IC CAPITALIGHT CORP.

(FORMERLY INTERNATIONAL CORONA CAPITAL CORP.)

Management's Discussion And Analysis (MD&A)

For three and nine months ended September 30, 2019 and 2018

Expressed in Canadian Dollars

Introduction

This Management's Discussion and Analysis (MD&A) is intended to help the reader understand IC Capitalight Corp.'s operations, financial performance, financial condition and business plans.

This MD&A, which has been prepared as of November 25, 2019, should be read in conjunction with the Company's financial statements for the year ended December 31, 2018.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by International Accounting Standards Board ("IASB"). The presentation and functional currency of the Company is the Canadian dollar.

References to "Capitalight", "Company", "we", "us", "our", refer to IC Capitalight Corp. and its consolidated subsidiaries unless the context indicates otherwise. All amounts are in Canadian dollars, unless otherwise indicated.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, estimates and assumptions about current mineral property interests, the global economic environment, the market price and demand for commodities and our ability to manage our property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) a decreased demand or price of precious and base metals, (3) delays in the start of projects with respect to our property interests, (4) inability to locate and acquire additional property interests, (5) the uncertainty of government regulation and politics in the province of Quebec regarding mining and mineral exploration, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the province of British Columbia on June 12, 2008. The Company's registered office is at 900, 885 West Georgia St., Vancouver, BC V6C 3H1.

On October 2, 2019, the Company completed the change of business transaction whereby the company changed its name from International Corona Capital Corp. to IC Capitalight Corp., acquired all of the issued and outstanding shares of Murenbeeld & Co. Inc. ("Murenbeeld") and certain fixed income debentures of Stone Investment Group Limited ("Stone Debentures") (see note 10 Subsequent Events).

Prior to the change of business, the Company was focused on the exploration and development of mineral projects. Subsequent to the change of business, the Company will operate as a merchant bank that pursues value-based investment opportunities in accordance with its internal investment policies. The Company's focus is to provide shareholders with long-term capital growth by investing in a portfolio of undervalued companies, assets, or investment vehicles within the mineral resource and other sectors.

The acquisition of Murenbeeld, which operates a subscription research business focus on the gold sector, is expected to generate operating cash flows for the Company. The Stone Debentures are held for investment purposes and are expected to generate dividend income for the Company. The Company has retained its portfolio of mineral exploration projects but has yet to generate any revenue or cash flows from mining or exploration projects. The Company does not pay dividends and is unlikely to do so in the immediate or foreseeable future.

The Company completed an initial public offering on June 28, 2010 and began trading on the TSX Venture Exchange (the "TSXV"). On October 3, 2019, the Company transerred the listing of its shares to the Canadian Securities Exchange (the "Exchange") under the symbol "ICC".

CHANGE OF BUSINESS TRANSACTION

On October 2, 2019, the Company completed the Change of Business ("COB") transaction, which was approved at the annual general meeting of shareholders, whereby the company changed its name from International Corona Capital Corp. to IC Capitalight Corp., acquired all of the issued and outstanding shares of Murenbeeld & Co. Inc. ("Murenbeeld") and certain fixed income debentures of Stone Investment Group Limited ("Stone Debentures").

Acquisition of Murenbeeld & Co. Inc.

The Company signed a Share Purchase Agreement on December 20, 2018 between the Company and Bluespring Investment Strategies Inc. ("Bluespring"), a company owned and controlled by Brian Bosse, a director and officer of the Company. Pursuant to the Share Purchase Agreement, the Company acquired the sole issued and outstanding common share in the capital of Murenbeeld from Bluespring by issuing 6,666,667 common shares at a deemed price of $0.06 per Share.

Pursuant to the Share Purchase Agreement, the Company also entered into employment and consulting agreements (collectively, the "Service Agreements") with key individuals who currently provide services to Murenbeeld. As part of the Service Agreements, the Company settled amounts owed to the key individuals by issuing 916,666 common shares at $0.06 per share to Bluespring and 1,416,667 common shares at $0.06 per share to an employee of Murenbeeld.

Acquisition of Stone Debentures

The Company completed the acquisition of Stone Debentures with an aggregate principal amount totaling $2,097,000. This consisted of $1,347,000 of Stone Debentures from Bluespring by issuing 19,790,000 common shares and $750,000 of Stone Debentures from an arm's length party by issuing 8,437,500 common shares. The Stone Debentures pay 7.5% interest per annum, payable in cash quarterly and mature in December 2021 (the "Maturity Date"). The Company now owns 17.48% of the total debentures issued by Stone Investment Group Limited.

Share Consolidation

On October 2, 2019, the Company completed a 2:1 share consolidation resulting in the consolidation of all of the 68,504,460 common shares outstanding into 34,252,230 common shares.

Private Placement

On October 2, 2019, the Company closed a non-brokered private placement offering of 12,133,333 common shares at a price of $0.06 and 1,075,000 flow-through common shares at a price of $0.08 per share for aggregate gross proceeds of $814,000. There were no finder's fees in relation to the private placement.

As a result of the COB events, the Company now has 84,688,063 common shares outstanding.

MINERAL EXPLORATION PROJECTS

RETTY LAKE PROPERTY – SCHEFFERVILLE REGION, QUEBEC, CANADA

On June 30, 2008, the Company entered into an option agreement, as amended on January 14, 2010 (the "Retty Lake Option Agreement"), between the Company and Ernest D. Black, P. Eng. of Comox, British Columbia, whereby the Company was granted the sole and exclusive right and option to acquire an undivided 100% right, title and interest in all of the mineral claims making up the "Retty Lake Property". Pursuant to the Retty Lake Option Agreement, the Company had been granted the exclusive right and option to acquire an undivided 100% right, title and interest in and to the Retty Lake Property. On February 12, 2013, the Company completed the earn-in by issuing 3,600,000 common shares (pre-consolidation) and by incurring exploration expenditures on the property totaling $1,855,000.

The Retty Lake Property is subject to a 3% net smelter return royalty ("NSR") from the sale of mineral products from the Retty Lake Property following the commencement of commercial production less allowable deductions, to be vested in E.D. Black upon the exercise of the option contemplated in the Retty Lake Option Agreement. The NSR is subject to a buy-back right of the Company to repurchase the NSR for $3,000,000 and in the event E.D. Black intends to sell all or part of the NSR, the Company has the right to require E.D. Black to sell all or part of the NSR to the Company (the "NSR ROFR") on the terms and conditions set out in a notice which will be open for acceptance by the Company for a period of 30 days from receipt of the notice.

The Company will be required to raise additional funds in order to keep all the Retty Lake claims in good standing in relation to claim renewal costs required by the MRNF. The Company will add and or drop claims based on geological merit and as financial resources allow.

SCHEFFERVILLE GOLD PROPERTY – SCHEFFERVILLE REGION, QUEBEC, CANADA

On June 15, 2011, the Company acquired a 55% interest in the Schefferville Gold Property by completing $800,000 in exploration work, making cash payments totaling $60,000 and issuing 600,000 common shares (pre-consolidation) to Western Troy Capital Resources Inc ("Western Troy") to complete the earn-in. Upon earn-in the Company and Western Troy Capital Resources Inc formed a joint venture. As per the joint venture agreement, upon completion of a Scoping Study, the Company at its sole election may earn an additional 15% interest (the "Additional Interest") by solely funding a Bankable Feasibility Study. The Company must notify Western Troy in writing of its election to exercise its right to earn the Additional Interest before the Bankable Feasibility Study is initiated or before Western Troy has provided any funds for such Bankable Feasibility Study. If Western Troy's interest in the Joint Venture is 35% or less at the time of the notice, the Company may only earn a maximum of 80% interest in the Property by funding the Bankable Feasibility Study.

Under the Schefferville Gold Property Agreement, the Company is entitled to include additional expenditures for management supervision and administrative services of the Company equal to 10% of all expenditures made or incurred by the Company.

Upon receipt of a Bankable Feasibility Study, the parties to the joint venture will formally commit to fund mine construction on a pro rata basis, and demonstrate funding to meet such obligation in a timely fashion. If either party is unable to meet its obligation at the construction decision point, such party's interest in the Property will be diluted in accordance with the dilution formula, and the diluting party will still be required to demonstrate partial funds available, subject to a further dilution as defined in the agreement. If the diluting party is unable to provide funding in order to maintain a 10% or above interest in the joint venture, its interest will then automatically be converted to a 2% NSR Royalty. Western Troy will retain a minimum 2% NSR Royalty in the Property of which 1% can be purchased for $1,000,000 by the Company at any time.

As at December 31, 2016, the Company had increased its interest in the joint venture to 64% by incurring an additional $375,973 in exploration expenditures.

RESULTS OF OPERATIONS

	Three Months Ended September 30, 2019	**Three Months Ended September 30, 2018**	**Nine Months Ended September 30, 2019**	**Nine Months Ended September 30, 2018**
Revenue	$ -	$ -	$ -	$ -
Operating expenses				
Exploration and evaluation expenses	-	-	12,834	-
Management fees	20,000	-	40,000	60,000
Consulting fees	875	-	17,548	-
Professional fees	27,962	13,836	153,275	24,250
Transfer agent and filing fees	1,739	1,291	34,086	14,505
General and admin	652	(15)	1,576	3,366
Insurance	2,100	-	2,100	-
Total operating expenses	**53,328**	**15,112**	**261,419**	**102,121**
Income (loss) before other income	(53,328)	(15,112)	(261,419)	(102,121)

Net loss and comprehensive loss for the period	**$ (53,328)**	**$ (15,112)**	**$ (261,419)**	**$ (102,121)**
Loss per share, basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average shares outstanding	68,504,461	68,504,461	68,504,461	68,504,461

Exploration and evaluation expenses for the three and nine months ended September 30, 2019 increased to $nil and $12,834 (2018: $nil and $nil) as a result of claims renewal costs. No exploration work was completed on the properties.

Management fees for the three and nine months ended September 30, 2019 increased to $20,000 and decreased to $40,000 (2018: $nil and $60,000) as a result of increased monthly recurring consulting fees for the Chief Financial Officer and reduced monthly recurring fees for the Chief Executive Officer.

Consulting fees for the three and nine months ended September 30, 2019 increased to $875 and $17,548 (2018: $nil and $nil) as a result of consulting fees related to the evalution of investment opportunities by external consultants.

Professional fees for the three and nine months ended September 30, 2019 increased to $27,962 and $153,275 (2018: $13,836 and $24,250) as a result of increased legal and auditor fees related to the change of business transaction.

Transfer agent and filing fees for the three and nine months ended September 30, 2019 increased to $1,739 and $34,086 (2018: $1,291 and $14,505) as a result of additional fees related to the change of business transaction.

General and admin expenses for the three and nine months ended September 30, 2019 increased to $652 and decreased to $1,576 (2018: $(15) and $3,366).
Insurance expenses for the three and nine months ended September 30, 2019 increased to $2,100 and $2,100 (2018: $nil and $nil).

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Quarter Ended September 30, 2019 $	**Quarter Ended June 30, 2019 $**	**Quarter Ended March 31, 2019 $**	**Quarter Ended December 31, 2018 $**	**Quarter Ended September 30, 2018 $**	**Quarter Ended June 30, 2018 $**	**Quarter Ended March 31, 2018 $**	**Quarter Ended December 31, 2017 $**
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss)	(53,328)	(133,354)	(74,737)	(159,023)	(15,112)	(49,051)	(11,108)	(555,498)
Loss per share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2019, the Company had a working capital deficit of $188,670 (December 31, 2018: surplus of $72,750).

	September 30, 2019	**December 31, 2018**
Current assets:		
Cash and cash equivalents	$ 11,863	$ 45,184
Amounts receivable	9,813	3,057
Prepaid expenses	6,275	35,610
Total current assets	27,951	83,851
Current liabilities:		
Accounts payable and accrued liabilities	$ 216,620	$ 11,101

Working Capital (Deficiency) Surplus	**(188,670)**	**72,750**

The following are explanations of the material changes to the working capital position as of September 30, 2019 as compared to December 31, 2018:

Cash and Cash Equivalents

The Company's cash balances are deposited with major financial institutions in Canada.

Sources and Uses of Cash

The Company's ability to continue operations and fund its development expenditures is dependent on management's ability to secure additional financing. Management is actively pursuing such additional sources of financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

The following are the Company's cash flows from operating, investing and financing activities for the nine months ended September 30, 2019 and 2018:

	Nine Months Ended September 30, 2019	**Nine Months Ended September 30, 2019**
Cash flows used in operating activities		
Net loss and comprehensive loss for the period	**(261,419)**	**(102,121)**
Change in non-cash working capital:		
Amounts receivable	(6,755)	365
Prepaid expenses	29,335	13,245
Accounts payable and accrued liabilities	205,520	60,000
Net cash used in operating activities	(33,321)	(28,511)
Decrease in cash and cash equivalents	(33,321)	(28,511)
Cash and cash equivalents - beginning of period	45,184	109,304
Cash and cash equivalents - end of period	**11,863**	80,793

Contractual Obligations and Commitments Excluding Provisions

The Company does not have any contractual obligations or commitments other than trade accounts payable due within one-year.

Off-balance sheet arrangements

The Company does not have off-balance sheet arrangements including any arrangements that would affect the liquidity, capital resources, market risk support and credit risk support or other benefits.

Capital Management

There were no changes in the Company's approach to capital management during the period ended September 30, 2019.

In managing liquidity, the Company's primary objective is to ensure the entity can continue as a going concern while raising additional funding to meet its obligations as they come due. The Company's operations to date have been funded by issuing equity. The Company expects to improve the working capital position by securing additional financing.

The Company's investment policy is to invest excess cash in very low risk financial instruments such as term deposits or by holding funds in high yield savings accounts with major Canadian banks. Financial instruments are exposed to certain financial risks, which may include currency risk, credit risk, liquidity risk and interest rate risk.

The Company's mineral property interests are all in the exploration stage, as such the Company is dependent on external financing to fund its exploration activities and administrative costs. Management continues to assess the merits of mineral properties on an ongoing basis and may seek to acquire new properties or to increase ownership interests if it believes there is sufficient geologic and economic potential.

Management mitigates the risk and uncertainty associated with raising additional capital in current economic conditions through cost control measures that minimizes discretionary disbursements and reduces exploration expenditures that are deemed of limited strategic value.

The Company manages the capital structure (consisting of shareholders' deficiency) on an ongoing basis and adjusts in response to changes in economic conditions and risks characteristics of its underlying assets. Adjustments to the Company's capital structure may involve the issuance of new shares, assumption of new debt, acquisition or disposition of assets, or adjustments to the amounts held in cash, cash equivalents and short-term investments.

The Company is not subject to any externally imposed capital requirements.

The Company does not have capital commitments in connection with its two exploration properties. The Company holds 100% interests in the Retty Lake Property and is not required to make any further expenditure commitments on this property. All share and cash payments related to the Retty Lake property have been paid in full. The Company has a 64% ownership in the Schefferville Gold Property and has no further contractual obligations to perform further work on this property.

The Company will be required to raise additional funds in order to keep all the claims on the Retty Lake and Schefferville gold properties in good standing in relation to claim renewal costs required by the MRNF. The Company will add and or drop claims based on geological merit and as financial resources allow.

TRANSACTIONS WITH RELATED PARTIES

Parties are related if one party has the direct or indirect ability to control or exercise significant influence over the other party in making operating and financial decisions. Parties are also related if they are subject to common control or common significant influence. A transaction is considered to be a related party transaction when there is a transfer of economic resources or financial obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the fair value.

Balances and transactions between the Company and its wholly owned subsidiaries, which are related parties of the Company, have been eliminated and are not disclosed in this note.

Related parties include companies controlled by key management personnel. Key management personnel are composed of the Board of Directors, Chief Executive Officer and Chief Financial Officer of the Company.

The following key management personnel related party transactions occurred during the three and nine months ended September 30, 2019 and 2018:

	Three Months Ended September 30, 2019	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018
Management fees	$ 20,000	$ -	$ 40,000	$ 60,000
Professional fees	4,000	-	4,000	-
Total	**24,000**	**-**	**45,000**	**60,000**

The following key management related party balances existed as of September 30, 2019 and December 31, 2018:

	As at September 30, 2019	As at December 31, 2018
Accounts payable due to directors and officers of the Company	$ 51,662	$ -

Accounts payable due to companies controlled by directors and officers of the Company	$ 4,520	$ -
Total	**$ 56,181**	**$ -**

SUBSEQUENT EVENTS

The following subsequent events occurred after the period ended September 30, 2019 and as of the date of publishing this MD&A:

On October 2, 2019, the Company completed the Change of Business ("COB") transaction, which was approved at the annual general meeting of shareholders, whereby the company changed its name from International Corona Capital Corp. to IC Capitalight Corp., acquired all of the issued and outstanding shares of Murenbeeld & Co. Inc. ("Murenbeeld") and certain fixed income debentures of Stone Investment Group Limited ("Stone Debentures").

Acquisition of Murenbeeld & Co. Inc.

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Private Placement

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As a result of the COB events, the Company now has 84,688,063 common shares outstanding.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, amounts receivable, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

The Company's common shares have no par value and the authorized share capital is composed of an unlimited number of common shares. As of September 30, 2019, the Company had 68,504,461 common shares issued and outstanding (December 31, 2018: 68,504,461).

There were no share issuances during the nine months ended September 30, 2019.

As a result of the COB events disclosed in Note 10 *Subsequent events*, the Company now has 84,688,063 common shares outstanding.

Share Purchase Warrants

As at September 30, 2019, there were no share purchase warrants were outstanding.

Stock Options

As of September 30, 2019, the Company had Nil stock options issued and outstanding with a weighted average expiration of 0.0 years, which are exercisable into Nil common shares at a weighted average exercise price of $0.00. All stock options that are currently outstanding vested on the grant date.

CRITICAL ACCOUNTING ESTIMATES

To prepare financial statements in conformity with IFRS, the Company must make estimates, judgements and assumptions concerning the future that affect the carrying values of assets and liabilities as of the date of the financial statements and the reported values of revenues and expenses during the reporting period. By their nature, these are uncertain and actual outcomes could differ from the estimates, judgments and assumptions.

The impacts of such estimates are pervasive throughout the 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 also in future periods when the revision affects both current and future periods. Significant accounting judgments, estimates and assumptions are reviewed on an ongoing basis.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could have an effect on the amounts recognized in the condensed consolidated interim financial statements relate to the following:

Going concern

The preparation of the consolidated financial statements requires management to make judgments regarding the ability to continue as a going concern.

ACCOUNTING STANDARDS ADOPTED

The following accounting standards have been adopted for the annual period beginning on January 1, 2019:

> In January 2016, the IASB issued IFRS 16, Leases ("IFRS 16"). IFRS 16 eliminates the current dual model for lessees, which distinguishes between on-statement of financial position finance leases and off- statement of financial position operating leases. Instead, there is a single, on-statement of financial position accounting model that is similar to current finance lease accounting. IFRS 16 is effective for periods beginning on or after January 1, 2019.

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors:

Risks Related to the Company's Business

Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, the Company faces a high risk of business failure.

Potential investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration program that the Company intends to undertake on its properties and any additional properties that the Company may acquire. These potential problems include unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The expenditures to be made by the Company in the exploration of its properties may not result in the discovery of mineral deposits. Any expenditures that the Company may make in the exploration of any other mineral property that it may acquire may not result in the discovery of any commercially exploitable mineral deposits. Problems such as unusual or unexpected geological formations and other conditions are involved in all mineral exploration and often result in unsuccessful exploration efforts. If the results of the Company's exploration do not reveal viable commercial mineralization, the Company may decide to abandon some or all of its property interests.

Loss of Interest in Properties

The Company's ability to maintain an interest in the properties optioned by the Company will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required to keep the property interests in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the properties optioned by the Company, including the Qualifying Property.

Because of the speculative nature of the exploration of mineral properties, there is no assurance that the Company's exploration activities will result in the discovery of any quantities of mineral deposits on its current properties or any other additional properties the Company may acquire.

The Company intends at this time to continue exploration on its current properties and the Company may or may not acquire additional interests in other mineral properties. The search for mineral deposits as a business is extremely risky. The Company can provide investors with no assurance that exploration on its current properties, or any other property that the Company may acquire, will establish that any commercially exploitable quantities of mineral deposits exist. Additional potential problems may prevent the Company from discovering any mineral deposits. These potential problems include unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. If the Company is unable to establish the presence of mineral deposits on its properties, its ability to fund future exploration activities will be impeded, the Company will not be able to operate profitably and investors may lose all of their investment in the Company.

The potential profitability of mineral ventures depends in part upon factors beyond the control of the Company and even if the Company discovers and exploits mineral deposits, the Company may never become commercially viable and the Company may be forced to cease operations.

The commercial feasibility of an exploration program on a mineral property is dependent upon many factors beyond the Company's control, including the existence and size of mineral deposits in the properties the Company explores the proximity and capacity of processing equipment, market fluctuations of prices, taxes, royalties, land tenure, allowable production and environmental regulation. These factors cannot be accurately predicted and any one or a combination of these factors may result in the Company not receiving an adequate return on invested capital. These factors may have material and negative effects on the Company's financial performance and its ability to continue operations.

Exploration and exploitation activities are subject to comprehensive regulation which may cause substantial delays or require capital outlays in excess of those anticipated causing an adverse effect on the Company.

Exploration and exploitation activities are subject to federal, provincial, state and local laws, regulations and policies, including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. Exploration and exploitation activities are also subject to federal, provincial, state and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment.

Environmental and other legal standards imposed by federal, provincial, state or local authorities may be changed and any such changes may prevent the Company from conducting planned activities or may increase its costs of doing so, which would have material adverse effects on its business. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on the Company. Additionally, the Company may be subject to liability for pollution or other environmental damages that the Company may not be able to or elect not to insure against due to prohibitive premium costs and other reasons. Any laws, regulations or policies of any government body or regulatory agency may be changed, applied or interpreted in a manner which will alter and negatively affect the Company's ability to carry on its business.

Title to mineral properties is a complex process and the Company may suffer a material adverse effect in the event one or more of its property interests are determined to have title deficiencies.

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has either staked property or entered into property option agreements or joint venture agreements on its existing Project interests, the Company cannot give an assurance that title to such property will not be challenged or impugned. Further, the Company cannot give an assurance that the existing description of mining titles will not be changed due to changes in policy, rulings, or law in the jurisdiction where the property is located. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have title to one or more of its properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

The properties optioned by the Company may now or in the future be the subject of first nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the properties optioned by the Company cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties optioned by the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with first nations in order to facilitate exploration and development work on the properties optioned by the Company.

Because the Company's property interests may not contain mineral deposits and because it has never made a profit from its operations, the Company's securities are highly speculative and investors may lose all of their investment in the Company.

The Company's securities must be considered highly speculative, generally because of the nature of its business and its stage of operations. The Company currently has exploration stage property interests which may not contain mineral deposits. The Company may or may not acquire additional interests in other mineral properties but the Company does not have plans to acquire rights in any specific mineral properties as of the date of this report. Accordingly, the Company has not generated significant revenues nor has it realized a profit from its operations to date and there is little likelihood that the Company will generate any revenues or realize any profits in the short term. Any profitability in the future from the Company's business will be dependent upon locating and exploiting mineral deposits on the Company's current properties or mineral deposits on any additional properties that the Company may acquire. The likelihood that any mineral properties that the Company may acquire or have an interest in will contain commercially exploitable mineral deposits is extremely remote. The Company may never discover mineral deposits in respect to its current properties or any other area, or the Company may do so and still not be commercially successful if the Company is unable to exploit those mineral deposits profitably. The Company may not be able to operate profitably and may have to cease operations, the price of its securities may decline and investors may lose all of their investment in the Company.

As the Company faces intense competition in the mineral exploration and exploitation industry, the Company will have to compete with the Company's competitors for financing and for qualified managerial and technical employees.

The Company's competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than the Company. As a result of this competition, the Company may have to compete for financing and be unable to acquire financing on terms it considers acceptable. The Company may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If the Company is unable to successfully compete for financing or for qualified employees, the Company's exploration programs may be slowed down or suspended, which may cause the Company to cease operations as a company.

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its exploration activities and investors could lose their entire investment.

There is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company requires additional financing in order to proceed with the exploration and development of its properties. The Company will also require additional financing for the fees it must pay to maintain its status in relation to the rights to the Company's properties and to pay the fees and expenses necessary to operate as a public company. The Company will also need more funds if the costs of the exploration of its mineral claims are greater than the Company has anticipated. The Company will require additional financing to sustain its business operations if it is not successful in earning revenues. The Company will also need further financing if it decides to obtain additional mineral properties. The Company currently does not have any arrangements for further financing and it may not be able to obtain financing when required. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment.

The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the directors and officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of its officers' other business interests.

Risks Relating to the Company's Common Stock

A decline in the price of the Company's common stock could affect its ability to raise further working capital and adversely impact its ability to continue operations.

A prolonged decline in the price of the Company's common stock could result in a reduction in the liquidity of its common stock and a reduction in its ability to raise capital. Because a significant portion of the Company's operations have been and will be financed through the sale of equity securities, a decline in the price of its common stock could be especially detrimental to the Company's liquidity and its operations. Such reductions may force the Company to reallocate funds from other planned uses and may have a significant negative effect on the Company's business plan and operations, including its ability to develop new products and continue its current operations. If the Company's stock price declines, it can offer no assurance that the Company will be able to raise additional capital or generate funds from operations sufficient to meet its obligations. If the Company is unable to raise sufficient capital in the future, the Company may not be able to have the resources to continue its normal operations.

DIVIDENDS

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company has established procedures and internal control systems to ensure the timely and accurate preparation of financial, management and other reports. The Chief Executive Officer and Chief Financial Officer certify financial reports. Disclosure controls are in place to ensure all reporting meets statutory reporting requirements. The Company's management is responsible for establishing and maintaining adequate internal controls. These controls have been designed to provide reasonable, but not absolute, assurance with respect to the Company's financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Internal controls, however well-conceived, will provide only reasonable and not absolute assurance that the objectives of the internal controls over financial reporting will be met. It should not be expected that the disclosure and internal controls and procedures would prevent all errors or fraud.

Due to the small size of the Company's finance department, there are a limited number of personnel handling accounting and financial matters and as a result, there is a lack of segregation of duties. Management believes that it has designed sufficient compensating internal controls to mitigate these limitations, including dual signatories on all cheques. Additional internal controls include audit committee and senior management review and oversight.

The Company's certifying officers, the Chief Executive Officer and the Chief Financial Officer, have reviewed the effectiveness of the design and operation of the Company's disclosure controls and procedures as a whole. Based on their review, including a review of the compensating controls relating to the lack of segregation of duties noted above, they have concluded that the Company's internal controls and procedures, as defined in National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Filings of the Canadian Securities Regulators, were effective overall.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable, but not absolute, assurance that all material information is obtained, analyzed and reported to senior management on a timely basis in order for management to make reasonable decisions regarding public disclosure.

The Company's certifying officers, the Chief Executive Officer and the Chief Financial Officer, have reviewed the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on their review, they have concluded that the Company's disclosure controls and procedures, as defined in National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Filings of the Canadian Securities Regulators, were effective and provide reasonable assurance that information required to be disclosed in interim, annual and special filings are submitted under Canadian securities laws and are recorded, processed, summarized and reported in a timely fashion.

ADDITIONAL INFORMATION

Additional information about the Company is available on SEDAR at http://www.sedar.com.