As at January 31, 2019, the Company was in violation of the above TSXV requirement. The impact of this violation is not known and is ultimately dependent on the discretion of the TSXV.

CHANGE IN ACCOUNTING POLICIES

The Company has not had any changes in accounting policies, other than the adoption of new mandatory standards under IFRS as well as amendments to existing standards, for the three month period ended January 31, 2019.

RISK AND UNCERTAINTIES

Mineral exploration and development of mineral properties involves significant risks, many of which are outside of the Company's control. In addition to the normal and usual risks of exploration and mining, the Company often works in remote locations that lack the benefit of infrastructure and easy access.

Financial Risk

The Company is considered to be in the exploration stage, and it is dependent on obtaining regular financing in order to continue exploration. Despite previous success in acquiring such financing, there is no guarantee of obtaining any future financing, or that it will be available on acceptable terms.

The prices of metals fluctuate widely and are affected by many factors outside of the Company's control. The relative prices of metals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and mining exploration companies.

Risk on the Uncertainty of Title

Although the Company has taken steps to verify title to mining properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title.

Environmental Risk

The Company is subject to various environmental incidents that can occur during exploration work. The Company maintains an environmental management system including operational plans and practices.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure Controls and Procedures

At the end of the period covered by this report, an evaluation of the design of disclosure controls and internal controls over financial reporting was carried out under the supervision of the Company's management, including the CEO and CFO. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls were designed effectively as of January 31, 2019, the end of the period covered by this report, to ensure that information required to be disclosed in reports that it files or submits to regulatory authorities, is recorded, processed, summarized and reported within the time periods specified by regulation, and is accumulated and communicated to management to allow for timely decisions regarding required disclosures.

There were no significant changes in the Company's internal control over financial reporting during the period ended January 31, 2019 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Management will continue to monitor its disclosure controls and may make modifications from time to time as considered necessary or desirable.

Notwithstanding the foregoing, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that the disclosure controls and procedures will detect or uncover every situation involving the failure of persons within the Company to disclose material information otherwise required to be set forth in the reports. The disclosure controls and procedures are designed to provide reasonable assurance of achieving their objective of ensuring that information required to be disclosed in the reports is communicated to management to allow timely decisions regarding required disclosure.

Internal Control over Financial Reporting

The Company's management, with the participation of its CEO and CFO, has designed, established and is maintaining a system of internal control over financial reporting. Under the supervision of the CFO, the Company's internal control over financial reporting is a process designed to provide reasonable assurance that the financial information prepared by the Company for external purposes is reliable and has been recorded, processed and reported in an accurate and timely manner and in accordance with IFRS.

The Company's controls include policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the annual financial statements or interim financial statements.

The Company's control over financial reporting during the period ended January 31, 2019 were designed and implemented throughout the period. There have been no changes to the controls during the period that materially affected or are reasonably likely to materially affect the internal control over financial reporting.

Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Management assessed the effectiveness of the internal control over financial reporting as of January 31, 2019. As a result, management concluded that the internal control over financial reporting were effective as at that date.

Limitations of Controls and Procedures

Management, including the CEO and CFO, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

CRITICAL ACCOUNTING ESTIMATES

See Note 2 to the Company's consolidated financial statements for the years ended October 31, 2018 and 2017.

NEW ACCOUNTING POLICIES ISSUED BUT NOT YET EFFECTIVE

See Note 3 to the Company's consolidated financial statements for the years ended October 31, 2018 and

2017.

OUTSTANDING SHARE DATA

Common shares and convertible securities outstanding at March 26, 2019, consist of:

Security	Expiry date	Range of exercise price	Securities outstanding
		$	#
Common shares	-	-	93,134,470
Warrants	Up to February 21, 2021	0.07	16,267,500
Stock options	Up to February 24, 2022	0.05 - 0.13	3,885,000

ADDITIONAL INFORMATION AND CONTINUOUS DISCLOSURE

Additional information on the Company is available on SEDAR (www.sedar.com).