VICTORY RESOURCES CORPORATION
FORM 51-102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")
For the Years Ended February 28, 2018 and 2017

The following management's discussion and analysis, prepared as of June 22, 2018 should be read together with the audited consolidated financial statements for the year ended February 28, 2018 and related notes attached thereto (the "financial statements"), which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated. Readers may also want to refer to the February 28, 2017 audited financial statements.

Effective October 23, 2017, the Company consolidated its common shares on a 25:1 basis. The consolidated financial statements and the MD&A for the year ended February 28, 2018 were retrospectively adjusted to reflect the share consolidation.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements (see "Note Regarding Forward-Looking Statements").

Additional information related to Victory Resources Corporation is available for view on SEDAR at www.sedar.com.

DESCRIPTION OF THE BUSINESS

Victory Resources Corporation is a publicly traded junior mineral exploration company whose shares are traded on the TSX Venture Exchange ("TSX-V"). The Company is engaged in the exploration of mineral properties located in Canada. The Company is in the exploration stage in respect of its exploration activities, and has no significant revenues.

Victory Resources Corporation and its subsidiary, are referred to herein collectively as "Victory", "the Company", "our", or "we".

The Company was incorporated in British Columbia on February 8, 1984. On May 31, 2005, the Company changed its name to Victory Resources Corporation.

The Company has one wholly-owned subsidiary, VicRes Mining Mexico S.A. de C.V., incorporated under the laws of Sonora, Mexico in April 2010. During the year ended February 28, 2017, the Company dissolved its wholly-owned subsidiary, Victory Resources U.S.A.

The Company is focused on exploring and developing its mineral properties in Canada and has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties interests is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to fund property commitments and to complete the development of those reserves, and upon achieving future profitable production.

MINERAL EXPLORATION PROPERTIES

Battery Grade Mineral, Europe

In April 2018, the Company began extensive scoping surveys and due diligence on battery mineral exploration and near-term production permits in Spain. In conjunction with the scoping survey the Company has retained Taipan Consulting International and EXCO Mining (Spain) to assist to complete due diligence on several potential permits for the exploration of battery grade minerals, including cobalt, vanadium, lithium, copper, manganese, and rare earth elements (REE).

Spain has one of Europe´s most diversified mining sectors, which produces copper, gold, nickel, tungsten, industrial minerals and stone. Spain encompasses almost 90% of the Iberian Peninsula which is considered to be the most mineralized zone in the European Union.

The Company's strategic focus includes cobalt, vanadium, lithium, copper, manganese, and rare earth elements (REE), as outlined below:

- Cobalt: Primarily used in small scale battery production, such as smartphones, laptops and electric cars. Tech companies and car manufacturers are the primary buyers for this mineral. As demand increases there is an ongoing strain to increase supply. The majority of cobalt is sourced out of Democratic Republic of Congo. However, due to unstable political conditions, Victory is targeting other geographical locations such as Spain.
- Vanadium: Used mainly as an energy storage metal, it will be the primary metal used in large scale energy storage. Among its many attributes, theoretically, it has an unlimited cycle life and the ability to rapidly release large amounts of electricity, as well as being extremely scalable. Countries looking for viable clean energy solutions to power the increasing energy consumption of their population, are putting in place large-scale green energy storage solutions which has driven the demand for vanadium.
- Lithium: A popular energy storage metal which is used in most smartphone, laptop and electric car batteries. It is the most commonly known power metal and as such its demand will continue to grow in both large scale energy storage and electric car battery markets.
- Copper: A highly conductive material, copper is primarily used for electrical wiring. Due to today's increased use of electrical machinery and technology demand for copper has significantly grown. It is a key factor in the green revolution of energy that we are going through as it enables the energy generated from the other power metals to flow through our devices. Currently copper is not being mined fast enough to meet the upcoming demand.
- Manganese: The 4th most traded metal in the world, primarily because it's indispensable in the production of steel and other alloys. Manganese oxide is used in lithium ion batteries and as such is the fastest growing manganese sector.

The Company completed its initial scoping survey of cobalt prospects in Almeria and Granda provinces in southern Spain. In connection with the surface grab samples the Company has engaged SGS to complete a multi- element chemical assay characterization, quantitative modal mineral abundance by QEMSCAN and an elemental deportment based on theoretical chemistries.

The mineralization is enriched in several elements (Co-Ni-Ag-Se-As-Hg-Mn) that enter into the category of RSE (redox-sensitive elements). The mineralization is stratified with high TOC dolomites affected by thrusts, a Mississippi Valley-type origin can be extrapolated for this deposit, with the origin of the metals in the washing of marine series or from the mafic intercalations into the series, with the carbonate/dolomite formations as a "reducing trap" for mineralization.

There is historic geochemistry data that shows that there is an anomaly in the area of the project, especially in Cu, Co and Ni divided in seven sectors. This data was collected by way of whole-rock geochemistry in surface samples:

SECTOR	Cu (ppm)	Co (ppm)	Ni (ppm)
A11	6.000	5.700	2.500
B1	14.700	3.850	1.200
A3	10.000	2.850	1.860
A10	2.300	2.600	2.300
A12	2.000	1.500	1.000
A2	14.000	1.070	540
A13	27.000	1.020	170
A4	51.000	780	490
A6	13.500	650	560
A12	12.700	379	57
A1	18.000	270	95
A5	19.000	210	80
A9	9.600	140	3.000

SECTOR	Cu (ppm)	Cu (%)	Co (ppm)	Co (%)	Ni (ppm)	Ni (%)
1	18.000	1,8	270	0,027	95	0,0095
2	34.000	3,4	1.070	0,107	540	0,054
3	10.000	1	2.850	0,285	1.860	0,186
4	51.000	5,1	780	0,078	490	0,049
5	19.000	1,9	210	0,021	80	0,008
6	13.500	1,35	650	0,065	560	0,056
7	3.200	0,32	120	0,012	110	0,011

This type of deposit can be very widespread in Betica, and could also concentrate elements of the platinum group. It appears to be quite similar to the D.R.C. mineralizations.

The Company completed its initial scoping survey of vanadium prospects in the province of Badajoz in central Spain. In connection with the surface grab samples the Company has engaged SGS to complete a multi-element chemical assay characterization, quantitative modal mineral abundance by QEMSCAN and an elemental deportment based on theoretical chemistries.

The Badajoz province is the unique region of Spain where vanadium was extracted at an industrial scale. During the first quarter of the 20th century, the production in this area was considered the highest in the world.

The vanadium mineralization appears in dikes with NE-SW direction and it is associated with cerusite and blend, calcite and iron oxides. The lead-rich vanadate is an alteration product of the BPG (Blend-Pyrite-Galene paragenesis) mineralization, the vanadium originating in the host rock amphibolites. The average vanadium grades historically extracted have been 4-5% (vanadium oxides - V2O5), which was concentrated by hand in the mine reaching 12% (V2O5).

The most relevant older mines were "San Miguel", "Joaquina" and "Gerty," corresponding to mineralization's of secondary origin, supergenic vanadates of Pb, specifically of Pb at depth, which pass to filonian mineralization's of BPG. These mines were exploited for the Pb and the vanadium was a subproduct. It was considered a waste product due to its low price. However, the world price for vanadium has increased significantly as countries look for viable clean energy solutions to power the increasing energy consumption of their populations. As a result, large-scale green energy storage solutions are being developed worldwide, driving the demand for vanadium.

The technical information contained in this news release has been reviewed and approved by Daniel Porras, EuroGeologist, member European Federation of Geologists ("EFG") who is a Qualified Person as defined under National Instrument 43-101.

Toni Property, Nicola Division, British Columbia

The Company has a 100% interest in a prospective mineral property know as the "Toni Property", subject to a 2% net smelter return royalty. The Company holds key claims known as the AW NORTH, the AW EAST and the MalWen corner, comprising 1,620 hectares which presently make up the Toni Property.

A spring/summer 2010 exploration program included diamond drilling to determine the extent of the Adit Mineral Zone which was discovered in a 2008 diamond drill program. The Adit Mineral Zone is a gold-copper bearing quartz vein which is up to seven metres wide and was delineated by four short diamond drill holes for 20 metres along strike and 50 metres to depth. The mineral zone is open on strike and to depth. In addition, the FY-2011 drill program goal was to confirm and expand the results of a 1996 diamond drill program completed by George Resource Company in which drill hole W96-1 intersected a 6.55 metre gold-copper bearing quartz vein mineralized zone located 50 metres southeast and paralleling the Adit Mineral Zone. The mineralized intersection reportedly assayed 16.578 gm/t Au, 12.901 gm/t Ag and 0.75% Cu, with a higher grade section averaging 28.426 gm/t Au, 18.185 gm/t Ag and 0.98% Cu over 3.81 metres.

The Company completed the diamond drilling of six holes totaling 713 metres on the Wen prospect of the Toni property and has received the assay results from the sampled sections of the holes completed as detailed below.

The program was to test the extension of the W96-1 mineralized quartz vein and to determine the extent of the Adit Zone. Drill holes 10-1, 10-2, 10-3, and 10-5 were spotted to test the localized extension of the Adit Zone within a close proximity to the 2008 mineralized intersections. Drill hole 10-4 was spotted to test the W96-1 mineralized quartz vein higher in the section and the Adit Zone 30 metres east of Adit#1. Drill hole 10-6 was spotted to test the Adit Zone 80 metres east of Adit#1. The more significant intersections and assays are as follows.

Drill Hole Number	Azimuth	Dip	Intercept m	From m	To m	Au ppb	Cu %
10-2	**035**	**-70**	0.80	83.40	84.10	19.30	0.04
10-3	**062**	**-55**	0.91	99.21	100.13	48.50	0.31
10-4	**020**	**-45**	3.66	70.10	73.76	108.23	0.94
		Including	1.22	70.10	71.32	240.50	1.88
10-5		**-90**	9.10	18.60	27.70	158.99	2.14
		Including	3.10	18.60	21.60	62.00	3.17
		Including	0.60	22.90	23.50	313.70	5.98
10-6	**0**	**-55**	1.80	22.90	24.70	412.20	0.51

Drill hole 10-1 and 10-4 did not provide any indication of the W96-1 mineralized zone which probably does form a shoot with an unknown rake within the vein as Verley (1997) concluded.

Based on the results of the summer 2010 drill program, the localized Adit#1 zone is indicated to extend for a strike length of 110 metres with variable widths and copper values. The most significant widths and values are to the west as indicated in drill hole 10-5 with an intercept of a 9.1 metre (29.85 foot) mineralized zone (estimated true width of 8.2 feet) containing mineral values averaging over 2% Cu, and 160 ppb Au, with decreasing widths and values to the east as indicated in drill hole 10-6. However, the easterly trend of the Adit#1 zone is to a northerly trending 150 metre wide Mobile Metal Ion (MMI) soil anomaly which may indicate a major mineral controlling structure that could have provided the mineralization to the localized structure of the Adit#1 mineral zone.

In November 2014 the Company completed an induced potential geophysical survey (IP Survey) over the designated Queen Zone between the Wen and the Au-Wen zones of the Toni property located 30 kilometres south east of Merritt, and eight kilometres east of the historic Aspen Grove mining camp in south central British Columbia.

The purpose of the survey was to verify the best results of an IP Survey completed in 1968 by Barringer Research within an anomalous IP zone of approximately one kilometre wide (east-west), one kilometre long (north-south) as reported by Roger Caven, Geophysicist and indicated as L56S on a map. The chargeability readings of the one kilometer wide anomalous zone are up to 24.0 ms. The anomalous zone extends to L68S or 1,200 feet (365 metres) and open to the south.

A core assay from a 1968 drill-hole completed on a 7.0 ms IP chargeability of the same IP Survey two kilometres north of L56S returned 33 metres of 0.344% copper. The higher anomalies of the IP Survey were reportedly not drilled due to lack of funding.

Minfile records respecting the AU-WEN report historical gold assays in chip samples ranging from 6.8 grams per tonne over 5.1 metres to 10.8 grams per tonne over 4.9 metres; grab and select samples assayed between 14.4 and 91 grams per tonne gold. The best drill core intersection assayed 4.97 grams per tonne gold over 1.5 metres. This mineral zone has yet to be explored by the Company.

Minfile records respecting the WEN report historical results from a 1.5-metre chip sample from Adit #1 which assayed 4.39 per cent copper, 92.6 grams per tonne silver, and 0.7 gram per tonne gold. A grab sample from the Adit zone assayed 4.84 per cent copper, 46.6 grams per tonne silver and 0.7 gram per tonne gold. A drill core sample (hole HNS 72-1) assayed 1.12 per cent copper and 3.4 grams per tonne silver.

In a 1996 exploration program by George Resources on the WEN, one of 16 diamond drill holes, W96-1, intersected a 6.55 metre quartz zone which reportedly returned assays of 16.578 gm/t Au, 0.75% Cu, and 12.901 gm/t Ag (Verley, 1997). This intersection was designated as the Main vein and was located 55 metres south-southeast of Adit #1, one of the three adits on the WEN.

The Company conducted an October 2014 IP program on the newly designated Queen Zone, located between the Wen and the Au-Wen zones, which consisted of a 3.4 km line of IP, magnetometer, and self-potential surveys.

The program was very successful in delineating and correlating the results of a 1968 IP survey completed by Barringer Geophysics for Consolidated Skeena Mines which results indicated an anomalous IP zone approximately one kilometre wide (east-west), one kilometre long (north-south) as reported by Roger Caven, Geophysicist. The chargeability readings of the anomalous zone were up to 24.0Ms. This IP zone was never drill tested, however, 1968 drilling on an anomalous IP zone with a chargeability of 7Ms (in a background of approx. 2Ms; W.M. Sharp, 1969) located one kilometre north of the 2014 IP survey, reportedly returned values of 0.39% copper over 100 feet in addition to other well-defined intercepts.

The 2014 IP survey confirmed and surpassed previous results, with an IP anomaly about 1km wide with a maximum apparent chargeability of 39Ms.

The Aspen Grove Camp has once again become one of the recognized areas for a potentially economic mineral zone in the prime geological porphyry belt which includes the recently reactivated Copper Mountain mine located 55 kilometres to the south and the world class Highland Valley mine located 75 kilometres to the north, in addition to other producers, past producers and pending producers.

Due to the high costs of holding a large land package during times of difficulty for junior explorers, the Company has reduced the Toni Property to the essential core claims and has let the balance lapse.

Rich Lake Property, Thunder Bay, Ontario

During the year ended February 29, 2016, the Company acquired claims in the area designated as the Rich Lake Lithium Property.

During the year ended February 28, 2017, the Company entered a joint venture with Urban Mining Ventures Inc. in which Urban Mining Ventures Inc. will earn 25% of the mineral rights on the Rich Lake Lithium Property.

During the year ended February 28, 2017, Urban Mining Ventures Inc. abandoned the joint agreement.

During the year ended February 28, 2018, the Company determined the Rich Lake Lithium Project to be impaired and wrote down the carrying value of the Rich Lake Lithium Project to $1.

The Reforma Mine Project

The Company retains ownership of 70% of the Reforma property (“Reforma”), located at the common boundary of Sinaloa and Chihuahua States, in west central Mexico.

During the year ended February 28, 2014 the Company determined the Reforma Project to be impaired and wrote down the carrying value of the Reforma Project to $1.

INDUSTRY AND ECONOMIC FACTORS AFFECTING COMPANY PERFORMANCE

The Company operates in the junior resource industry. Within that industry, the Company competes with thousands of companies, many of them significantly larger, for corporate resources such as properties, geological, exploration and drilling services; and equity capital. Of particular impact to the Company is that it has to compete in this industry with other firms that have greater resources and more advanced properties.

The availability of equity financing for early-stage exploration programs such as ours is a major factor that will significantly determine company performance in FY-2019 and beyond.

The Company's access to financing is not certain and there can be no assurance of continued access to adequate equity funding on acceptable terms. Management believes that we will be able to obtain the capital necessary to continue as a going concern.

The Company's business model – early-stage exploration – is plainly a high risk business model. The Company is exposed to considerable geological risk – the risk that our properties do not host economic mineral reserves – as well as operational risk, and financing risk. This business model requires commensurately high-risk equity capital. Victory is reliant on its ability to raise financing, a continued decrease in the supply of available capital due to systematic factors such as macro-economic slow-down or capital market disruption would materially impair our business model.

In addition to the general financing risks common to all exploration enterprises, the early, unproven stage of our property assets add particular uncertainty as to the likelihood of obtaining future financing on acceptable terms.

LIQUIDITY, CAPITAL RESOURCES AND COMMITMENTS

Continuance of Operations and Going Concern

The consolidated financial statements for the year ended February 28, 2018 (on www.sedar.com) were 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 business for the foreseeable future. As at February 28, 2018, the Company has a deficit of $26,379,602 (2017 - $25,993,914). The Company is in the process of exploring and developing its mineral properties and has not yet determined whether those properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to fund property commitments and to complete the exploration and development of the properties and upon achieving future profitable production or proceeds from the disposition thereof. These uncertainties raise substantial doubt upon the Company's ability to continue as a going concern.

The Company has financed its operations primarily through the issuance of common shares, loan proceeds and advances from related parties. The Company continues to seek capital through various means including the issuance of equity and/or debt. While the Company has been successful in securing financing in the past, there is no assurance that it will be able to do so in the future or on terms that are favorable to the Company. Accordingly the consolidated financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these consolidated financial statements.

Liquidity

Junior resource companies often tend towards liquidity shortfalls, as their major assets are, by definition, exploration properties which are long-term and illiquid by nature and are not revenue generating.

At February 28, 2018, the Company had working capital of $360,765 (2017 - deficiency of $922,048).

During the year ended February 28, 2018, the Company continued to seek capital through various means including the issuance of equity and/or debt.

Capital Resources

As our exploration-stage properties are not revenue generating, the Company's sole source of long-term funding has traditionally been the issuance of common shares for cash, primarily through private placements to sophisticated investors.

The Company has traditionally supplemented equity financing from time to time by obtaining loans from related parties. These are used to provide interim, short-term financing to meet day-to-day cash flow needs, on occasion, and are not intended to be a long-term source of capital.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

There are no proposed transactions that have not been disclosed herein.

RELATED PARTY TRANSACTIONS

Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Principal Activity
VicRes Mining Mexico S.A. de C.V.	Sonora, Mexico	100%	Mineral exploration

The remuneration of directors and other members of key management personnel during the years ended February 28, 2018 and 2017 are as follows:

	February 28, 2018	February 28, 2017
Management and directors fees	$ 62,000	$ 88,500
Wages and salaries	31,200	58,769
Exploration expenses (i)	-	148,000
Accounting fees, charged to professional fees	27,315	19,100
Legal fees, charged to professional fees	146,224	-
Legal fees, charged to capital stock as share issuance costs	14,753	-
Administration, charged to office and administration	45,000	-
Rent expense, charged to office and administration	7,000	6,000
	$ 333,492	$ 320,369

(i) Capitalized in exploration and evaluation assets.

The transactions with related parties were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the parties.

The amounts due to the related parties are as follows:

	February 28, 2018	February 28, 2017
Due to directors and officers	$ 41,095	$ 288,797
Due to from other related parties	31,652	2,605
	$ 72,747	$ 291,402

The amounts owing are unsecured, non-interest bearing and have no fixed term for repayment.

During the year ended February 28, 2018, the Company:

a) recognized a gain of $17,191 (2017 – $405,107) from forgiveness of debt with a director and related parties of the Company.

b) received $6,000 (2017 - $Nil) from a related party as rent revenue, recorded in office and administration expense.

c) issued Nil (2017 – 133,586) common shares to directors of the Company, companies owned by the Company's directors, and other related parties to settle debts aggregating $Nil (2017 – $200,379) which resulted in a gain of $Nil (2017 – $83,491).

SELECTED ANNUAL FINANCIAL INFORMATION

The following table provides a brief summary of the Company's financial operations. For more detailed information refer to the consolidated financial statements.

	Year Ended February 28, 2018	Year Ended February 28, 2017	Year Ended February 29, 2016
Total revenues	$ -	$ -	$ -
Income (loss) for the year	(546,395)	212,578	(597,954)
Basic & diluted (loss) earnings per share	(0.11)	0.05	(0.01)
Total assets	2,913,916	1,854,123	1,668,523

Results of Operations

For the year ended February 28, 2018

Below are the significant changes in expenses when comparing the year ended February 28, 2018 to the year ended February 28, 2017:

- Consulting increased to $62,644 (2017 - $Nil) as a result of increased activities in the year due to Company exploring potential exploration projects.

- Gain on wind-up of subsidiary decreased to $Nil (2017 - $27,751) due to the Company's discontinuation of its wholly-owned subsidiary, Victory Resources U.S.A in the prior year.

- Gain on forgiveness of debt decreased to $60,458 (2017 - $405,107) due to settlement of payables and related party amounts.

- Management and director fees decreased to $62,000 (2017 - $88,500) as a result of the transition of president duties and decreased number of directors during the current year.

- Office and administration of $56,305 (2017 - $33,536) increased in the current year as a result of increased activities due to new management and the Company exploring potential exploration projects.

- Professional fees increased to $192,807 (2017 - $62,297) as a result of legal fees incurred related to increased corporate activities, including the AGM and share consolidation, during the current year.

- Property investigation increased to $97,968 (2017 - $Nil) due to the Company investigating property related to the scoping surveys on battery mineral exploration and near-term production permits in Spain.

- Travel decreased to $8,862 (2017 - $31,813) as a result of fewer trips taken by directors and officers during the current year.

- Other variations in expenses in the period presented reflect the variation inherent in normal course operations. We expect other items to remain at relatively constant levels, as these primarily reflect recurring operational expenses that do not vary significantly within a certain range of corporate and exploration activity.

Fourth Quarter

During the fourth quarter, the following significant transactions occurred:

i) issued 4,734,476 non-flow-through units at $0.21 per unit for gross proceeds of $994,240, of which $19,200 was received subsequently. Each unit consists of one common share and one warrant. Each warrant entitles the holder to purchase one additional share at price of $0.275 per share, with an expiry date of January 21, 2020.

Finder's fees totalling $47,203 and 224,737 warrants (valued at $97,969) exercisable at a price of $0.275 until January 21, 2020 were paid to qualified parties in connection with the non-flow-through unit issuance.

ii) issued 4,855,000 flow-through units at a price of $0.20 per units for gross proceeds of $971,000. Each unit consists of one share and one warrant. Each warrant entitles the holder to purchase one additional share at a price of $0.21 per share, with an expiry date of January 21, 2020.

Finder's fees totalling $50,400 and 252,000 warrants (valued at $111,742) exercisable at a price of $0.21 until January 21, 2020 were paid to qualified parties in connection with the flow-through unit issuance.

SUMMARY OF QUARTERLY RESULTS

	Three Months Ended February 28, 2018	Three Months Ended November 30, 2017	Three Months Ended August 31, 2017	Three Months Ended May 31, 2017
Total assets	$ 2,913,916	$ 1,869,630	$ 1,866,001	$ 1,868,865
Working capital (deficiency)	360,765	(1,173,030)	(1,089,439)	(1,040,207)
Shareholders' equity	2,184,361	690,188	753,959	821,116
Net loss	228,090	183,125	82,480	52,700
Loss per share	0.05	0.04	0.02	0.00

	Three Months Ended February 28, 2017	Three Months Ended November 30, 2016	Three Months Ended August 31, 2016	Three Months Ended May 31, 2016
Total assets	$ 1,854,123	$ 1,763,955	$ 1,712,846	$ 1,694,663
Working deficiency	(922,048)	(725,455)	(868,101)	(1,263,194)
Shareholders' equity	925,659	1,028,300	839,792	426,338
Net loss (income)	(6,072)	95,958	(360,397)	57,933
Loss (income) per share	(0.00)	0.02	(0.09)	0.00

For the three months ended August 31, 2016, the Company incurred a net income of $360,397 primarily due to $283,811 of gain from forgiveness of debt and $155,432 from gain on settlement of accounts payable.

For the three months ended November 30, 2016, the Company incurred a loss of $95,958. Significant expenses include $35,974 of professional fees, $21,000 in management and director fees and $3,021 in office and administration and $3,102 of gain from share issuance of debt settlement.

For the three months ended November 30, 2017, the Company incurred a net loss of $183,125 primarily due to legal and administrative costs related to the information circular, AGM and various agreements.

For the three months ended February 28, 2018, the Company incurred a net loss of $228,090 primarily due to consulting, legal and property investigation costs related to the scoping surveys on battery mineral exploration and near-term production permits in Spain.

FINANCIAL AND OTHER INSTRUMENTS

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liabilities either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments are classified as follows:

Financial instruments	Classifications
Cash	FVTPL
Subscription receivable	LAR
Reclamation deposit	LAR
Accounts payable and accrued liabilities	OFL
Due to related parties	OFL

RISKS AND CAPITAL MANAGEMENT

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. Substantially all cash balances are held at chartered banks in Canada. The Company's maximum exposure to credit risk is the balance of cash on the statements of financial position.

Liquidity risk

Liquidity risk is the risk that the Company cannot meet its financial obligations associated with financial liabilities in full. The Company manages liquidity risk through the management of its capital structure, as outlined below. As February 28, 2018, the Company had a cash balance of $1,063,930 and subscription receivable of $19,200 to settle current liabilities of $729,555. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms. The Company will require financing from lenders, shareholders and other investors to generate sufficient capital to meet its short term business requirements. The Company is planning additional financings in the near term to raise working capital to finance its ongoing operations.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

As of February 28, 2018, the Company did not hold any investments and has no significant interest rate risk.

b) Foreign currency risk

The Company is exposed to changes in foreign exchange rates as expenses in international subsidiaries, exploration expenditures, or financial instruments may fluctuate due to changes in rates. The Company has not entered into any derivative instruments in an effort to mitigate exposure to fluctuations in foreign exchange rates.

At February 28, 2018, the Company had $9,170 USD and 25,357 Mexican Pesos in cash, and $Nil USD and 7,803,636 Mexican Pesos in accounts payable.

A 10% fluctuation in the USD/CAD exchange would result in an immaterial affect to the consolidated financial statements.

A 10% fluctuation in the MXP/CAD exchange would result in an increase or decrease of approximately $53,000 for the year ended February 28, 2018.

c) Price risk

The recoverability of the Company's exploration and evaluation assets is indirectly related to the market price of commodities. The Company's ability to continue with its exploration program is also indirectly subject to commodity prices. The Company is not currently directly exposed to fluctuations in commodity prices as the Company is currently in the exploration phase and has no production.

Capital management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

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 its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets and its ability to compete for investor support of its projects. The Company is not subject to any externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year ended February 28, 2018.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

CURRENT SHARE DATA

As at June 22, 2018, the Company has 13,740,234 common shares issued and outstanding.

As at June 22, 2018, the following options to acquire common shares of the Company were outstanding:

Number of Options	Exercise Price	Expiry Date
8,000	$2.50	August 6, 2020
1,230,000	$0.285	March 19, 2023
1,238,000		

At June 22, 2018, the following share purchase warrants were outstanding.

Number of Warrants	Exercise Price	Expiry Date
48,000	$2.50	August 30, 2018
48,000	$2.50	March 21, 2019
4,734,476	$0.275	January 21, 2020
224,737	$0.275	January 21, 2020
4,855,000	$0.21	January 21, 2020
252,000	$0.21	January 21, 2020
10,162,213		

LIST OF DIRECTORS AND OFFICERS AT JUNE 22, 2018

David Lane, CEO, director
Tatiana Kovaleva, CFO
Alan Levien, director
Glen Harder, director
David Cross, director

NEWLY ADOPTED ACCOUNTING POLICIES AND FUTURE ACCOUNTING POLICY PRONOUNCEMENTS

Newly adopted accounting policies

Please refer to the consolidated financial statements for the year ended February 28, 2018.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer’s Annual and Interim Filings) (“NI 52-109”), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the annual audited consolidated financial statements and this accompanying annual MD&A (together the “Annual Filings”).

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statements herein that are not historical facts are forward-looking statements that are subject to risks and uncertainties. Words such as “expects”, “intends”, “may”, “could”, “should”, “anticipates”, “likely”, “believes” and words of similar import also identify forward-looking statements.

Forward-looking statements are based on current facts and analyses and other information that are based on forecasts of future results, estimates of amounts not yet determined and assumptions of management, including, but not limited to, assumptions regarding the Company’s ability to raise additional debt and/or equity financing to fund operations and working capital requirements and assumptions regarding the Company’s mineral properties.

Actual results may differ materially from those currently anticipated due to a number of factors including, but not limited to, general economic conditions, the geology of mineral properties, exploration results, commodity market conditions, the Company’s ability to generate sufficient cash flows from operations and financing to support general operating activities and capital expansion plans, and laws and regulations and changes thereto that may affect operations, and other factors beyond the reasonable control of the Company.

Additional information on factors that may affect the business and financial results of the Company can be found in filings of the Company with the British Columbia Securities Commissions on www.sedar.com