



Platinex Inc.
Management's Discussion and Analysis
For the Years Ended December 31, 2018 and 2017

PLATINEX INC.

Management's Discussion & Analysis

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Discussion Dated: April 30, 2019

General

The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of the operations of Platinex Inc. (the "Company" or "Platinex") constitutes management's review of the factors that affected the Company's financial and operating performance for the years ended December 31, 2018 and 2017. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited consolidated financial statements of the Company for the years ended December 31, 2018 and 2017, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). Information contained herein is presented as of April 30, 2019, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Platinex common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or from www.sedar.com.

Cautionary Statement on Forward Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

Forward-looking statements	Assumptions	Risk factors
The Company will be able to continue its business activities.	The Company has anticipated all material costs and the operating activities of the Company, and such costs and activities will be consistent with the Company's current expectations; the Company will be able to obtain equity funding when required.	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; and capital markets not being favourable for funding resulting in the Company not being able to obtain financing when required or on acceptable terms.
The Company will be able to carry out anticipated business plans.	The operating activities of the Company for the twelve months ending December 31, 2019 will be consistent with the Company's current expectations.	Sufficient funds not being available; increases in costs; the Company may be unable to retain key personnel.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Overview of Company

The Company was incorporated on August 12, 1998 under the laws of the Province of Ontario and trades on the Canadian Securities Exchange under the symbol "PTX". The Company is at the exploration and evaluation stage and is engaged in the acquisition, exploration and development of properties for the mining of precious and base metals. The Company is in the process of exploring its resource properties for mineral resources and has not determined whether the properties contain economically recoverable reserves. Recovery of amounts reported for mineral properties and related deferred expenditures is dependent upon the existence of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to conduct exploration and the ability of the Company to recover value for its properties and/or upon future profitable production.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. Recoverability of the carrying value of exploration properties and the Company's continued existence are dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves and the development and/or sale of such properties at a profit.

Platinex is also looking to focusing efforts on developing various strategies to capitalize on the lucrative growth of the cannabis sector in North America, including pursuing potential acquisitions of Licensed Operators.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

The Company has limited financial resources and negative operating cash flow. Until profitable production can be reached, the Company is dependent on debt or equity financings and/or the sale, lease or farm-out of exploration and evaluation assets to provide the funds necessary for the Company's operating and capital expenditures. Although the Company has been successful in the past in obtaining requisite funding, there can be no assurance that additional funding in amounts and on terms satisfactory to the Company will be available on a timely basis to fund the further exploration and development of its properties, to fulfill its obligations under applicable agreements and to investment in the cannabis sector. Failure to obtain such funding has resulted in delays and could result in the delay or indefinite postponement of further exploration and development of the Company's properties and in the possible dilution or loss of interests in such properties. If the Company raises additional funding through the issue of equity securities, such financings may dilute the holdings of the Company's existing shareholders.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of development of such properties these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, aboriginal claims, breakdown in law and order, arbitrary and punitive actions of governments and their failure to comply with their own laws and regulations.

In order to sustain its operations, the Company requires additional funds to discharge its liabilities, conduct work programs and meet overhead expenses. The Company continues to seek capital through various means including farm-out / joint venture partnerships and the issuance of equity or debt.

Overall Performance and Market Trends

The Company is in the exploration stage on its various properties and therefore it has no revenues to fund such activities. The Company accesses the public markets to finance exploration activity; the ability to raise additional capital is subject to prevailing market conditions. The projects do not have a defined mineral resource in place whereby the Company can establish a measured asset value. However, based on independent NI 43-101 technical reports, internal summary reports prepared on Company properties and adjacent properties and industry trends, the Company's management believes that further exploration work is warranted.

The market decline in 2008 and then 2011 has made it very difficult to finance property exploration through issuance of equity. Many junior mining companies trade at a significant discount to the underlying book value of their net assets. In order to attract investment, it is necessary for a company to distinguish itself from its competitors. Therefore, the Company is considering various strategies to maximize the value of the Shining Tree Gold property (described under Properties), including a potential spin-off of the mining assets. Such transactions are subject to obtaining shareholder and regulatory approvals, and there is no assurance that the Company will be able to secure these approvals on the terms favorable to the Company or at all. Once the Company's board and management completes the strategic review of the alternatives relating to the mining assets, the Company will make an announcement by way of press release and work towards submitting the required disclosure document to effect such changes. At this time, the Company continues to operate as a mineral exploration issuer under the policies of the Canadian Securities Exchange ("CSE").

PLATINEX INC.

Management's Discussion & Analysis
For the Years Ended December 31, 2018 and 2017

Corporate Highlights

The Company achieved the following milestones throughout 2018 and to the date of this MD&A:

New Initiatives

In March 2017, Platinex listed its common shares on the CSE and voluntarily delisted from the TSX Venture Exchange ("**TSXV**"). The move to the CSE was prompted by favorable reviews of and over all cost savings on the newer exchange in addition to advice from securities counsel that the Company could not seek to engage in non-mining initiatives without first listing on the CSE. Although Platinex is a mining issuer, it simply wanted the freedom to pursue other entrepreneurial opportunities that may present themselves. At this time the Company continues to operate as a mining issuer under the policies of the CSE, as it has not completed a fundamental change of business ("**COB**") but may seek to do so in the future. Until the Company completes the COB, which remains subject to shareholder and CSE approval, it will continue to operate as a mining issuer and allocate the majority of its resources to advancing its mineral exploration properties. While the Company has undertaken certain initiatives in the cannabis sector in the United States, these activities will remain of secondary priority until the Company completes the COB and obtains the approvals required thereto. Nevertheless, to comply with the requirements of the Canadian Securities Administrators Staff Notice 51-352 (Revised) – Issuers with U.S. Marijuana-Related Activities ("**Staff Notice 51-352**"), the Company has provided requisite disclosure in this MD&A regarding its activities in the US Cannabis Sector. Please see "*Regulatory Overview*" and "*Risk Factors*" sections.

In July 2017, the Company engaged FMI Capital Advisory Inc. ("**FMICA**") to act as a non-exclusive financial advisor to the Company in its efforts to grow, finance, and secure projects and acquisition opportunities.

Platinex in conjunction with FMICA has developed and is implementing an expansion strategy that is focused on partnering with businesses that are involved in the cannabis sector by way of acquisition, joint-venture, strategic partnership, or direct investment. The strategy is comprehensive of geographic, regulatory and value chain segment considerations. Efficiency of investment providing a hand up to excellent entrepreneurs, risk mitigation and customizing partnerships to meet needs are guiding principles.

In January 2018, the Company entered into an agreement to acquire a 51% interest in Intergalactic Foods, LLC ("**IGF**"), an entity incorporated in Oregon for cash consideration of \$94,418 (US\$75,000) of which \$15,809 (US\$12,250) had been advanced at December 31, 2017. The Company subsequently advanced cash of \$41,150 to IGF for operating expenses. The Company concluded that it did not have control as the 49% shareholder managed the operations and made all decisions. During the fiscal 2018, IGF was unable to commence operations. The Company entered into a separate royalty agreement with the principal of IGF, Dave McNicoll, for cash consideration of \$93,262 (US\$75,000), under which the Company acquired a five (5%) gross revenue royalty of Dave's Space Cakes LLC. No royalties have been received under the agreement and in considering the investments the Company has, determined that there are indicators of impairment and has reflected a loss on investments of \$232,910 in net loss.

In February 2019, the landlord of the facility that was being leased to IGF terminated the lease, following which IGF ceased operations and moved out of the leased facility.

In April 2018, the Company entered into a letter of intent ("**LOI**") to acquire a 51% interest in Glas Huis Inc. ("**Glas Huis**"), an award-winning craft cannabis cultivator and extracts manufacturer in the State of Oregon for total consideration of US\$2 million. The Company performed due diligence on the LOI and decided not to pursue this transaction.

The Company has obtained legal advice regarding compliance with applicable state regulatory frameworks and its exposure and the implications arising from U.S. federal laws in the States where it conducts business. As of the date of this MD&A, to the Company's knowledge neither the Company, DSC nor IGF have received any notices of violation, denial or non-compliance from any government authorities. Furthermore, to the Company's knowledge DSC and IGF are in compliance with all relevant OLCC and local municipal regulations. However, the inability to satisfy rental obligations of IGF's lease agreement resulted

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

in non-compliance with provisions of the license and accordingly IGF voluntarily surrendered the license. There are currently no plans to resume operations.

Three wholly owned private subsidiaries have been formed with the intention to hold assets of the different Company activities: Cannabis Mall Inc. will hold cannabis related assets; South Timmins Mining Inc. will hold the Shining Tree property assets, and Endurance Elements Inc. will hold platinum and nickel assets. This structure will afford the Company more flexibility to restructure its assets.

Shining Tree Gold Property

- Expanded property by over 500% with new options and claim purchases increasing exposure to high potential ground covering part of the former Ronda Mine workings and acquiring many known gold prospects.
- The Company now has a 21-km strike length of the Tyrrell-Ridout Deformation Zone and the property is located between the 10.5 million-ounce IAMGOLD Cote Lake gold deposit and the 4 million-ounce Tahoe Resources Jubby gold deposit. This deformation zone is up ice from highly anomalous gold in till sampling results and deemed to be a likely source of the anomalous gold results.
- The Tyrrell-Ridout Deformation Zone is thought to be the southern equivalent of similar major gold hosting deformation zones in the Abitibi and three major discoveries have been made on it in the last ten years.
- Extended time to make advance royalty payments on Shining Tree property to 2018 and made favorable changes to the buyback schedule on advance royalties.
- A new NI 43-101 technical report was completed in June 2018 and filed on SEDAR.
- The Company has filed an exploration plan and applied for an exploration permit with the Ontario government. The plan is in effect and the three-year permit was approved in February 2018.

General Company Developments

- In fiscal 2017, \$503,100 was raised through the exercise of warrants and options.
- On November 15, 2017, the first tranche of a \$600,000 private placement was closed to yield \$427,500 to the treasury and the private placement was completed on November 30, 2017 to yield an additional \$172,500.
- During the year ended December 31, 2018, \$144,200 has been raised through the exercise of warrants and options.
- As of April 10, 2018, all of the mining claims held under agreement or directly by the Company have been translated and recorded into mining cell claims by the Ontario Ministry of Northern Development and Mines. The mining cells relate to the Universal Transverse Mercator Grid which is globally fixed whilst the land moves according to regular plate movements.
- Effective May 15, 2018, the Company has appointed current director Walter Henry as the Company's new Chief Executive Officer. On February 25, 2019, Mr. Henry resigned as director and CEO.
- On June 21, 2018, Mr. Bruce Reilly and Mr. Mark Scarrow resigned as officer and directors of the Company.
- On August 2, 2018, the Company announced the appointment of Mr. Tom Hussey, Robert H. Blake, Robert Schwartz and Gary Galitsky to the board of directors. Mr. Hussey resigned from the board on February 26, 2019.
- On August 2, 2018, the Company announced the grant of 3,200,000 stock options to newly appointed directors of the Company. These options are exercisable at a price of \$0.07 per share and have a term of 5 years.
- On August 17, 2018, the Company announced the grant of 600,000 stock options to existing directors and officers of the Company. These options are exercisable at a price of \$0.07 per share and have a term of 5 years.
- On September 5, 2018, the Company announced the appointment of Robert Blake as Co-CEO and director. Mr. Blake resigned as Co-CEO and director on September 30, 2018.
- On January 24, 2019, 600,000 common shares were issued in a partial satisfaction of an option payment in connection with the Shining Tree property.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

- On April 12, 2019, Platinex assigned its 50% interest in an option respecting, one eight unit claim held subject to an option agreement with Skead Holdings Ltd., and Ashley Gold Mines Limited, to Treasury Metals Inc. for \$10,000 cash and \$15,000 in shares of Treasury Metals Inc. plus a 1% NSR royalty.
- On April 24, 2019, the Company announced the appointment of Graham Warren to the board of directors and granted 200,000 stock options to Mr. Warren under the Company's stock option plan. These options are exercisable at a price of \$0.05 per share and have a term of 5 years.

Properties

The Company maintains an interest in several gold and platinum group element ("PGE") properties. Each property requires assessment work to keep it in good standing. Work may involve airborne geophysical surveys, ground geological, geophysical, and geochemical surveys with line-cutting and drilling.

The properties are described below:

a) Shining Tree Gold Property

In 2011, the Company vested an option agreement with Skead Holdings Ltd., with respect to 139 claim units (5,680 acres or 2,299 ha), situated in Churchill, MacMurchy and Asquith Townships in Ontario (the "Shining Tree Property"). In March, 2018, the Company settled a cumulative overdue advance royalty payment by issuance of 292,307 common shares to Skead Holdings Ltd. in connection with the Shining Tree property. The settlement comprised an aggregate amount of \$73,000, which included a \$35,000 cash payment. The Company now holds a 100% interest in the claims subject to a 3% NSR and advance royalty payments of \$10,000 per year commencing in April 2019. Skead Holdings Ltd. has agreed to defer payment of the April 2019 advance royalty payments.

Further Platinex may eliminate the requirement for future advance royalty payments by making a one-time advance royalty payment of \$100,000. Two thirds of the 3% NSR may be reduced by staged payments totaling \$1.75 million. If Skead Holdings Ltd wishes to sell the residual royalty interest the Company retains a right of first refusal to purchase the NSR. On May 10, 2012, the Company acquired a lease (40 acres, 16 ha) from Gary John McBride for 200,000 shares of the Company. The lease is central to the Shining Tree property.

Subsequently, the company entered into two agreements in August 2016 and a further five agreements in November, 2016, January, 2017, March, 2017, April, 2017 and June 2017 and staked claims in December, 2016 which significantly expand the size and potential of its Shining Tree gold property. Platinex has entered into an option agreement with Skead Holdings Ltd. and Ashley Gold Mines Limited, with respect to certain claims situated in Churchill, MacMurchy and Asquith Townships, in Ontario. Platinex has the right to acquire a 100%-interest in the 54 claim units and a 50% interest in a further 8 claim units (991 ha or 2,480 acres), subject to a 2% NSR, by issuing 200,000 shares of Platinex, and by making cash payments (or share equivalent) of \$95,000 and by incurring property expenditures of \$500,000 during the ensuing four-year period to August 17, 2020. The option is currently in arrears by \$25,000. Platinex also entered into an agreement with two prospectors to purchase a 100% interest in four claims comprising 20 claim units (320 ha or 800 acres) in Churchill, MacMurchy and Asquith Townships, in Ontario by issuing 400,000 shares of Platinex. Platinex subsequently entered into five agreements with one prospector to purchase a 100% interest in: ten claims comprising 70 claim units (1,120 ha or 2,800 acres) for 398,000 shares on November 3, 2016; four claims comprising 43 claim units (688 ha. or 1,720 acres) for 71,429 shares on January 25, 2017; eight claims comprising 96 claim units (1,536 ha or 3,840 acres) for 86,705 shares on March 30, 2017; 21 claims comprising 267 claim units (4,272 ha or 10,680 acres) for 391,250 shares on April 20, 2017 and 9 claims comprising 127 claim units (2,032 ha or 5,080 acres) for \$5,000 and 436,190 shares on June 20, 2017. Platinex also staked claims comprising 45 claim units (720 ha or 1,800 acres). Six claim units were subsequently included in the Skead Agreement. On December 12, 2017, the Company issued 138,888 shares to Skead Holdings Ltd. and Ashley Gold Mines Limited to satisfy a portion of a \$25,000 option payment on the Skead-Ashley option.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

In January and March 2019, the following amendments were made to option agreement with Skead Holdings Ltd. and Ashley Gold Mines Limited:

- (i) The \$25,000 option in arrears was increased to \$30,000 and due on January 18, 2019 through the issuance of shares (shares issued in January 2019);
- (ii) Final option payment of \$30,000 (payable in cash) due August 1, 2019;
- (iii) Year 3 expenditures of \$150,000 due on or before August 17, 2020;
- (iv) Year 4 expenditures of \$200,000 due on or before August 17, 2021.

The property acquisition has encircled the former producing Ronda Gold Mine and includes the southern half of the workings enhancing the Shining Tree property's exposure to the intersection of a major east-west gold bearing structure, the Tyrrell-Ridout Deformation Zone and a north-south fault. In particular, Platinex has focused on acquisition of the recently mapped expression of the Tyrrell-Ridout Deformation Zone as it represents a possible source of the many gold in till anomalies

A NI 43-101 technical report dated June 8, 2018 prepared by Hrayr Agnerian covers the expanded property and has been filed on SEDAR.

Giving consideration to the sale of the claim L4212960, the combined property created by the acquisitions comprises 868 claim units (13,888 ha or 34,760 acres). In April, 2018 a new claim system in the Province of Ontario came into effect.

On March 25, 2019 Platinex Inc. amended its Option Agreement with Skead Holdings Ltd. And Ashley Gold Mines Limited ("**Skead-Ashley**") to segment claim L4212960 which is held 50% by Skead-Ashley, from the remainder of the optioned property which is held as to 100% by Skead-Ashley.

On April 12, 2019 Platinex assigned its rights to the option on claim L4212960 to Treasury Metals Inc. for \$10,000 cash, \$15,000 in shares of Treasury Metals Inc, and a 1% NSR in the 50% interest in claim L4212960.

b) Herrick Deposit

The property is underlain by a northwest trending, steeply dipping, sequence of felsic to mafic metavolcanic rocks overlain by younger Timiskaming aged rocks and intruded by irregular trachyte porphyries and syenite stocks of Early Precambrian age.

Shining Tree's Herrick deposit was discovered in 1918 and subsequently was developed by a 94 m shaft with 345 m of lateral development on two veins. In 1989 Unocal Ltd. evaluated the historic data and, based on that, stated a potential for the system to carry 5,716 tonnes per vertical metre at 7.2 g/t Au over a width of 1.8 m (400 ounces per vertical foot), Unocal carried out diamond drilling of 11 holes for 1,473m and collected 201 channel samples and 35 composite grab samples on the Herrick vein. In 1990 Fort Knox Gold Inc. followed this work with 45 further channel samples and confirmed the presence of gold mineralization over a 385m strike length, obtaining samples grading up to 56.5 g/t Au over 1.0 m.

Between 2009 and 2011, the Company has drilled 51 holes for 6,190m on the Herrick deposit. All of the holes have returned good gold values and the deposit has been tested along a 380m strike length and to 300m depth. It is open in all directions.

c) Gold in Glacial Till

From October 2008 to March 2012, then from August 2016 to present, the Company has carried out an exploration program on the property. Particular interest is focused on 446 samples recovered from basal till that have been processed by Overburden Drilling Management. Many of the samples contain pristine gold grains indicating a nearby bedrock source. The Company views this result as the initial step in locating and identifying one or more major gold deposits, potentially leading to a new major gold camp.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

Acquisition of a significant strike extent along the Tyrrell-Ridout Deformation Zone will give Platinex access to a very prospective source for the gold. This deformation zone remains largely underexplored.

Gold is known as the best pathfinder to gold, intuitively providing the most direct path to a significant discovery. Less direct indicators of gold including other geochemical, geophysical and geological expressions are less reliable indicators of gold in the ground. Not all major gold deposits in glaciated terrains provide evidence of their existence through gold dispersion trains. However, gold dispersion trains are always pathfinders to sources of gold in place and major gold dispersion trains are either associated with major gold deposits or multiple spatially concentrated gold deposits. This is the promise of the Shining Tree property.

d) Highlights for the Potential of the Shining Tree Property

Discussions with several parties are being undertaken and interest in the possibly farm-out of the Shining Tree Property is being sought. The more salient aspects of the property's potential include:

1. Mining camp scale property which de-risks chances of exploration failure. Shining Tree is a virtually pristine property from a modern exploration viewpoint sited in the Abitibi Orogen which is one of the most prolific known gold belts in the world.
2. Gold in till results work needs to be followed up and expanded.
3. Presence of a major gold bearing deformation (collision) zone (Tyrrell-Ridout) for at least a 21 km strike length which has not been a focus of prospecting or exploration in the past.
4. Proximity to a gold porphyry in the area (Cote Lake) which is older than other known gold deposits in the Abitibi, is the only known gold porphyry deposit in the Abitibi, and its provenance and possible repetition are yet to be determined.
5. Presence of many gold prospects and deposits with good gold grades with limited modern exploration.
6. Existence of at least two persistent types of gold association. (gold-arsenic and gold-telluride association). These are signature features prominent in major gold camps such as Kirkland Lake and Red Lake.
7. Continuity of gold mineralization hole to hole as at the Herrick deposit has positive size implications. If the gold grades found in near surface sampling (eg 7-12 g/t Au) repeats at depth there may be potential to find something like the West Timmins Mine at depth.
8. Proximity along east west structures to two significant scale gold deposits (Cote Lake (plus 10 million ounces Au) and the Juby (approximately 4 million ounce Au)).
9. Probable development of a mill (projected at 30,000 tonnes per day) at Cote Lake will bring milling capacity and mining infrastructure closer to Shining Tree and increase the intrinsic value and potential of the property.
10. The bulk of the property is 100% owned by Platinex. A small portion of this is subject to a 3%NSR and \$10,000 annual advance royalty payments. The remaining portion of the property is subject to an option agreement with favourable terms.
11. There is a team of prospector-vendors and consulting geologists very knowledgeable about the property and the belt and who have collaborated to build up this opportunity and remain as a resource.

e) Memorandum of Understanding

In October 2017, the 2009 exploration agreement with Mattagami and Matachewan First Nations was amended to include the additional claim units to the Shining Tree property. A revised mineral exploration plan under the New Ontario Mining Act was submitted in 2017 and is now in effect. A new 3 year exploration permit was applied for in September 2017 and is now approved. Platinex issued 100,000 common shares of the Company to Mattagami First Nation in consideration of assistance they provided in facilitating the permitting process during exploration and the receipt of a written report identifying traditional knowledge and activities in reference to the Shining Tree property.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

Nabish Lake, Ontario

On August 11, 2014, Platinex acquired an option to purchase the Nabish Lake Ni-Cu-PGE property located 20 kilometres south of the Town of Dryden, Ontario. The property comprises 94 claim units covering 1,504 hectares of the Nabish Lake mafic intrusive complex. The intrusion is one of several mineralized, mafic to ultramafic intrusions that ring the large Atikwa Batholith. Documents on record with the Ontario Ministry of Northern Development and Mines report samples collected on the property have returned values of up to 3.5% Ni, 6.5% Cu and anomalous levels of PGE. In addition, an airborne VTEM survey over a portion of the property has outlined several unexplained geophysical conductors worthy of drill testing.

On August 11, 2014, Rubicon Minerals Corporation agreed to grant the Company a four-year option to purchase a one hundred percent (100%) undivided interest in 10 unpatented mining claims, subject to a 1.5% NSR, in exchange for 800,000 common shares of Platinex and \$70,350 to be paid by the fourth anniversary according to a prescribed payment schedule. An initial issuance of 200,000 common shares recorded at the fair market value of \$0.01 per share was made on August 19, 2014 and the first payment for \$7,350 was to be made on the earlier of four months after signing or receipt of drilling permits and exploration financing; the payment is in default. A second optional payment of \$6,000 on August 11, 2015 and a third payment of \$10,000 on August 10, 2016 have not been made. The property comprises 10 claims for 92 claim units covering 1,504 hectares of the Nabish Lake mafic intrusive complex. The claim units have recently been converted under the new Ontario Mining Act to cells.

For the purpose of this MD&A, James R. Trusler, P.Eng., Chairman and Interim CEO of the Company is the Qualified Person.

Private Placements

For further detail regarding share capital issuances, refer to the audited consolidated financial statements and related notes for the years ended December 31, 2018 and December 31, 2017. The proceeds from non-flow through common shares are used for administrative expenses and working capital. The proceeds from issuance of flow-through common shares are used for mineral exploration on the Company's Canadian mineral properties qualifying as Canadian Exploration Expense (CEE) under the *Income Tax Act (Canada)* enabling the subscriber to obtain applicable tax credits and deductions.

On November 15, 2017, the Company closed the first tranche of a \$600,000 private placement, 8,550,000 units at \$0.05 per unit to raise \$427,500. Each unit comprised one common share and one warrant. Each warrant is exercisable into a common share at an exercise price of \$0.15 on or before November 15, 2019 which is 24 months after the first closing of the private placement. Provided that if the average closing price of common shares trade at a price of \$0.20 for 20 consecutive trading days four months after the closing of the private placement, Platinex may give written notice to the holders of the Warrants changing the expiry date to a date which is not less than 30 days following the written notice.

On November 30, 2017, the Company completed the second and final part a private placement of 3,450,000 units at \$0.05 per unit to raise an additional \$172,500. Each unit comprised one common share and one warrant. Each Warrant is exercisable into a Common Share at an exercise price of \$0.15 on or before November 15, 2019 which is 24 months after the first closing of the Private Placement. Provided that if the average closing price of Common Shares trade at a price of \$0.20 for 20 trading consecutive days four months after the closing of the Private Placement, Platinex may give written notice to the holders of the Warrants changing the expiry date to a date which is not less than 30 days following the written notice.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

Selected Annual Financial Information

The following is selected financial data derived from the audited consolidated financial statements of the Company as at December 31, 2018, 2017 and 2016 and for the years ended December 31, 2018, 2017 and 2016.

Description	Year Ended December 31, 2018 \$	Year Ended December 31, 2017 \$	Year Ended December 31, 2016 \$
Total revenues	nil	nil	nil
Net loss	(3,393,214)	(881,434)	(331,970)
Net loss per common share – basic and diluted	(0.03)	(0.01)	(0.01)
Total assets	106,221	2,722,041	2,239,786
Total non-current financial liabilities	nil	nil	nil
Distribution or cash dividends	nil	nil	nil

Summary of Quarterly Information

The following table sets out financial performance highlights for the last eight fiscal quarters.

	Dec-18 \$	Sept-18 \$	Jun-18 \$	Mar-18 \$	Dec-17 \$	Sept-17 \$	Jun-17 \$	Mar-17 \$
Expenses	2,369,332	405,250	167,522	451,110	48,109	495,701	169,904	169,720
Net loss	2,369,332	405,250	167,522	451,110	48,109	495,701	169,904	169,720
Loss per share basic	0.0243	0.0042	0.0017	0.0046	0.0006	0.0059	0.0022	0.0023
Loss per share fully diluted	0.0243	0.0042	0.0017	0.0046	0.0006	0.0056	0.0022	0.0020

Financial Position:

Financial Position	Dec-18 \$	Sept-18 \$	Jun-18 \$	Mar-18 \$	Dec-17 \$	Sept-17 \$	Jun-17 \$	Mar-17 \$
Total assets	106,221	2,404,907	2,411,767	2,565,364	2,722,041	2,139,661	2,236,533	2,215,935
Total long-term Liabilities	-	-	-	-	-	-	-	-
Shareholders' Equity (Deficiency)	(188,608)	2,175,124	2,309,174	2,469,696	2,561,406	2,038,652	2,149,556	1,972,615

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

Results of Operations

For the three months ended December 31, 2018 compared to the three months ended December 31, 2017

The Company's net loss totaled \$2,369,332 for the three months ended December 31, 2018, with basic and diluted loss per share of \$0.0243. This compares with a net loss of \$48,109 with basic and diluted loss per share of \$0.0006 for the three months ended December 31, 2017. The increase in net loss of \$2,321,223 was primarily attributable to:

- For the three months ended December 31, 2018, the Company recorded an impairment of exploration and evaluation asset of \$2,188,670 compared to \$12,628 for the three months ended December 31, 2017. In the current period, the Company wrote down the Shining Tree property due to indicators of impairment.
- For the three months ended December 31, 2018, the Company expensed its investment in IGF and royalty in DSC in the amount of \$232,910. The Company deemed that the investment in IGF had declined in value and expensed the entire investment along with its 5% gross revenue royalty in DSC.

For the year ended December 31, 2018 compared to the year ended December 31, 2017

The Company's net loss totaled \$3,393,214 for the year ended December 31, 2018, with basic and diluted loss per share of \$0.03. This compares with a net loss of \$881,434 with basic and diluted loss per share of \$0.01 for the year ended December 31, 2017. The increase in net loss of \$2,511,780 was primarily attributable to:

- For the year ended December 31, 2018, the Company recorded an impairment of exploration and evaluation asset of \$2,188,670 compared to \$12,628 for the year ended December 31, 2017. In fiscal 2018, the Company wrote down the Shining Tree property due to indicators of impairment.
- For the year ended December 31, 2018, the Company incurred \$349,114 in consulting fees compared to \$132,200 for the year ended December 31, 2017. The increase in consulting fees resulted from the use of advisors in the Company's business operations. Consulting fees including the \$170,000 non-cash value of compensation warrants issued to the Company's capital advisors and the \$25,000 non-cash value of common shares issued as part of the royalty investment.
- For the year ended December 31, 2018, the Company expensed its investment in IGF in the amount of \$232,910. The Company deemed that the investment in IGF had declined in value and expensed the entire investment along with its 5% gross revenue royalty in DSC.

Liquidity and Capital Resources

At December 31, 2018, the Company had a working capital deficiency of \$224,980 (working capital of \$383,272– December 31, 2017) and cash balances of \$13,797 (\$510,297 – December 31, 2017).

	December 31 2018	December 31 2017
Cash	\$ 13,797	\$ 510,297
Other current assets	56,052	33,610
Current liabilities	(294,829)	(160,635)
Working capital (deficiency)	\$ (224,980)	\$ 383,272

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

Working capital (deficiency) is defined as current assets net of current liabilities, which is a non-GAAP measure. Non-GAAP financial measures do not have any standardized meanings prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers. However, management believes that it is a useful in assessing the Company's liquidity.

The Company has limited financial resources and no source of operating revenue. In the past, it has relied on debt and equity financings to maintain its exploration, environmental permitting, and engineering and development activities and meet its administrative costs. The Company continues to seek capital through various means including the possible joint venturing of a direct interest in its projects and by the issuance of equity and/or debt. If the Company experiences significant delays in obtaining additional funding necessary to fund its ongoing operating and capital requirements, this may have a material adverse impact on the Company's financial condition, business and plan of operations.

The mineral properties in which the Company currently has an interest are in the exploration stages and, consequently, the Company has no current source of operating revenue and is dependent on external financing to fund continued exploration and development of its mineral properties. Historically, the Company's principal sources of funding have been the issuance of equity securities for cash and interest income from short-term investments.

The challenging financial markets currently faced by companies in the junior mining sector generally, have had a significant adverse effect on the Company's share price and on its ability to raise additional funds through equity financings on a timely basis. The Company has taken steps to conserve cash pending completion of additional financings.

Transactions with Related Parties

Related parties include the Board of Directors and other key management personnel, close family members and enterprises that are controlled by these individuals. Related party transactions are conducted in the normal course of operations and are measured at the exchange value (the value amount established and agreed to by the related parties).

The following summaries the Company's related party transactions for the periods are presented below:

	Year ended December 31, 2018	Year ended December 31, 2017
Rent paid	\$ 9,000	\$ 12,000
Exploration and evaluation assets	\$ -	\$ 2,069

Key management personnel is defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company. Company's key management personnel include the Chief Executive Officer, the Chief Financial Officer and the Corporate Secretary.

Remuneration of key management of Company for the periods are presented below:

	Year ended December 31, 2018	Year ended December 31, 2017
Director fees	\$ 40,000	\$ 62,898
Management fees	138,870	78,000
Professional fees	11,424	-
Stock based compensation	266,000	181,810
	\$ 456,294	\$ 322,708

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

As at December 31, 2018, related parties were owed \$40,078 (December 31, 2017 - \$nil) recorded in accounts payable and accrued liabilities.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

There are no material decisions by the Board of Directors of the Company with respect to any imminent or proposed transactions that have not been disclosed.

Financial Instruments and Risk Factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Fair Value of Financial Instruments

The fair value hierarchy is comprised of three levels: (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3). As at December 31, 2018 and 2017, the Company had no financial instruments valued using the fair value hierarchy.

As at December 31, 2018 and 2017, the carrying value of the Company's cash and accounts payable and accrued liabilities represent their fair values due to their short-term nature.

Credit Risk

The Company's credit risk is attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash is maintained at a major financial institution with reputable credit and therefore management believes credit risk to be minimal.

Liquidity Risk

As at December 31, 2018, the Company had a cash balance of \$13,797 (2017 - \$510,297) to settle current liabilities of \$294,829 (2017 - \$160,635). If additional financing in the near term is delayed, the Company may consider the sale of non-core assets to assist it in meeting its ongoing capital requirements. The Company's accounts payable and accrued liabilities are generally due in 30 days and are subject to normal trade terms.

Market Risk

(a) Interest Rate Risk

The Company has cash balances subject to nominal interest rate. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company has no loans and consequently is not exposed to interest rate risk on liabilities.

PLATINEX INC.

Management's Discussion & Analysis For the Years Ended December 31, 2018 and 2017

(b) Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

(c) Price Risk

The Company is indirectly exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Critical Accounting Estimates and Judgements

Judgements

Judgements that management has made in process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized on the consolidated financial statements include:

a) Going concern

The assumption that the Company will be able to continue as a going concern is subject to critical judgements of management with respect to assumptions surrounding the short and long-term operating budget, investment and financing activities and management's strategic planning. Should those judgements prove to be inaccurate, management's continued use of the going concern assumptions would be inappropriate.

b) Functional currency

The determination of functional currency for the Company's subsidiaries requires assessment of the currency of the primary economic environment in which the entity operates. Determination of functional currency may involve certain judgements to determine the primary economic environment. The Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

c) Impairment of Exploration and Evaluation Assets

Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses, is a subjective process involving judgement and a number of estimates and interpretations in many cases. Determining whether to test for impairment of exploration and evaluation assets requires management's judgement, among others, regarding the following:

- (i) The period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- (ii) Substantive expenditure on further exploration and evaluation of mineral resources in a specific area is neither budgeted nor planned;
- (iii) Exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; or
- (iv) Sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Additional external factors which could trigger an impairment review include, but are not limited to, significant negative industry or economic trends and significant declines in ore prices.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset must be estimated. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash generating unit to which the asset belongs must be determined. Identifying the cash generating units requires considerable management judgement. In testing an individual asset or cash generating unit for impairment and identifying a reversal or impairment losses, management estimates the recoverable amount of the asset or the cash-generating unit. This requires management to make several assumptions as to future events or circumstances. These assumptions and estimates are subject to change if new information becomes available.

Actual results with respect to impairment losses or reversals of impairment losses could differ in such a situation and significant adjustments to the Company's assets and losses may occur during the next period.

d) Title to Mineral Property Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Estimates

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and assumptions are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

a) Share-based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share options, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in notes 8 and 9 of the consolidated financial statements.

b) Income Taxes and Other Taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgement is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

c) Commitments and contingencies as detailed in notes 5 and 15 of the consolidated financial statements.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

New Accounting Policies

IFRS 9, Financial Instruments

Effective January 1, 2018, the Company adopted IFRS 9. In July 2014, the IASB issued the final publication of the IFRS 9 standard, which supersedes IAS 39, Financial Instruments: recognition and measurement (IAS 39). IFRS 9 includes revised guidance on the classification and measurement of financial instruments, new guidance for measuring impairment on financial assets, and new hedge accounting guidance. The Company has adopted IFRS 9 on a retrospective basis, however, this guidance had no impact to the Company's financial statements.

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit and loss ("FVTPL").

The new hedge accounting guidance had no impact on the Company's consolidated financial statements.

Below is a summary showing the classification and measurement bases of our financial instruments as at January 1, 2018 as a result of adopting IFRS 9 (along with comparison to IAS 39).

Classification	IAS 39	IFRS 9
Cash	Loans and receivables (amortized cost)	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities (amortized cost)	Amortized cost

Financial assets

- Amortized cost

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at fair value through profit and loss: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent "solely payments of principal and interest".

The Company's cash is measured at amortized cost.

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

- Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

The Company's accounts payable and accrued liabilities do not fall into any of the exemptions and are therefore measured at amortized cost.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Standards, Amendments and Interpretations Not Yet Effective

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2019 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded.

IFRS 16 – Leases (“IFRS 16”) was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognizes a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 is effective for annual periods beginning on or after January 1, 2019.

IFRIC 23 – Uncertainty Over Income Tax Treatments (“IFRIC 23”) was issued in June 2017 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistently with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019.

The Company is in the final stages of determining the impact of these standards on its consolidated financial statements.

Additional Disclosure for Venture Issuers without Significant Revenue

The accumulated costs relating to the Company's interests in mineral properties are detailed in the annual consolidated financial statements and notes for the years ended December 31, 2018 and 2017.

Disclosure of Outstanding Share Data

The number of common shares of the Company outstanding and the number of common shares issuable pursuant to other outstanding securities of Platinex as at April 30, 2019 are as follows:

Securities	As at April 30, 2019
Common shares outstanding	98,081,595
Issuable under options	9,400,000
Issuable under warrants	21,271,500
Total securities	128,753,095

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors described below.

Exploration, Development and Operating Risks

Mining and exploration operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of precious metals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

The exploration for and development of mineral deposits involves significant risks which may not be eliminated even with a combination of careful evaluation, experience and knowledge. While the discovery of precious metals and other minerals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of the minerals and proximity to infrastructure; mineral prices, which are highly cyclical; and government regulations, including regulations on prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection. The exact effect of these factors cannot be accurately predicted but their combination may result in the Company not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by the Company on the search and evaluation of precious metals and other minerals will result in discoveries of commercial quantities of ore or other minerals.

Land Title

Although the title to the properties in which the Company holds an interest was reviewed by or on behalf of the Company, no formal title opinions were delivered to the Company and, consequently, no assurances can be given that there are no title defects affecting such properties. Title insurance generally is not available, and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. The Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such claims may be in doubt. Accordingly, the Company's mineral properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects.

Competition May Hinder Corporate Growth

The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies for the acquisition of properties producing, or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire attractive mining properties or skilled resources on terms it considers acceptable or at all. Consequently, the Company's revenues, operations and financial condition could be materially adversely affected.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

Additional Capital

The development and exploration of the Company's properties may require substantial additional financing. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development or production on any or all of the Company's properties or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

Commodity Prices

The price of the common shares, the Company's financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in the price of gold. Gold prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of gold by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major gold-producing countries throughout the world. The price of gold has fluctuated widely in recent years, and future serious price declines could cause continued development of the Company's properties to be impracticable. Future production from the Company's properties is dependent on gold prices that are adequate to make these properties economic.

In addition to adversely affecting the Company's reserve and/or resource estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Government Regulation

The mining, processing, development and mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters.

Exploration may also be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploration and production, price controls, export controls, currency availability, foreign exchange controls, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations, limitations on foreign ownership, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on repatriation of income and return of capital, limitations on mineral exports, high rates of inflation, increased financing costs, and site safety. This may affect both the Company's ability to undertake exploration and development activities on present and future properties in the manner contemplated, and its ability to continue to explore, develop and operate those properties in which it has an interest or for which it has obtained exploration and development rights to date.

Although the Company believes that its exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development or future potential production. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Political Risks

All of the Company's current operations are conducted in Ontario, and as such, are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties include, but are

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

not limited to, renegotiation or nullification of existing concessions, licenses, permits and contracts, and changes in taxation policies.

Future political actions cannot be predicted and may adversely affect the Company. Changes, if any, in mining or investment policies or shifts in political attitude in the province of Ontario may adversely affect the Company's business, results of operations and financial condition. Future operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. The possibility that future governments may adopt substantially different policies, which may extend to the expropriation of assets, cannot be ruled out.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the Company's consolidated business, results of operations and financial condition.

Labour and Employment Matters

While the Company has good relations with its employees, these relations may be impacted by changes in the scheme of labour relations which may be introduced by the relevant governmental authorities in whose jurisdictions the Company carries on business. Adverse changes in such legislation may have a material adverse effect on the Company's business, results of operations and financial condition.

Market Price of Common Shares

Securities of micro and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. The Company's share price is also likely to be significantly affected by short-term changes in gold prices or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the Company's performance that may have an effect on the price of the common shares include the following: the extent of analytical coverage available to investors concerning the Company's business may be limited if investment banks with research capabilities do not continue to follow the Company; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of common shares; the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the common shares that persists for a significant period of time could cause the Company's securities to be delisted from the exchange on which they trade, further reducing market liquidity.

As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the Company's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of common shares in the public markets, or the potential for such sales, could decrease the trading price of the common shares and could impair the Company's ability to raise capital through future sales of common shares. The Company has previously completed private placements at prices per share which are from time to time lower than the market price of the common shares. Accordingly, a significant number of shareholders of the Company have an investment profit in the common shares of the Company that they may seek to liquidate.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

Conflicts of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the Business Corporations Act (Ontario) and other applicable laws.

Management

The success of the Company is currently largely dependent on the performance of its management. Shareholders will be relying on the good faith, experience and judgment of the Company's management and advisers in supervising and providing for the effective management of the business of the Company. The loss of the services of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its management or other qualified personnel required to operate its business. Failure to do so could have a materially adverse effect on the Company and its prospects.

Additionally, directors and officers of the Company may also serve as directors and/or officers of other public companies from time to time.

Consequently, such directors and officers will be dividing their time between their duties to the Company and their duties to their other reporting issuers.

The Company has not purchased "key-man" insurance, nor has it entered into non-competition and non-disclosure agreements with management and has no current plans to do so.

Permitting Matters

The Company's operations are subject to receiving and maintaining permits and licences from appropriate governmental authorities from time to time. Although Platinex currently has all required permits and licences for its operations as currently conducted, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits and licences for the existing operations or additional permits or licences for all future new operations. Prior to any development on any of its properties, Platinex must receive permits and licences from appropriate governmental authorities. There can be no assurance that Platinex will receive and/or continue to hold all permits and licences necessary to develop or continue operating at any particular property, or that any such licences or permits awarded will not be cancelled pursuant to applicable legislation.

Insurance and Uninsured Risks

Platinex's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to Platinex's properties or the properties of others, delays in exploration, development, monetary losses and possible legal liability.

The Company currently maintains directors' and officers' liability insurance and general liability insurance in such amounts as it considers to be reasonable. Accordingly, the insurance of the Company does not cover the potential risks associated with a mineral exploration company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover,

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

insurance against risks such as environmental pollution or other hazards as a result of exploration and production may not be generally available to Platinex or to other companies in the mineral exploration industry on acceptable terms. Platinex might also become subject to liability for pollution or other hazards which may not be insured against or which Platinex may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Platinex to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Environmental Risks and Hazards

All phases of Platinex's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Platinex's operations. Environmental hazards may exist on the properties on which Platinex holds interests which are unknown to Platinex at present and which have been caused by previous or existing owners or operators of the properties. Government approvals and permits are currently, and may in the future be, required in connection with Platinex's operations. To the extent such approvals are required and not obtained, Platinex may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mineral exploration activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and/or mineral exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses or capital expenditures or require abandonment or delays in development of new mineral exploration properties.

Infrastructure

Mineral exploration, processing, development and related activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect Platinex's operations, financial condition and results of operations.

No History of Mineral Production

Platinex has never had any interest in mineral producing properties. There is no assurance that commercial quantities of minerals will be discovered at any of Platinex's current or future properties, nor is there any assurance that the exploration programs thereon will yield any positive results. Even if commercial quantities of minerals are discovered, there can be no assurance that any of the Company's properties will ever be brought to a stage where mineral resources can profitably be produced thereon. Factors which may limit the ability of Platinex to produce mineral resources from its properties include, but are not limited to, the price of the mineral resources for which the Company is exploring, availability of additional capital and financing and the nature of any mineral deposits.

PLATINEX INC.

Management's Discussion & Analysis
For the Years Ended December 31, 2018 and 2017

Additional Information

Additional information regarding the Company is available on SEDAR at www.sedar.com.

Regulatory Overview

Canadian Companies with U.S. Marijuana-Related Assets

On October 16, 2017, the Canadian Securities Administrators published Staff Notice 51-352 Issuers with U.S. Marijuana-Related Activities which provides specific disclosure expectations for issuers that currently have, or are in the process of developing, cannabis-related activities in the United States as permitted within a particular state's regulatory framework. All issuers with United States cannabis-related activities are expected to clearly and prominently disclose certain prescribed information in prospectus filings and other required disclosure documents. As a result of the Company's investments and proposed investments in certain United States entities (as described herein), the Company believes it is subject to Staff Notice 51-352 and has accordingly provided the disclosure in this document to satisfy such requirements. Staff Notice 51-352 was subsequently revised on February 8, 2018.

Such disclosure includes, but is not limited to, (i) a description of the nature of a reporting issuer's involvement in the U.S. marijuana industry; (ii) an explanation that marijuana is illegal under U.S. federal law and that the U.S. enforcement approach is subject to change; (iii) a statement about whether and how the reporting issuer's U.S. marijuana-related activities are conducted in a manner consistent with U.S. federal enforcement priorities; and (iv) a discussion of the reporting issuer's ability to access public and private capital, including which financing options are and are not available to support continuing operations. Additional disclosures are required to the extent a reporting issuer is deemed to be directly or indirectly engaged in the U.S. marijuana industry, or deemed to have "ancillary industry involvement", all as further described in the Staff Notice.

The marijuana industry has accelerated in recent years as a number of jurisdictions, including Canada and certain U.S. states, continue to explore liberalization measures around marijuana law. While most jurisdictions have a uniform national framework for marijuana regulation, in the U.S., there is a conflict between state and federal law related to marijuana with certain U.S. states permitting its use and sale within a regulatory framework notwithstanding that marijuana continues to be listed as a controlled substance under U.S. federal law. As such, marijuana related practices or activities, including the cultivation, possession, or distribution of marijuana, are illegal under U.S. federal law.

In relation to the its potential efforts in the US marijuana business, the Company intends to only work with entities ("**Licensed Operators**") which have obtained all requisite licenses ("**License**") from applicable US state and municipal government regulatory authorities. The Company will not operate in jurisdictions which have not legalized marijuana, and does not intend on operating in U.S. State jurisdictions which have legalized marijuana but have not developed a licensing and compliance regime for Licensed Operators, in a manner compliant with guidance previously provided by the Cole Memo.

As such the Company believes its U.S. marijuana-related activities are conducted in a manner consistent with U.S. federal enforcement priorities. Further the company believes it is compliance with Oregon State law and the related licensing framework. The Company's ability to access public and private markets will be dependent on a variety of factors many of which will be beyond the company's control. For example, public and private capital markets may have no appetite for funding the Company's activities in the US cannabis market based on shifting rules and regulations and this could also impact the company's ability to fund its mining exploration activities. As at December 31, 2018 the balance sheet exposure related to the Company's investment in IGF was limited as all related investments in DSC and IGF written down to nil and a loss recognized in the Company's 2018 operating statements.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

WE REMIND INVESTORS THAT THE POLITICAL AND REGULATORY CIRCUMSTANCES SURROUNDING THE TREATMENT OF U.S. MARIJUANA-RELATED ACTIVITIES ARE UNCERTAIN. IN THE EVENT THAT U.S. FEDERAL LAW AGAINST MARIJUANA IS ENFORCED, THERE COULD BE MATERIAL CONSEQUENCES FOR ANY ISSUER WITH U.S. MARIJUANA RELATED ACTIVITIES, INCLUDING PROSECUTION AND ASSET SEIZURE.

The Company will not be attempting to raise capital in the public or private markets in the United States.

United States Federal Law

The U.S. Department of Justice has issued official guidance regarding marijuana enforcement in 2009, 2011, 2013, 2014 and 2018 in response to state laws that legalize medical and adult-use marijuana. In each instance, the U.S. Department of Justice ("DOJ") has stated that it is committed to the enforcement of federal laws and regulations related to marijuana. However, the DOJ has also recognized that its investigative and prosecutorial resources are limited. As of January 4, 2018, the U.S. Department of Justice has rescinded all federal enforcement guidance specific to marijuana and has instead directed that federal prosecutors should follow the "Principles of Federal Prosecution" originally set forth in 1980 and subsequently refined over time in chapter 9-27.000 of the U.S. Attorney's Manual creating broader discretion for federal prosecutors to potentially prosecute state-legal medical and adult-use marijuana businesses even if they are not engaged in marijuana-related conduct enumerated by the Cole Memo as being an enforcement priority. Prior to 2018 and in the Cole Memo, the U.S. Department of Justice acknowledged that certain U.S. states had enacted laws relating to the use of marijuana and outlined the U.S. federal government's enforcement priorities with respect to marijuana notwithstanding the fact that certain states have legalized or decriminalized the use, sale, and manufacture of marijuana. "Cole Memo" means the memorandum dated August 29, 2013, addressed to "All United States Attorneys" from James M. Cole, Deputy Attorney General of the United States, as may be supplemented or amended indicating that federal enforcement of the applicable federal laws against cannabis-related conduct should be focused on eight priorities, which are to prevent: (1) distribution of cannabis to minors; (2) criminal enterprises, gangs and cartels from receiving revenue from the sale of cannabis; (3) transfer of cannabis from States where it is legal to States where it is illegal; (4) cannabis activity from being a pretext for trafficking of other illegal drugs or illegal activity; (5) violence or use of firearms in cannabis cultivation and distribution; (6) drugged driving and adverse public health consequences from cannabis use; (7) growth of cannabis on federal lands; and (8) cannabis possession or use on federal property.

EVEN THOUGH THE COLE MEMO HAS BEEN RESCINDED WE WILL, AS GUIDING CORPORATE POLICY, CONTINUE TO ABIDE BY ITS PRINCIPLES AND PRESCRIPTIONS, AS WELL AS STRICTLY FOLLOWING THE REGULATIONS SET FORTH BY THE CURRENT US FEDERAL ENFORCEMENT GUIDELINES AND US STATES IN WHICH THE COMPANY OPERATES OR HAS INVESTMENTS. AS SUCH, THE COMPANY BELIEVES THAT THE COMPANY'S U.S. MARIJUANA-RELATED ACTIVITIES ARE CONDUCTED IN A MANNER CONSISTENT WITH U.S. FEDERAL ENFORCEMENT PRIORITIES.

THERE IS NO GUARANTEE THAT THE CURRENT PRESIDENTIAL ADMINISTRATION WILL NOT CHANGE ITS STATED POLICY REGARDING THE LOW-PRIORITY ENFORCEMENT OF U.S. FEDERAL LAWS THAT CONFLICT WITH STATE LAWS. ADDITIONALLY, ANY NEW U.S. FEDERAL GOVERNMENT ADMINISTRATION THAT FOLLOWS COULD CHANGE THIS POLICY AND DECIDE TO ENFORCE THE U.S. FEDERAL LAWS VIGOROUSLY. ANY SUCH CHANGE IN THE U.S. FEDERAL GOVERNMENT'S ENFORCEMENT OF CURRENT U.S. FEDERAL LAWS COULD CAUSE ADVERSE FINANCIAL IMPACT AND REMAIN A SIGNIFICANT RISK TO THE COMPANY'S BUSINESS.

On December 16, 2014, President Obama signed the H.R.83 - Consolidated and Further Continuing Appropriations Act, 2015 ("Omnibus Bill"), approving spending for certain federal agencies through September 30, 2015. Section 583 of the Omnibus Bill prohibits the United States government from using federal funds to prevent States with medical marijuana laws from implementing state laws that authorize the use, distribution, possession, or cultivation of medical marijuana.

On May 5, 2017, US President Trump signed into law H.R. 244, the Consolidated Appropriations Act, 2017, which authorizes appropriations that fund the operation of the Federal Government through September 30,

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

2017. Section 587 of the Consolidated Appropriations Act prohibits the United States government from using federal funds to prevent States with medical marijuana laws from implementing State laws that authorize the use, distribution, possession, or cultivation of medical marijuana. Nevertheless, (1) this does not prevent the United States government from using federal funds to prevent states with adult use marijuana laws from implementing such laws requiring use, distribution, possession or coloration of adult use marijuana; and (2) there can be no certainty that future U.S. federal funding bills will include similar provisions. The provisions relating to cannabis under Omnibus Bill, are currently under review by the United States Congress, which is in the process of finalizing the appropriations act. See "Risk Factors".

On November 14, 2017, Jeff Sessions, the Attorney General of the United States appearing before the House Judiciary Committee made a comment about prosecutorial forbearance regarding state-licensed marijuana businesses. In his statement Mr. Sessions stated that the US Federal Government's current policy is the same fundamentally as the Holder-Lynch policy, whereby the States may legalize marijuana for its law enforcement purposes, but it still remains illegal with regard to federal purposes.

On March 22, 2018, the House of Representatives and Senate voted in favour of approving the Omnibus Spending Bill and it was signed into law the following day by the President of The United States. With the Bill's approval comes an extension of Rohrabacher-Leahy Amendment until September 2018, which is represented by Section 538 of the Bill. Rohrabacher-Leahy Amendment prevents the US Department of Justice from using federal funds in enforcing federal law relating to medical cannabis, which effectively allows states to implement their own laws that authorize the use, distribution, possession, or cultivation of medical marijuana. The amendment was first introduced in 2014 and has been reaffirmed annually since then. It should be noted that this amendment does not apply to adult-use marijuana.

The provisions of Internal Revenue Code section 280E are being applied by the Internal Revenue Service ("IRS") to businesses operating in the medical and adult use marijuana industry. Section 280E of the IRS prohibits marijuana businesses from deducting their ordinary and necessary business expenses, forcing them to pay higher effective federal tax rates than similar companies in other industries. The effective tax rate on a marijuana business depends on how large its ratio of non-deductible expenses is to its total revenues. Therefore, businesses in the legal cannabis industry may be less profitable than they would otherwise be.

US State Regulatory Overview

Regulations differ significantly amongst the U.S. states. Some U.S. states only permit the cultivation, processing and distribution of medical marijuana and marijuana-infused products. Some U.S. states may also permit the cultivation, processing, and distribution of marijuana for adult purposes and retail marijuana-infused products. At this time the Company's subsidiaries only had active projects or prospects in the State of Oregon. Provided below is a brief summary of the regulations in the State of Oregon as they relate to the Company's active projects.

Oregon has both medical and adult-use marijuana programs. In 1998, Oregon voters passed a limited non-commercial patient/caregiver medical marijuana law with an inclusive set of qualifying conditions that include chronic pain. In 2013, the legislature passed, and governor signed, House Bill 3460 to create a regulatory structure for existing unlicensed medical marijuana businesses. However, the original regulations created by the Oregon Health Authority ("OHA") after the passage of House Bill 3460 were minimal and only regulated storefront dispensaries, leaving cultivators and infused-product manufacturers within the unregulated patient/caregiver system.

In November of 2014, Oregon voters passed Measure 91, "Control, Regulation, and Taxation of Marijuana and Industrial Hemp Act," creating a regulatory system for individuals 21 years of age and older to purchase marijuana for personal use from licensed retail marijuana stores, as well as cultivate marijuana at home. The OLCC licenses and regulates adult-use marijuana businesses and is currently accepting applications. On June 30, 2015, Gov. Kate Brown signed House Bill 3400 into law, which improved on the existing regulatory structure for medical marijuana businesses and created a licensing process for cultivators and processors.

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

On October 15, 2015, OLCC published draft recreational marijuana rules, which were finalized and took effect on June 29, 2016, as OLCC Division 25 of the Oregon Administrative Rules ("**OAR Division 25**"). These rules have been updated on a regular basis since that time, due to administrative prerogative and legislative changes. Currently licensed cannabis companies in the State of Oregon are not subject to residency requirements. OAR Division 25 will continue to evolve and there is no certainty that changes will not adversely affect the Company's operations, as the changes are subject to OLCCs review and approval.

The Oregon Health Authority licenses and regulates medical marijuana businesses and the OLCC licenses and regulates adult-use marijuana businesses. There are six distinct types of license types are available for medical and adult-use businesses: cultivation, manufacturing ("processing"), wholesaling, dispensing, testing and research. Vertical integration between cultivation, processing, and sales is permissible, but not required, for both medical and adult-use. The law does not impose a limit on the number of licenses and applications are currently being accepted for both medical and adult-use businesses on a rolling basis. Local governments may restrict the number of both medical or adult-use marijuana businesses. Laws passed during the 2016 legislative session removed the two-year residency requirement that existed within House Bill 3400.

In Oregon, Licensed Operators must also obtain local permits from the municipalities where the facility will be located where the Licensed Operator intends to carry out its operations. In most municipalities in Oregon where adult-use cannabis businesses are permitted to operate, Licensed Operators must obtain a **LUCS** from the land use/zoning department of the county (if located in unincorporated areas of the county) or the city (if located in the incorporated areas of the county).

PLATINEX INC.

Management's Discussion & Analysis

For the Years Ended December 31, 2018 and 2017

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements, and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.