VICTORY RESOURCES CORPORATION
FORM 51-102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")
For the Year Ended February 28, 2019 and 2018

The following management's discussion and analysis, prepared as of June 25, 2019 should be read together with the audited consolidated financial statements for the year ended February 28, 2019 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, 2018 audited financial statements.

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 CSE Exchange ("CSE.VR") moving over from The TSX exchange February 19th, 2019. 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 is referred to herein as "Victory", or "the Company"..

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

During the year ended February 28, 2019, the Company sold its wholly-owned subsidiary, VicRes Mining Mexico S.A. de C.V., for $1.00. The total gain from the disposition was $969,705.

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).

On September 5, 2018, the Company received $158,280 worth of units in Primary Cobalt Corp. for relinquishing the Company's rights with Exco arising from the Victory Option Agreement with Exco.

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.

During the year ended February 28, 2019, the Company determined the Toni Property to be impaired as the Company intends to move away from mineral exploration, and wrote down the carrying value to $10,000.

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

On November 23, 2018 the Company sold its Mexican subsidiary for $1.00 which included its 70% interest in the Reforma Mine Project.

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, 2019 (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, 2019, the Company has a deficit of $28,532,466 (February 28, 2018 - $26,379,602). 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, 2019, the Company had working capital of $1,000,841 (2018 - $360,765).

During the year ended February 28, 2019, the Company had the following cash flows:

1) cash used in operating activities of $822,710 consisting primarily of general operational costs including consulting fees, management fees and professional fees.
2) cash used in investing activities of $158,280 consisting of an investment in units of Primary Cobalt.
3) cash provided by financing activities of $921,058 consisting of proceeds from share issued $1,052,500, less share issuance costs of $77,895, repayment of loans payable of $72,747 which were repaid to related parties, and net of $19,200 received in advance for share subscriptions.

During the year ended February 28, 2019, 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

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and directors.

Key management personnel compensation during the year ended February 28, 2019 and 2018 was as follows:

	February 28, 2019	February 28, 2018
Management and directors fees	$ 96,000	$ 62,000
Wages and salaries	-	31,200
Share-based compensation	152,289	-
Accounting and professional fees, included in professional fees	53,815	27,315
Legal fees	40,658	-
Legal fees, included in professional fees	-	146,224
Legal fees, included in capital stock as share issuance costs	-	14,753
Administration, charged to office and administration	-	45,000
Rent expense, included in office and administration	-	7,000
	$ 342,762	$ 333,492

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, 2019	February 28, 2018
Due to directors and officers	$ 470	$ 61,095
Due to a company with common directors	34,125	11,652
	$ 34,595	$ 72,747

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

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, 2019	Year Ended February 28, 2018	Year Ended February 28, 2017
Total revenues	$ -	$ -	$ -
Income (loss) for the year	(2,158,312)	(546,395)	212,578
Basic & diluted (loss) earnings per share – continuing	(0.05)	(0.03)	0.01
Basic & diluted (loss) earnings per share - discontinued	0.02	(0.00)	0.00
Total assets	1,139,954	2,913,916	1,854,123

<u>Results of Operations</u>

For the year ended February 28, 2019

Below are the significant changes in expenses when comparing the year ended February 28, 2019 to the year ended February 28, 2018:

- Consulting increased to $355,000 (2018 - $62,644) as a result of increased activities in the period due to Company exploring potential exploration projects.

- Loss on fair valuation of long-term investments increased to $128,734 (2018 - $Nil) as a result of impairment of Primary Energy Metals Inc. common share and share purchase warrant.

- Management and director fees increased to $96,000 (2018 - $62,000) as a result of the transition of president duties and increased number of directors during the current period.

- Office and administration decreased to $41,922 (2018 - 56,305) primarily as a result of decreased activities due to decreased rent and general office expenditures.

- Professional fees increased to $230,480 (2018 - $192,807) as a result of legal fees incurred related to increased corporate activities during the previous period.

- Property investigation costs decreased to $83,319 (2018 – $97,968) as a result of decreased investigative activities incurred by the Company during the current period.

- Share-based compensation increased to $474,000 (2018 - $Nil) as a result of stock options granted during the current period.

- Transfer agent and filing fees increased to $38,391 (2018 - $23,012) as a result of increased activities in the period.

- Travel increased to $32,989 (2018 - $8,862) as a result of increased activities in the period due to Company exploring potential exploration projects.

- Wages and salaries decreased to $Nil (2018 - $38,626) as a result of changes in in administrative support staff that came with the management change. The administrative duties are now handled by professionals, and the costs are reflected in professional fees.

- Recovery of prior period property investigation and consulting expenses increased to $158,280 (2018 - $Nil) as a result of a recovery of those operating expenditures recorded in the comparative year.

- Write down of exploration and evaluation assets increased to $1,810,544 (2018 - $39,467) as a result of the impairment and write down of Toni Property.

- 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) completed a non-brokered private placement of 42,100,000 non-flow-through units at $0.025 per unit for gross proceeds of $1,052,500. Each unit consists of one common share and one warrant. Each warrant entitles the holder to purchase one additional share at price of $0.0375 per share, with an expiry date of January 29, 2021. Share issuance costs of $77,895 were incurred, including $69,400 of finder's fees, 2,776,000 finder's warrants (valued at $40,000 using the Black-Scholes valuation) exercisable at a price of $0.0375 until January 29, 2021 were paid and issued to qualified parties in connection with the non-flow-through unit issuance. The fair value of the warrants was recognized as a share issuance cost with a corresponding increase in reserves.

ii) entered into an agreement with a private company controlled by a former director of the Company whereby the Company has agreed to sell its subsidiary VicRes Mining Mexico S.A de C.V for $1. The Company concurrently decided to forgo all operations in Mexico. Please refer to consolidated financial statements for the year ended February 28, 2019

SUMMARY OF QUARTERLY RESULTS

	Three Months Ended February 28, 2019	Three Months Ended November 30, 2018	Three Months Ended August 31, 2018	Three Months Ended May 31, 2018
Total assets	$ 1,139,954	$ 2,395,988	$ 2,306,567	$ 2,579,658
Working capital (deficiency)	1,000,841	291,675	(112,766)	39,383
Shareholders' equity	1,043,438	2,241,894	1,710,830	1,862,979
Net income (loss)	(2,173,061)	962,280	(152,149)	(795,382)
Income (loss) per share	(0.04)	0.02	(0.00)	(0.01)

	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 deficiency	360,765	(1,173,030)	(1,089,439)	(1,040,207)
Shareholders' equity	2,184,361	690,188	753,959	821,116
Net income (loss)	(228,090)	(183,125)	(82,480)	(52,700)
Income (loss) per share	(0.03)	(0.01)	(0.00)	(0.00)

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.

For the three months ended May 31, 2018, the Company incurred a net loss of $795,382 primarily due to consulting, legal and property investigation costs related to the scoping surveys on battery mineral exploration.

For the three months ended August 31, 2018, the Company incurred a net loss of $152,149 primarily due to professional and consulting costs incurred during the current period.

For the three months ended November 30, 2018, the Company incurred a net income of $962,280 primarily due to income from discontinued operation during the current period.

For the three months ended February 28, 2019, the Company incurred a net loss of $2,173,061 primarily due to write down of the Toni Property during the current period.

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 instrument	Classifications
Cash	Fair value through profit and loss
Amounts receivable`	Amortized cost
Subscription receivable	Amortized cost
Long-term investments	Fair value through other comprehensive income
Accounts payable and accrued liabilities	Amortized cost
Due to related parties	Amortized cost

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 will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk through the management of its capital structure, as outlined below. As at February 28, 2019, the Company had a cash balance of $1,003,998 (February 28, 2018 - $1,063,930), GST receivable of $14,971 (February 28, 2018 - $7,190) and amounts receivables of $24,706 (February 28, 2018 - $Nil) to settle current liabilities of $96,516 (February 28, 2018 - $729,555). All of the Company's trade accounts payable and amounts due to related parties have contractual maturities of 30 days or are due on demand and accounts payable 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, 2019, the Company did not hold any material investments or liabilities and has no significant interest rate risk.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. At February 28, 2019, the Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The company has limited foreign currency exposure.

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, 2019.

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 25, 2019, the Company has 97,060,936 common shares issued and outstanding.

As at June 25, 2019, the following options to acquire common shares of the Company were outstanding:

Number of Options	Exercise Price	Expiry Date
32,000	$0.0625	August 6, 2020
4,920,000	$0,07125	March 19, 2023
4,952,000		

At June 25, 2019, the following share purchase warrants were outstanding.

Number of Warrants	Exercise Price	Expiry Date
18,937,904	$0.06875	January 21, 2020
898,948	$0.06875	January 21, 2020
19,420,000	$0.0525	January 21, 2020
1,008,000	$0.0525	January 21, 2020
42,100,000	$0.0375	January 21, 2021
2,776,000	$0. 0375	January 21, 2021
85,140,852		

LIST OF DIRECTORS AND OFFICERS AT JUNE 25, 2019

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

Please refer to the consolidated financial statements for the year ended February 28, 2019.

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 on www.sedar.com