GTA RESOURCES AND MINING INC.

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE NINE MONTHS ENDED DECEMBER 31, 2018

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of GTA Resources and Mining Inc. ("GTA" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the nine months ended December 31, 2018. 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 annual financial statements of the Company for the years ended March 31, 2018 and 2017, as well as the unaudited condensed interim financial statements for the nine months ended December 31, 2018, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the interim period presented are not necessarily indicative of the results that may be expected for any future period.

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 GTA's common shares; or (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

The effective date of this report is February 22, 2019.

Forward Looking Information

Certain information regarding the Company within Management's Discussion and Analysis ("MD&A") may include "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, goals, expansion and growth of the Company's business, plans and other such matters are forward-looking statements. When used in this MD&A the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. Such statements by their nature involve certain risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. The Company considers the assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared, but cautions the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect. The reader should not rely solely on these forward-looking statements.

Nature of the Business and Overall Performance

The Company was incorporated on August 9, 2006 under the Business Corporations Act (Ontario).

Financing

The Company did not complete any equity financing during the nine months ended December 31, 2018.
The Company completed debt financing of $425,000 by way of loan payable bearing interest at 10% per annum with a maturity dated of November 2019.

Selected Quarterly Financial Information

The following table sets out the selected financial information for the three months ended:

		Dec 31, 2018		Sept 30, 2018		Jun 30, 2018		Mar 31, 2018
Total assets	$	5,843,412	$	5,345,074	$	5,285,931	$	5,375,928
Working capital	$	(377,805)	$	(159,847)	$	(92,912)	$	(16,987)
Net loss for the period	$	30,261	$	20,059	$	114,323	$	71,237
Loss per share	$	0.00	$	0.00	$	0.00	$	0.00

		Dec 31, 2017		Sept 30, 2017		Jun 30, 2017		Mar 31, 2017
Total assets	$	5,525,994	$	5,304,885	$	5,795,876	$	5,825,501
Working capital	$	32,243	$	81,130	$	19,022	$	83,076
Net loss for the period	$	117,120	$	711,452	$	104,373	$	539,670
Loss per share	$	0.00	$	0.00	$	0.00	$	0.02

GTA reported no discontinued operations and declared no dividends for any period presented.

Results of Operations

General and Administrative

Three months ended December 31, 2018 and 2017

The Company incurred a net loss of $30,261 for the three months ended December 31, 2018, compared to a net loss of $117,120 for the three months ended December 31, 2017. Details of the more significant changes over last year are as follows:

- An increase in deferred tax benefit to $25,819 (2017 - $18,781) reflecting the fulfilment of flow-through share commitments of $54,528 during 2018;
- A decrease in general and administration to $15,427 (2017 - $118,975). Included in the amount is a decrease in management remuneration of $33,530, decrease in office expense of $3,649, decrease in travel and meals/entertainment of $6,579, a decrease in consulting fees of $42,565, and decrease in advertising and promotion of $5,564;
- An increase in audit fees to $13,350 (2017 - $8,535); and
- An increase in legal fees to $17,442 (2017 - $nil).

As at December 31, 2018, the Company has cash and cash equivalents of $291,619 (2017 - $212,022), miscellaneous receivable of $41,949 (2017 - $44,056), prepaid expenses of $29,293 (2017 - $9,164), accounts payable and accrued liabilities of $315,666 (2017 - $197,203), loan payable of $425,000 (2017 - $nil), and liability for flow-through shares of $nil (2017 - $36,269) for total working capital deficiency of $377,805 (2017 – working capital $32,249).

Liquidity and Capital Resources

This section should be read in conjunction with the unaudited condensed interim statements of financial position for the nine months ended December 31, 2018, and the corresponding notes thereto.

The Company has total assets of $5,843,412 (2017 - $5,525,994). The primary assets of the Company are cash and cash equivalents of $291,619 (2017 - $239,923), miscellaneous receivable of $41,949 (2017 - $44,056), prepaid expenses of $29,293 (2017 - $9,164), and mineral properties and deferred exploration expenditures of $5,480,551 (2017 - $5,260,752). The Company has no long-term liabilities and has working capital deficiency of $377,805 (2017 – working capital $32,243).

The Company's financial statements have been prepared on a going concern basis, under which the Company is assumed to be able to realize its assets and discharge its liabilities in the normal course of operations. The Company currently has no revenue to finance its operations. It is therefore required to fund its activities through the issuance of equity securities and other financing alternatives. The Company's ability to continue as a going concern is therefore dependent upon its ability to raise funds.

The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of $5,414,565. As at December 31, 2018, the Company had cash and cash equivalents of $291,619 to settle current liabilities of $740,666.

To continue operations and to fund future obligations, the Company will be required to raise funds through equity or other financing alternatives. Recent global economic conditions and market uncertainty may have an impact on the Company's ability to raise funds through the equity markets. Management believes that there are sources of financing available. There can be no assurance that the Company will be successful in its future fund-raising activities.

The Company relies on the issuance of equity securities and alternative sources of financing, if required, to maintain adequate liquidity to support its ongoing working capital commitments. The following table is a summary of quantitative data about what the Company manages as capital:

		December 31, 2018		March 31, 2018		Change
Cash and cash equivalents	$	291,619	$	72,189	$	(219,430)
Share capital	$	10,293,208	$	10,293,208	$	-
Contributed surplus	$	224,103	$	218,959	$	5,144
Deficit	$	(5,414,565)	$	(5,290,409)	$	(124,156)

The Company monitors these items to assess its ability to fulfill its ongoing financial obligations, including its flow-through obligations, and its exploration program.

Mineral Property Interests

Northshore Property

The Northshore Property is located four kilometres south of the town of Schreiber in Ontario and approximately 115 kilometres west along the Trans-Canada Highway from the Hemlo gold deposit in the Schreiber-Hemlo greenstone belt. The property consists of two unpatented and 5 patented mineral and surface claims (approximately 322.26 hectares) situated in the Township of Priske, Thunder Bay Mining Division, Ontario.

High grade gold mineralization has been identified along several vein systems which include the Audney, Caly and former producing Northshore vein systems. The Audney and Caly veins are part of a broader zone of gold mineralization referred to as the Afric Zone which encompasses both high-grade veins and broad zones of strongly anomalous gold values located in the altered country rock hosting the veins. The Afric Zone is the current focus of exploration on the Property with expansion of the high-grade vein system a secondary priority.

On July 27, 2011 the Company entered into an Option Agreement with Balmoral Resources Ltd. to acquire up to a 70% interest in the Northshore Property by making cash payments in aggregate totaling $150,000, issuing in favour of Balmoral 3,500,000 common shares and completing $5,500,000 in eligible work expenditures on the Property over a 5 year period.

Since acquisition and prior to March, 2016, the Company has completed 52 drill holes, totalling 11,390 m, and has identified the Afric Zone as an intrusive-related porphyry style gold system. In general, most holes encountered significant gold intersections within a strongly altered felsic porphyry, often including multiple occurrences of visible gold. The drilling completed by GTA, has delineated the gold zone over a surface area of approximately 500 m by 350 m, to a depth of 350 m beneath the surface and containing a shallow, central higher grade sub-zone. Results from the central part of the Afric Zone included an intersection of 12.49 grammes per tonne (g/t

Au) over 33.2 m within a zone assaying 3.21 g/t Au (1.20 g/t cut) over 152 m in hole WB-11-11. The zone remains open in several directions. In addition, the Gino vein was identified as a separate, narrow, high grade quartz-carbonate vein to the north of the Afric Zone. Highlights included intercepts of 46.4 g/t Au over a 1.0 m, 41.6 g/t Au over 1.0 m in two separate drill holes.
During the spring of 2014, the Company retained consulting geologists to complete a NI 43-101 compliant mineral resource estimate for the Afric Zone. In a press release the Company reported that it had filed on SEDAR a technical report outlining the maiden 43-101 compliant resource estimate for the Afric Zone. The report outlined an indicated resource of 391,000 oz gold in 12,360,000 tonnes at a grade of 0.99 g/t Au, and an inferred resource of 824,000 oz gold in 29,580,000 tonnes at a grade of 0.87 g/t Au gold, using a 0.5 g/t Au cutoff grade (see GTA press release dated June 10, 2014).

On July 14, 2014 the Company, pursuant to the Northshore Option Agreement, delivered to Balmoral the Exercise Notice to vest the Company's initial 51% interest in the Northshore Property and subsequently advised Balmoral that it has elected to form a 51/49 joint venture on the Property with Balmoral. The Company will be the initial joint venture operator. Since this notification, Balmoral has opted not to participate in the subsequent proposed exploration programs and have been diluted pro rata to 45.93 %

On June 1, 2016, the Company staked three claim units near but not contiguous with the Northshore property.

Recently, GTA contracted the mining engineering services of Moose Mountain to outline areas of higher grade, near surface gold mineralization hosted within the Afric Zone. Moose Mountain designed pit shells based upon geological models provided by Messrs. Giroux and Blanchflower using a Lerchs Grossman (LG) pit design software program, and generated a sequence of pits which ranged from 5,000 to 1,500,000 tonnes. The results of this pit design process identified two potential open pit mining areas with near-surface gold mineralization. A smaller and larger pit option has been defined in each area.

Detailed information for these selected pit areas was disclosed in a press release dated June 17, 2015 which is available on SEDAR (www.sedar.com).

Of particular interest, each of these proposed pit shells encompass near-surface, higher grade gold mineralization that GTA believes could possibly be extracted with minimal surface disturbances by selective open cut mining operations. In addition, the proposed pit shells exhibit very low strip ratios (waste tonnes to mill feed tonnes).

Between June and September, 2016, GTA completed two phases of in-fill drilling and assay results were disclosed in press releases dated August 22, 2016 and November 1, 2016 which are available on SEDAR (www.sedar.com). A total of 51 (NQ size) holes (1463 m) were completed. Drilling focused on delineation and expansion of the near surface, higher grade mineralization of the Afric Zone, specifically the previously identified Caly and Audney vein systems. Most of the drilling (49 holes) consisted of a series of short holes (11 to 41 m) targeted to fill-in the gaps on both the Caly and Audney systems. Drilling continued to intersect very high grade (> 1 oz/ton), near surface, gold mineralization (including 139.00 g/t gold over 1.20 metres, 72.40 g/t gold over 1.0 metre and 39.3 g/t gold over 1.50 metres.

The results from the 2016 drilling are being compiled into an updated model, concentrating on the near surface higher grade zones. Once completed, GTA will focus on the economics of the near surface gold mineralization, prior to deciding upon the parameters of a proposed bulk sampling program. GTA as an ongoing process is investigating pricing and other logistics for potential infill drilling, base line environmental studies, road upgrades, mining, trucking, and milling with the idea of extracting a mini bulk sample.

During fiscal 2018 GTA carried out limited exploration activity and also received a grant from the Junior Exploration Assistance Program in the amount of $69,916 related to fiscal 2017 exploration activity.

During the period ending December 31, 2018, the Company completed a 1.161 meter drill program at its Northshore Gold project.

Auden Property

The Auden Property is located north of Highway 11 between the towns of Hearst and Longlac, in northern Ontario. The Auden Property consists of 1,219 claim units covering approximately 15,000 hectares and the property covers virtually an entire Archean aged greenstone belt. This belt has been interpreted to be the eastern extension of the Beardmore-Geraldton greenstone belt, which lies approximately 110 kilometres to the east. The Beardmore-Geraldton greenstone belt has historic gold production in excess of 4 million ounces. The Auden claims are all located in the Porcupine Mining Division, in Auden Township, Pitopiko River Area, Feagan Lake Area, Fintry Township, Mulloy Township, Rowlandson Township, Shuel Township and Limestone Rapids.

Based on historical drilling, encouraging gold mineralization is known to occur on the Auden Property, and gold mineralization occurs in a variety of geological settings. Previous exploration on the Auden Property has identified gold mineralization associated with sulphide facies iron formation, silica facies iron formation, quartz - carbonate - tourmaline veining and disseminated mineralization hosted by conglomerates and volcanic rocks.

On October 24, 2013, the Company entered into an Exploration Agreement with Constance Lake First Nation ("CLFN") with respect to exploration activity on the Auden Property. The Exploration Agreement allows for compensation to CLFN for cultural and environmental impacts and includes the issuance of 100,000 GTA common shares on signing and the issuance of 200,000 common share purchase warrants on the first to the third anniversary dates (subject to regulatory approval). The agreement also allows for local work opportunities and business ventures, and for continued consultation on land use issues.

During the year ended March 31, 2014, the Company completed an airborne geophysical survey of the Auden property as well as line cutting activities and ground geophysics. Diamond drilling of ten holes totalling 1217 metres targeting a weak EM anomaly for graphite was completed. As reported in a press release dated April 30, 2014, no graphite horizons were encountered. The Auden Property hosts several other EM anomalies which are currently being evaluated.

As at March 31, 2018, the Auden property consisted of 82 unpatented mining claims comprising 1,230 claim units covering 15,000 hectares in a largely contiguous block. During the 2018 fiscal year the Company allowed 386 claim units to expire resulting in the recording of an impairment of $574,538.

During the period the Company did not incur any exploration and evaluation expenditures on the Northshore property.

Burnt Pond Property

In May 2015, the Company acquired a 100% interest in the Burnt Pond Zn-Cu Property in central Newfoundland. The property consists of six separate claim licences (103 units), located in the Tally Pond volcanic belt which hosts Teck Resources Ltd's Duck Pond Mine and a number of other Cu-Zn-Ag-Au massive sulphide deposits.

The core claims (56 claim units) were staked by GTA in March, 2015. Two other licences (47 claim units) were purchased from an arm's length vendor in May 2015. Consideration for the 46 claim units included cash in the amount of $3,055 and the issuance of 1,200,000 common shares. The transaction was measured based on market value of the equity instruments at $0.05 per share rather than the fair value of the property acquired as there was no reliable measurement.

Burnt Pond allows GTA to diversify into a zinc-copper project, in a producing belt with excellent infrastructure and a mining friendly jurisdiction.

An additional 26 claim units were staked in August 2015 resulting in a total of 136 claim units.

During the year ended March 31, 2017, GTA carried out a sampling program targeting altered and mineralized felsic fragmentals on strike from the Duck Pond Cu-Zn massive sulphide mine. This program was successful in defining two target areas recommended for follow-up. Linecutting and electromagnetic surveys were completed on both the South Moose B target and the Burnt Pond Prospect northeast extension resulting in the definition of well defined conductive zones proximal to strongly altered felsic volcanic rocks. In January-February, 2017, GTA completed a three hole 874 m drill program testing both targets. Highlights from this initial stage of drilling included the extension of the Burnt Pond Prospect base metal horizon an additional 250 meters to the northeast and had a best intersection of 0.72% Zn, and 5.1g/t Ag over 4.2 meters.

During the year ended March 31, 2018 the Company received a Junior Exploration Assistance Program grant in the amount of $20,600 and a rebate in the amount of $3,650 from the Government of Newfoundland.

During the period ended December 31, 2018 the Company received a Junior Exploration Assistance Program grant in the amount of $33,958 and a rebate in the amount of $836 from the Government of Newfoundland.

Big Duck Lake Property

Big Duck Lake is located roughly 25 km north of the Northshore Property and 100 km west of the Hemlo Gold Mine. It is only 4 km west of the past-producing polymetallic Winston Lake Mine, which produced 2.68 million tonnes of 1.05% copper, 12.05% zinc, 1.07 g/t of gold and 31.37 g/t of silver.

Big Duck Lake consists of 65 claim units over six square kilometres, is within the Hemlo-Schreiber Greenstone Belt, and is centered on an altered gold-rich porphyry which in Management's view is similar to rocks which host the Hemlo Gold Mine mineralization. It contains numerous gold and base metal showings.

The Company earned a 100% interest in Big Duck Lake by making cash payments to the arm's length vendors in the amount of $45,000 and issuing 750,000 common shares. The Vendors will retain a 2% net smelter return ("NSR") on Big Duck Lake and the Company will have the right to buy back 1% of the NSR for $1,000,000.

During the year the Company carried out a limited drill program of 512 metres. Results of the drill program were disclosed in a press release dated January 15, 2018 and is available on SEDAR (www. sedar.com).

During the period, the Company incurred minimal exploration and evaluation expenditures on the Big Duck Lake property and intends to carry out additional exploration work during the remaining period in fiscal 2019. In addition, the Company received a grant from the Junior Exploration Assistance Program in the amount of $3,457 related to fiscal 2018 exploration activity.

Qualified Person and QA/QC

Wayne Reid P.Geo, a qualified person as defined by NI 43-101, has reviewed the scientific and technical information that forms the basis for the disclosure regarding the Company's properties in this MD&A and has approved the disclosure herein. Mr. Reid is not independent of the Company, as he is the Vice President, Exploration and holds common shares and incentive stock options.

Critical Accounting Estimates

The preparation of the unaudited condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These unaudited condensed interim financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the unaudited condensed interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the recoverability of miscellaneous receivables that are included in the unaudited condensed interim statements of financial position;
- the recoverability of exploration and evaluation expenditures incurred on the Company's property interests; and
- the inputs used in accounting for share based payment transactions included in financial assets at fair value through profit or loss.

Financial Instruments

Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

(i) Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and amounts receivable. The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents are held with a Canadian Schedule A bank, from which management believes the risk of loss to be minimal.

Amounts receivable consists mainly of sales tax receivable from government authorities in Canada. Amounts receivable are in good standing as of December 31, 2018. Management believes that the credit risk with respect to financial instruments included in amounts receivable is minimal.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at December 31, 2018, the Company had cash and cash equivalents of $291,619 (March 31, 2018 - $72,189) to settle current liabilities of $740,666 (March 31, 2018 - $154,170). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

(iii) Market risk

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

(a) Interest rate risk

Cash and cash equivalents are subject to floating interest rates. Sensitivity to a plus or minus 1% change in interest rates would not have a material impact on the reported net loss and comprehensive loss for the nine months ended December 31, 2018.

(b) Foreign currency risk

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is minimal. The Company does not hold balances in foreign currencies to give rise to exposure to foreign exchange risk.

(c) Commodity and equity price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, as they relate to precious and base metals and other minerals, and the stock market to determine the appropriate course of action to be taken by the Company.

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depend upon the world market price of precious and base metals and other minerals. Precious and base metals and other mineral prices have fluctuated widely in recent years. There is no assurance that, even if commercial quantities of precious and base metals and other minerals are produced in the future, a profitable market will exist for them. As of December 31, 2018, the Company was not a precious mineral, base metals and other minerals producer. Even so, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Related Party Transactions

During the nine months ended December 31, 2018, the Company entered into the following transactions with related parties and paid or accrued the following amounts, excluding share-based payment charges in connection therewith:

Name	Relationship	Purpose of Transaction	Nine Months Ended
Brant Capital Partners Inc.	Company controlled by the CFO of GTA	Consulting	$ 37,500
Eastrock Exploration Inc.	Company controlled by the VP Exploration of GTA	Consulting/Technical Services	$ 45,000
Hegibi Holdings Limited	Company controlled by the Chairman of GTA	Consulting	$ 12,000
Maplegrow Capital Inc.	Company controlled by the CEO of GTA	Consulting	$ 37,500

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity, capital expenditures and capital resources that would be material to investors.

Proposed Transactions

The Company is not a party to any proposed transactions other than as disclosed in this MD&A.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, cash equivalents, miscellaneous receivables, accounts payable and accrued liabilities and loan payable. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values.

Loan Payable

The loan payable in the amount of $425,000 is unsecured and bears interest at the rate of 10% per annum. Laon principal and accrued interest is payable at maturity in November 2019.

Outstanding Share Data

As of the date of this MD&A, the Company has 51,246,855 common shares issued and outstanding as well as: (a) stock options to purchase an aggregate of 4,685,000 common shares expiring at various date between November 2019 and April 2023 and exercisable at prices between $0.05 per common share and $0.07 per common share and, (b) share purchase warrants to purchase an aggregate of 1,853,000 common shares expiring between March 2019 and April 2019 exercisable at prices between $0.05 per common share and $0.08 per common share.

For additional details of share data, please refer to Notes 6, 7 and 8 of the December 31, 2018 unaudited condensed interim financial statements.

Capital Management

The Company's objectives when managing capital are as follows:

i) To safeguard the Company's ability to continue as a going concern;
ii) To raise sufficient capital to finance its exploration and development activities on its mineral exploration properties;
iii) To raise sufficient capital to meet its general and administrative expenditures.

The Company manages its capital structure and makes adjustments to it based on the general economic conditions, its short term working capital requirements, and its planned exploration and development program expenditure requirements. The capital structure of the Company is comprised of shareholders' equity which includes share capital, warrants, contributed surplus and deficit. The Company may manage its capital by issuing flow through or common shares, or by obtaining additional financing.

The Company utilized annual capital and operating expenditure budgets to facilitate the management of its capital requirement. These budgets are approved by management and updated for changes in the budgets underlying assumptions as necessary.
There were no changes in the Company's approach to managing capital during the period.

Risks and Uncertainties

Liquidity and Additional Financing

The Company has limited financial resources and no current revenues. There can be no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could cause the Resulting Issuer to reduce or terminate its operations.

Regulatory Requirements

Even if the Company's properties are proven to host economic reserves of gold or other precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Nature of Mineral Exploration and Mining

At the present time, the Company does not hold any interest in a mining property in production. The Company's viability and potential success lie in its ability to discover, develop, exploit and generate revenue out of mineral deposits. Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. The profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, if any, which may be affected by a number of factors beyond the Company's control. Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of diamond, precious and non-precious metals, any of which could result in work stoppages, damage to the property, and possible environmental damage. Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fires, power outages, labor disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable adequate machinery, equipment or labor are involved in mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the financial position of the Company.

The Company will continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to determine if mineralization reserves exist through drilling, to develop processes to extract the precious and non-precious metals from the mineralization and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis or at all. The economics of developing mineral properties are affected by many factors including the cost of operations, variations in the grade of mineralization mined, fluctuations in markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access to any properties in which the Company has or may have an interest may have an adverse effect on profitability in that infrastructure costs will be higher.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and cause insolvency and/or a decline in the value of the securities of the Company.

No Assurance of Title to Properties

The acquisition of title to mineral projects is a very detailed and time consuming process. Although the Company has taken precautions to ensure that legal title to its property interests is properly recorded in the name of the Company where possible, there can be no assurance that such title will ultimately be secured. Furthermore, there is no assurance that the interest of the Company in any of its properties may not be challenged or impugned.

Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. The company believes that it presently holds all necessary licences and permits to carry on with activities which it is currently conducting under applicable laws and regulations and the Company believes it is currently complying in all material respects with the terms of such laws and regulations. However, such laws and regulations are subject to change. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Competition

The mineral exploitation industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees. In addition, there is no assurance that even if commercial quantities of minerals are discovered, a ready market will exist for their sale. Factors beyond the control of the Company may affect the marketability of any minerals discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to 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 the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing its invested capital.

Environmental Regulations

The Company's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important requirements, 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 the Company's operations.

Fluctuating Prices

Factors beyond the control of the Company may affect the marketability of any copper, nickel, gold, platinum or any other minerals discovered. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, consumption patterns, speculative activities and increased production due to new mine developments and improved mining and production methods. The effect of these factors on the price of gold, base and precious metals and therefore the economic viability of any of the Company's projects cannot be accurately predicted.

Reliance on Key Personnel

The Company is dependent on a relatively small number of key people, the loss of any of whom could have an adverse effect on its operations. The Company does not carry any key man insurance.

Conflicts of Interest

The directors and officers of the Company may serve as directors or officers of other public resource companies or have significant shareholdings in other public resource companies. Situations may arise in connection with potential acquisitions and investments where the other interests of these directors and officers may conflict with the interest of the Company. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director is required by the *Business Corporations Act* (Ontario) to disclose the conflict of interest and to abstain from voting on the matter.

From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Share Price Volatility

Recently, securities markets in North America have experienced a high level of price and volume volatility, and the market price of many companies, particularly those considered exploration and development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that significant fluctuations in the trading price of the Company's common shares will not occur, or such fluctuations will not materially adversely impact on the Company's ability to raise equity capital without significant dilution to its existing shareholders, or at all.

General Economic Conditions

Recent events in the global financial markets have had a significant impact on the global economy. Many industries, including the gold and base metal mining industry, are impacted by these market conditions. A continued or more profound slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending/confidence, employment rates, business conditions, inflation, fuel and energy, consumer debt levels, lack of available credit, the state of the financial markets, sovereign debt issues, interest rates, and tax rates may adversely affect the Company's growth and profitability.

More specifically, the global credit/liquidity crisis could impact the cost and availability of financing and the Company's overall liquidity, and the devaluation and volatility of global stock markets impacts the valuation of the Company's common shares, which may impact the Company's ability to raise funds through the issuance of equity securities.

Financial Resources

The Company does not presently have sufficient financial resources to undertake by itself the exploration and development of all of its planned exploration and development programs. Future property acquisitions and the future exploration/development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public/private financing, or other means. There is no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties.

Dilution

The Company may require additional equity financing to be raised in the future. The Company may issue securities on less than favourable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Commitments and Contingencies

As of the date of this MD&A, the Company has fulfilled its obligation associated with the flow-through offering that was completed during the fiscal year ended March 31, 2018.

Subsequent Events

On January 7, 2019, the Shareholders approved the sale of all of the Company's mineral properties to CBLT Inc. Consideration for the sale is 21,000,000 units of CBLT Inc. with each unit consisting of one common share and one common share purchase warrant exercisable at $0.08 for a period of twenty-four months from the date of issue. The financing consideration is subject to regulatory approval. The Company's shareholders also approved the delisting of the Company's shares from the TSX Venture Exchange and a consolidation of the Company's shares on the basis of one post consolidation shares for each fifty pre-consolidation shares.

On February 8, 2019, the Company's shares were delisted from the TSX Venture Exchange.

Additional Information

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