Management Discussion and Analysis

For the three months ended December 31, 2019 and 2018
As at February 21, 2020

This Management Discussion and Analysis ("MD&A") has been approved in accordance with a resolution of the Board of Directors dated February 21, 2020. It should be read in conjunction with the interim condensed consolidated financial statements of the Company as at and for the periods ended December 31, 2019 and 2018 and with the audited consolidated financial statements for the years ended September 30, 2019 and 2018.

Significant Events in the Quarter

Strategic Investments

In November 2019, the Company acquired 4.5% of the outstanding ordinary shares of zkSnacks Limited ("zkSnacks") for an aggregate purchase price of USD$337,500 ($445,027). The products of zkSnacks include Wasabi Wallet which is an open source, non-custodial, privacy-focused Bitcoin wallet for desktop use. In addition, the Cypherpunk Holdings' Chief Investment Officer, Moe Adham, joined zkSnacks' Board of Directors.

Cryptocurrencies - As at December 31, 2019, the Company's cryptocurrency inventory consists of 182 Bitcoins and 2,749 Moneros with a market value of $1,860,705. At the date of this report the inventory is 203.6 Bitcoins and 2,749 Moneros with a market value of $2,916,914.

Appointment of Chief Executive Officer

On November 4, 2019, the Company announced it appointed Dominic Frisby as Chief Executive Officer replacing Marc C. Henderson who had been serving as interim Chief Executive Officer. Both Mr. Frisby and Mr. Henderson will continue to serve as directors of the Company.

Overall Performance

Investments

Investment Details	**Quantity**	**December 31, 2019**	Quantity	September 30, 2019
Hydro66 Holdings Corp. - Shares	**4,600,000**	**$ 713,000**	4,600,000	$ 1,196,000
Hydro66 Holdings Corp. - Warrants	**5,000,000**	**-**	5,000,000	4,696
Chia Network Inc. - SAFE	**-**	**389,640**	-	397,290
Katana Cryptographic Ltd. - Interest	**1,429**	**126,516**	1,429	126,516
ZkSnacks Limited - Shares	**4,500**	**445,027**	-	-
		$ 1,674,183		$ 1,724,502

More details on these investments are disclosed in the interim condensed consolidated financial statements for the periods ended December 31, 2019 and 2018 and in the audited consolidated financial statements for the years ended September 30, 2019 and 2018.

Cryptocurrencies

As at December 31, 2019, the Company holds 182 Bitcoins and 2,749 Moneros with a market unit value of USD$7,193.60 ($9,343) and USD$44.60 ($57.9), respectively, resulting in a total market value of USD$1,432,634 ($1,860,705). The inventory of Bitcoins and Moneros had a weighted average acquisition cost per unit of USD$7,852 ($10,198) and USD$57.60 ($75), respectively.

Selected Quarterly Information

The below selected quarterly information summarizes the financial information for the last eight quarters.

	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
	Dec-19	Sep-19	Jun-19	Mar-19	Dec-18	Sep-18	Jun-18	Mar-18
	$	$	$	$	$	$	$	$
Interest income	12,265	8,173	5,901	5,940	1,599	11,242	6,744	11,876
Net realized gain (loss) on cryptocurrencies	(627)	(100,885)	119,208	-	-	-	-	-
Net unrealized Gain (loss) on cryptocurrencies	(342,609)	(522,323)	683,316	903	-	-	-	-
Realized gain (loss) on investments	-	(372)	119,118	-		-		
Gain on conversion of investments	-	-	-			1,883,932		
Unrealized gain (loss) on investments	(487,696)	(1,440,763)	1,330,275	(429,250)	(1,996,580)	(532,918)	-	-
Expenses	164,792	151,650	248,287	222,127	75,827	231,651	456,485	54,644
Income tax recovery	-	-	-	-	-	-	-	(212,873)
Net income (loss)	(983,459)	(2,207,820)	2,009,531	(644,534)	(2,070,808)	1,130,605	(449,741)	170,105
Net income (loss) per share (basic and diluted)	(0.01)	(0.02)	0.02	(0.01)	(0.02)	0.01	0.00	0.00
Other comprehensive income (loss)	-	4,461	(322)	(2,067)	2,067	(1,381,963)	1,016,720	-
Total comprehensive income (loss)	(983,459)	(2,203,359)	2,009,209	(646,601)	(2,068,741)	(251,358)	566,979	170,105
Total current assets	2,865,566	3,749,153	4,497,581	3,807,046	4,040,637	4,100,729	4,707,344	4,722,243
Total current liabilities	108,724	113,883	96,623	82,811	159,713	126,939	126,820	85,764
Total assets	4,558,649	5,547,267	7,733,366	5,710,345	6,385,401	8,421,368	8,883,685	7,307,568

In the current period, the main items are the unrealized loss from the adjustments to fair value of the cryptocurrencies and of the investment holdings of Hydro66. There is also interest earned on the bank accounts and on the guaranteed investment certificates “GIC” which fluctuates over the quarters due to changes in the cash balances. Other income in Q4 2018 reflects the $1,883,932 gain on conversion of Arctic Blockchain Ltd. debentures to shares and warrants of Hydro66. Increased expenses in Q3 2019 are mainly due to the legal costs for the claim of Mr. Grant Edey, former CEO of the Company.

The foreign exchange results fluctuate over the quarters mainly due to the variances in the foreign exchange rates, mainly of the US dollar, and for the variance of the cash and cryptocurrencies balances which denominated in such currency.

Other general expenses variances are mainly composed of technical consulting, corporate and administrative expenses.

The main component of total assets of the Company is cash, cryptocurrencies and investments. Total assets variances from Q4 2018 to Q1 2020 are mainly due to the fair value variances of the cryptocurrencies and the Hydro66 Holdings Corp. shares and warrants.

Results of Operations

Comparison of the three-month period ended December 31, 2019 and 2018

The net loss for the period ended December 31, 2019 is $983,459 compared to a net income of $1,819,652 for the same period of the year 2018. The variances are summarized as follows:

- In Q1 2020, there is a $342,609 loss on marked-to-market valuation of the cryptocurrencies held by the Company. In Q1 2019 there were no cryptocurrencies held by the Company.
- In Q1 2020, there is a $487,696 unrealized loss on the fair value adjustment of the shares and warrants of Hydro66 versus a loss of $1,996,580 in Q1 2019. The investments are required to be marked-to-market each period-end and the adjustment is recorded in operations.
- In Q1 2020, the total of expenses for $164,792 is $89,338 higher than the $75,827 of Q1 2019, mainly due to $45,696 of foreign exchange loss in Q1 2020 versus a gain of $58,644 in Q1 2019 originated by 1.9% devaluation versus a 5.4% revaluation in 2020 and 2019, respectively, of the Canadian Dollar versus the US Dollar; in Q1 2020 there is also a $14,300 increase of administrative and corporate services in the Netherlands subsidiary, partially offset by a credit of $45,657 for legal expenses recovered from the 2016 Khan Resources arbitration.

Financial and Capital Management

Outstanding Share Data at December 31, 2019 and February 21, 2020

Common shares outstanding:	90,166,482
Options to purchase common shares:	5,900,000

Cash Flow

For the period ended December 31, 2019, the net cash outflow was $758,209 mainly due to the disbursement of $262,617 for cryptocurrency acquisitions and $445,027 for the acquisition of the investment in zkSnacks Limited in addition to the cash used in the operating expenses partially offset by the $52,720 inflow from the sale of a GIC.

Financial Instruments and Financial Risks

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the investment in cryptocurrencies and blockchain companies. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company considers capital to be its capital stock, warrant, and stock option components of shareholders' equity.

To effectively manage the Company's capital requirements, the management has in place a planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company ensures that there is sufficient working capital and planned future capital raises to meet its short-term business requirements, taking into account its anticipated cash flow from operations and its holding of cash and cash equivalents and short-term investments.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period ended December 31, 2019.

Risk Disclosures

Exposure to credit, interest rate, cryptocurrency and currency risks arises in the normal course of the Company's business.

Credit Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into, causing the other party to incur a financial loss. The Company limits its credit risk by placing its cash with high credit quality financial institutions and with cryptocurrency exchanges on which the Company has performed internal due diligence procedures. The Company deems these procedures necessary as some exchanges are unregulated and not subject to regulatory oversight. Furthermore, crypto-exchanges engage in the practice of commingling their clients' assets in exchange wallets. When crypto assets are commingled transactions are not recorded on the applicable blockchain ledger but are only recorded by the exchange. Therefore, there is risk around the occurrence of transactions or the existence of year end balances represented by exchanges.

As at December 31, 2019, the Company held approximately $1 million in cash and cash equivalents at high credit quality financial institutions and approximately $1.9 million in cryptocurrencies at a custodian regulated by the New York Department of Financial Services. The Company's due diligence procedures around exchanges and custodians utilized throughout the year include, but are not limited to, internal control procedures around on-boarding new exchanges or custodians which includes review of the exchanges or custodians anti-money laundering ("AML") and know-your-client ("KYC") policies by the Company's chief investment officer, constant review of market information specifically regarding the exchanges or custodians security and solvency risk, setting balance limits for each exchange account based on risk exposure thresholds and preparing weekly asset management reports to ensure limits are being followed and having a fail-over plan to move cash and cryptocurrencies held on an exchange or with a custodian in instances where risk exposure significantly changes.

There is no significant credit risk with respect of receivables.

Interest Rate Risk

The Company has no exposure to interest rate risk since there are no outstanding debts or other payables subject to interest charges at the end of the reported years.

Cryptocurrencies Risk

Cryptocurrencies are measured at fair value less cost to sell. Cryptocurrency prices are affected by various forces including global supply and demand, interest rates, exchanges rates, inflation or deflation and political and economic conditions. Further, cryptocurrencies have no underlying backing or contracts to enforce recovery of invested amounts. The profitability of the Company is related to the current and future market price of cryptocurrencies; in addition, the Company may not be able to liquidate its inventory of cryptocurrencies at its desired price if necessary. Investing in cryptocurrencies is speculative, prices are volatile, and market movements are difficult to predict. Supply and demand for such currencies change rapidly and are affected by a variety of factors, including regulation and general economic trends.

Cryptocurrencies have a limited history, their fair values have historically been volatile and the value of cryptocurrencies held by the Company could decline rapidly. A decline in the market prices of cryptocurrencies could negatively impact the Company's future operations. Historical performance of cryptocurrencies is not indicative of their future performance.

Many cryptocurrency networks are online end-user-to-end-user networks that host a public transaction ledger (blockchain) and the source code that comprises the basis for the cryptographic and algorithmic protocols governing such networks. In many cryptocurrency transactions, the recipient or the buyer must provide its public key, which serves as an address for a digital wallet, to the seller. In the data packets distributed from cryptocurrency software programs to confirm transaction activity, each party to the transaction user must sign transactions with a data code derived from entering the private key into a hashing algorithm, which signature serves as validation that the transaction has been authorized by the owner of the cryptocurrency. This process is vulnerable to hacking and malware, and could lead to theft of the Company’s digital wallets and the loss of the Company’s cryptocurrency.

Cryptocurrencies are loosely regulated and there is no central marketplace for exchange. Supply is determined by a computer code, not a central bank. Additionally, exchanges may suffer from operational issues, such as delayed execution, that could have an adverse effect on the Company.

The cryptocurrency exchanges on which the Company may trade on are relatively new and, in many cases, largely unregulated, and therefore may be more exposed to fraud and failure than regulated exchanges for other assets. Any financial, security, or operational difficulties experienced by such exchanges may result in an inability of the Company to recover money or cryptocurrencies being held on the exchange. Further, the Company may be unable to recover cryptocurrencies awaiting transmission into or out of the exchange, all of which could adversely affect an investment of the Company. Additionally, to the extent that the digital asset exchanges representing a substantial portion of the volume in digital asset trading are involved in fraud or experience security failures or other operational issues, such digital asset exchanges' failures may result in loss or less favorable prices of cryptocurrencies, or may adversely affect the Company, its operations and its investments.

Furthermore, crypto-exchanges engage in commingling their client's assets in exchange wallets. When crypto-assets are commingled, transactions are not recorded on the applicable blockchain ledger but are only recorded by the exchange. Therefore, there is a risk around the occurrence of transactions or existence of period end balances represented by exchanges.

Loss of Access Risk

The loss of access to the private keys associated with the Company's cryptocurrency holdings may be irreversible and could adversely affect an investment. Cryptocurrencies are controllable only by an individual that possess both the unique public key and private key or keys relating to the "digital wallet" in which the cryptocurrency is held. To the extent a private key is lost, destroyed or otherwise compromised and no backup is accessible the Company may be unable to access the cryptocurrency.

Irrevocability of Transactions

Cryptocurrency transactions are irrevocable and stolen or incorrectly transferred cryptocurrencies may be irretrievable. Once a transaction has been verified and recorded in a block that is added to the blockchain, an incorrect transfer or theft generally will not be reversible, and the Company may not be capable of seeking compensation.

Hard Fork and Air Drop Risks

Hard forks may occur for a variety of reasons including, but not limited to, disputes over proposed changes to the protocol, significant security breach, or an unanticipated software flaw in the multiple versions of otherwise compatible software. In the event of a hard fork in a cryptocurrency held by the Company, it is expected that the Company would hold an equivalent amount of the old and new cryptocurrency following the hard fork.

Air drops occur when the promoters of a new cryptocurrency send amounts of the new cryptocurrency to holders of another cryptocurrency, so that they will be able to claim a certain amount of the new cryptocurrency for free. The Company may not be able to realize the economic benefit of a hard fork or airdrop, either immediately or ever, for various reasons. For instance, the Company may not have any systems in place to monitor or participate in hard forks or air drops.

Market Risk

Market risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or foreign currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All investments present a risk of loss of capital. The maximum risk resulting from financial instruments is equivalent to their fair value. The Company's investments are susceptible to other market risk arising from uncertainties about future prices of the instruments. The Company moderates this risk through the various investment strategies within the parameters of the Company's investment guidelines.

As of December 31, 2019, management's estimate of the effect on equity to a +/- 10% change in the market prices of the Company's investments, with all other variables held constant, is $167,418.

Foreign Currency Risk

The Company is exposed to foreign currency risk on financial assets and liabilities that are denominated in a currency other than the Canadian dollar. The currencies giving rise to this risk are primarily the U.S. dollar and the Euro, the balance of net monetary assets in such currencies as of December 31, 2019 is $2,292,001 (2018 - $2,386,256). Sensitivity to a plus or minus 10% change in the foreign exchange rates would affect the net comprehensive loss by $229,200.

Liquidity Risk

The Company is exposed to liquidity risk primarily as a result of its trade accounts payable as well as the risk of not being able to liquidate assets at reasonable prices. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December

31, 2019, the Company had cash and cash equivalents balance of $984,465 (September 30, 2019 - $1,742,674) to settle current liabilities of $108,724 (September 30, 2019 - $113,883). All of the Company's trade accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms.

Fair Value Hierarchy

The Company classifies its fair value measurements with a fair value hierarchy, which reflects the significance of the inputs used in making the measurements as defined in IFRS 13 – Financial Instruments; Fair Value Measurement ("IFRS 13").

Level 1 – Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets.

Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Unobservable inputs which are supported by little or no market activity.

December 31, 2019:	Level One	Level Two	Level Three
Cash and cash equivalents	$ 984,465	$ -	$ -
Cryptocurrencies	-	1,860,704	-
Investments	713,000	-	961,183
	$ 1,697,465	$ 1,860.704	$ 961,183

September 30, 2019:	Level One	Level Two	Level Three
Cash and cash equivalents	$ 1,742,674	$ -	$ -
Cryptocurrencies	-	1,975,762	-
Restricted cash	-	52,687	-
Investments	1,196,000	4,696	523,806
	$ 2,938,674	$ 2,033,145	$ 523,806

There have been no transfers between levels 1, 2 or 3 during the reported periods except for the sale of a GIC previously reported in level two.

The Company's cryptocurrencies are classified as Level Two determined by taking the price from www.coinmarketcap.com as of 24:00 UTC.

The Company's investments are classified as Level One, Two or Three depending on the inputs utilized to determine the fair value at year end.

The investments classified as Level One are the 4,600,000 shares of Hydro66. The shares have a fair value of $713,000 at December 31, 2019 (September 30, 2019 - $1,196,000). The fair value of the shares is determined using the stock price of Hydro66 which is listed under the trading symbol "SIX". On

December 31, 2019, the share price was $0.26 (September 30, 2019 - $0.69). The company performed a sensitivity analysis on the fair value of the shares and noted that a 20% decrease in share price would result in a $104,761 decrease in the fair value of the shares.

The investments classified as Level Two are the 5,000,000 warrants of Hydro66. The warrants have a fair value of $Nil at December 31, 2019 (September 30, 2019 - $4,696). The fair value of the warrants is determined using the Black-Scholes option pricing model and is updated at the end of each period. In the current period the warrants were written-off as a result of their continue value decrease.

Investments classified as Level Three consist of the USD$300,000 ($389,640) invested for a SAFE with Chia, USD$100,000 ($126,516) invested for an interest in Katana and $445,027 invested for 4,500 shares of zkSnacks Limited. The fair value of the SAFE was determined using the consideration paid for the SAFE in July 2018. The fair value of the interest in Katana and zkSnacks Limited was determined using the consideration paid for the investment in May and November 2019, respectively. The Company performed a sensitivity analysis on the considerations paid for the Level 3 investments and noted that a 20% decrease would result in a $192,237 decrease in their fair value.

The fair value of Level 3 assets is inherently subjective. Because of the uncertainty of fair value of investments that do not have readily ascertainable market values, management's conclusion of fair value for an investment on a date may differ significantly from (1) the fair value conclusions of other knowledgeable market participants and/or (2) prior or subsequently observed transaction prices, including the price paid to acquire, or received to sell, the investment itself.

The following is a reconciliation of Level 3 assets for the period ended December 31, 2019:

	Fair value October 1, 2018	Purchases	Foreign exchange Gain	Fair value September 30, 2019
Chia Network Inc. - SAFE	$ 388,350	$ -	$ (7,650)	$ 389,640
Katana Cryptographic Ltd. - Interest	126,516	-	-	126,516
zkSnacks Limited		445,027		445,027
	$ 523,806	$ 445,027	$ (7,650)	$ 961,183

Accounts payable and accrued liabilities are measured at amortized cost which also approximates fair value.

Accounting Policies

This MD&A should be read in conjunction with the Company’s interim condensed consolidated financial statements and notes as at and for the periods ended December 31, 2019 and 2018. For additional information on the Company’s significant accounting policies and methods used in preparation of the Company’s 2019 interim condensed consolidated financial statements and notes, please refer to Note 2 of the audited consolidated financial statements as at September 30, 2019.

The interim condensed consolidated financial statements as at December 31, 2019 and 2018 are presented on a going concern basis.

The preparation of Cypherpunk’s financial statements in conformity with International Financial Reporting Standards (IFRS) requires management to make estimates and assumptions that affect the amounts reported in the interim condensed consolidated financial statements. Cypherpunk evaluates these estimates and assumptions on a regular basis, based on historical experience and other relevant factors. Actual amounts could differ materially from those estimates and assumptions. Cypherpunk's critical accounting estimates are discussed later in this MD&A.

New Accounting Standards Adopted

Cryptocurrencies

The Company's cryptocurrencies are primarily traded in active markets and are purchased with the intent to resell in the near future, generating a profit from the fluctuations in prices or margins. As a result, the Company has determined that its holding of cryptocurrencies should be accounted for under IAS 2, Inventories, and it meets the definition of a commodity broker-trader. Under IAS 2, cryptocurrencies are measured at fair value less cost to sell, with changes in fair value recognized in profit or loss. In accordance with IAS 2, commodity broker-traders are those who buy or sell commodities for others or on their own account. The inventories held by commodity broker-traders are principally acquired for the purpose of selling in the near future and generating a profit from fluctuations in price or broker-traders' margin. As these inventories are measured at fair value less costs to sell, they are excluded from only the measurement requirements of IAS 2.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Transactions with Related Parties

The Company's related parties include its subsidiary, key management personnel and any entity related to key management personnel that has transactions with the Company. Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

During the period there is a charge of $22,500 (2019 - $22,500) from Laramide Resources Ltd., a company having a director and officer, Marc Henderson, and an officer, Dennis Gibson, in common with Cypherpunk, for administrative and financial services and other shared expenditures paid on behalf of the Company. In addition, Laramide Resources Ltd. paid $4,526 (2019 - $28,142) of certain expenses on behalf of the Company which were subsequently reimbursed to Laramide Resources Ltd. At December 31, 2019, there is $1,116 of accounts payable to Laramide Resources Ltd. (September 30, 2019 - $2,729).

During the period Treasury Metals Inc., a company having a director, Marc Henderson, and an officer, Dennis Gibson, in common with the Company, paid $839 (2019 - $170) of certain expenses on behalf of the Company. At December 31, 2019, there is $81 (September 30, 2019 - $170) of accounts payable which was subsequently reimbursed to Treasury Metals Inc.

During the period there is a $18,000 (2019 - $18,000) charge for consulting services provided by Mohammed Adham, a director and Chief Investment Officer of the Company. At December 31 and September 30, 2019, there is $nil of accounts payable to this related party.

During the period there is a $26,000 (2018 - $19,000) charge for consulting services provided by Dominic Frisby, a director of the Company. At December 31 and September 30, 2019, there is $nil of accounts payable to this related party.

During the period there is a $27,626 charge for legal services by a firm of which Eric Lowy, the corporate secretary of the Company, is a partner (2019 - $8,568). At December 31, 2019, there is $1,116 of accounts payable to this related party (September 30, 2019 - $Nil).

Key Management Compensation

Key management includes the Chief Executive Officer, Chief Financial Officer, Chief Investment Officer and directors of the Company.

The compensation to key management is shown below:

Period ended December 31 - In CAD	2019	2018
Consulting fees	$44,000	$36,000
Director fees	11,250	18,750
	$55,250	$54,750

Other Risk Factors

Risks which the Company is not aware of or which the Company currently deems to be immaterial may surface and have a material adverse impact on the Company's business income and financial condition. Exposure to credit, interest rate, cryptocurrency and currency risks arises in the normal course of the Company's business.

Other Information

This discussion and analysis of the financial position and results of operation as at September 30, 2019 should be read in conjunction with the interim condensed consolidated financial statements for the Periods ended December 31, 2019 and 2018. Additional information can be accessed through the Company's public filings at www.sedar.com.

Management's Responsibility for Financial Information

The Company's interim condensed consolidated financial statements are the responsibility of the Company's management, and have been approved by the Board of Directors. The interim condensed consolidated financial statements were prepared by the Company's management in accordance with IFRS. The interim condensed consolidated financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the interim condensed consolidated financial statements are presented fairly in all material respects.

Management's Report on Internal Control over Financial Reporting

As a venture issuer, the Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are responsible to ensure that the Financial Statements and this MD&A do not contain any untrue statement of a 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 was made, with respect to the period covered by these filings, and that the financial report together with the other financial information included in these filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented in these filings. The certifying officers are also responsible for ensuring processes are in place to provide them with sufficient knowledge to support such representations.

However, in contrast to non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company's certifying officers are not required to make 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. Accordingly, investors should be aware that inherent limitations on the ability of the Company's certifying officers 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 these annual filings as well as interim filings and other reports provided by the Company under securities legislation.

Dominic Frisby
Chief Executive Officer
February 21, 2020

Forward-Looking Statements

Certain statements included or incorporated by reference in this MD&A, including information as to the future financial or operating performance of the Company, its subsidiaries and its projects, constitute forward-looking statements. The words "believe", "expect", "anticipate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "schedule" and similar expressions identify forward-looking statements. This MD&A includes, but is not limited to, forward-looking statements regarding: the Company's ability to meet its working capital needs for the twelve-month ending December 31, 2020 and statements regarding the Company's critical accounting estimates. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors could cause the Company's actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. Such factors include, among others, risks relating to additional funding requirements, political and foreign risk, uninsurable risks, competition, environmental regulation and liability, government regulation, currency fluctuations, recent losses and write-downs and dependence on key employees. See "Risk and Uncertainties" section of this MD&A. Due to risks and uncertainties, including the risks and uncertainties identified above, actual events may differ materially from current expectations. Investors are cautioned that forward-looking statements are not guarantees of future performance and, accordingly, investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein. Forward-looking statements are made as of the date of this MD&A and the Company disclaims any intent or obligation to update publicly such forward-looking statements, whether as a result of new information, future events or results or otherwise.