

## **CANADA COAL INC.**

### **Management Discussion and Analysis For The Three Months Ended December 31, 2019**

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**February 19, 2020**

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended December 31, 2019 and 2018 and the audited consolidated financial statements for the years ended September 30, 2019 and 2018 and related notes included therein. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional regulatory filings for the Company can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com).

### **Forward-Looking Statements**

Certain statements contained in this document constitute “forward-looking statements”. When used in this document, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “propose”, “anticipate”, “believe”, “forecast”, “estimate”, “expect” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company’s current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

### **Overview**

Canada Coal Inc. (“Canada Coal” or the “Company”) was incorporated on August 26, 2010 under the Business Corporation Act (Ontario) under the name Pacific Coal Corp. On April 12, 2011, the Company changed its name to Canada Coal Inc.

On November 4, 2011, the Company entered into an agreement with Mercury Capital Limited (“Mercury Capital”) in respect to a proposed business combination to be effected by way of an amalgamation of the parties. Under the terms of the agreement, holders of common shares and other securities such as options and warrants of Canada Coal and Mercury Capital, received common shares and other securities of the resulting issuer on a one for one basis. The amalgamation constituted a qualifying transaction for Mercury Capital as defined in Policy 2.4 of the Exchange’s Corporate Finance Manual.

The transaction was accounted for as a capital transaction with the original Canada Coal being identified as the acquirer. The resulting financial statements are presented as a continuance of the original Canada Coal.

Canada Coal Inc. was the resulting issuer from the amalgamation and upon completion of the transaction, was considered a Tier I mining issuer. The amalgamation was effective February 23, 2012 and the Company began trading on the TSX Venture Exchange on February 29, 2012.

The Company currently has no producing properties, and consequently no operating income. The Company is dependent on the equity markets to finance all of its activities and it is anticipated that it will continue to rely on this source of funding to meet its ongoing capital requirements.

As a result of the Company’s inability to meet Tier 2 continued listing requirements of the Exchange, the Company applied to move to the Exchange’s subsidiary trading board, NEX, and was granted the change effective December 12, 2018. Effective December 17, 2018 the Company began trading on the NEX board of the TSX Venture Exchange under the symbol CCK.H.

## Overall Performance

The Company incurred a net loss of \$73,734 for the three months ended December 31, 2019 compared with net loss of \$78,361 for the same period in the prior year.

On November 15, 2019, the Company entered into an arms-length definitive combination agreement (the "Agreement") with Mijem Inc. ("Mijem") to combine the businesses of the two companies. The Agreement outlines the terms and conditions pursuant to which the Company and Mijem would complete a transaction that would result in a reverse take-over of the Company by Mijem (the "Proposed Transaction"). The Proposed Transaction was structured as a three-cornered amalgamation ("Amalgamation") between the Company, Mijem and a newly incorporated subsidiary of the Company ("Newco").

Upon completion of the Proposed Transaction, the resulting issuer (the "Resulting Issuer") would carry on the business of Mijem. Mijem provides innovative solutions to create a vibrant social marketplace for students to connect with other students and to efficiently buy, sell and trade goods and services on and off campus (online marketplace).

Pursuant to the Agreement, immediately prior to the Amalgamation, the Company would complete a share consolidation on the basis of two (2) pre-consolidation common shares for every one (1) post-consolidation common share ("Share Consolidation"). As a condition for the completion of the Combination, a private placement was to be completed prior to January 31, 2020 for aggregate proceeds of between \$1,850,000 and \$3,000,000 by way of the issuance of subscription receipts which once issued would convert to Resulting Issuer shares upon consummation of the Combination. Following the completion of the Share Consolidation and the Proposed Transaction the shareholders of Mijem would be issued 2.144 Resulting Issuer shares for each Mijem common share held by such Mijem shareholder. In addition, each warrant held in Mijem would be exchanged for 2.144 Company warrants, having substantially the same terms and conditions as the Mijem warrants, and will entitle the holder thereof to acquire, upon exercise of each whole Company warrant, and for the consideration payable therefor (subject to adjustment), one Resulting Issuer share.

Pursuant to the terms of the Agreement, the Company would seek to delist from the NEX board of the TSX Venture Exchange and apply for listing of the Resulting Issuer's common shares on the Canadian Securities Exchange (the "CSE"), with such listing to be effective concurrent with the completion of the Proposed Transaction. The Proposed Transaction was subject to customary conditions for a transaction of this nature, which included the receipt of shareholder approval of both the Company and Mijem, the TSXV and CSE and any other regulatory approvals.

As of February 17, 2020, the efforts to raise the required private placement minimum of \$1,850,000 were unsuccessful and the Proposed Transaction was terminated.

The Company will continue to search for opportunities which will enhance shareholder value.

## Operating Activities

As discussed above, the Company's activities during the three months ended December 31, 2019 were focussed on the Proposed Transaction with Mijem.

## Results of Operations

The results of operations reflect the overhead costs incurred by the Company to maintain good standing with the various regulatory authorities and to provide an administrative infrastructure to manage the acquisition, operation and financing activities of the Company. General and administrative costs can be expected to increase or decrease in relation to the changes in activity. As at December 31, 2019, the Company had not recorded any significant revenues.

The Company incurred a net loss of \$73,734 for the three months ended December 31, 2019 compared with net loss of \$78,361 for the same period in the prior year. The only significant variance related to opportunity investigation costs. Opportunity investigation costs, which include Proposed Transaction costs, decreased by \$6,315 as payments to external parties related to proposed transactions or review of new business opportunities decreased. This cost category includes legal fees.

## Summary of Quarterly Results

The following table sets out selected quarterly information for the time periods available. Net loss and comprehensive loss are the same for all quarters shown.

Three Months Ended	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
	\$	\$	\$	\$
Revenue - investment income	3,966	4,285	4,423	4,262
Net Loss	73,734	57,748	41,791	44,917
Net Loss per common share	0.00	0.01	0.00	0.00
Three Months Ended	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
	\$	\$	\$	\$
Revenue - investment income	4,170	3,493	2,998	2,818
Net Loss	78,361	126,296	42,476	51,329
Net Loss per common share	0.00	0.01	0.00	0.00

## Capital Resources

The Company's cash position at December 31, 2019 was \$1,278,674 compared with a cash balance of \$1,357,011 at September 30, 2019.

At December 31, 2019 the Company had working capital of \$1,273,206 compared to a working capital balance of \$1,346,940 at September 30, 2019. For the three months ended December 31, 2019, the Company utilized \$78,337 for operating activities.

The Company's cash balance at December 31, 2019 is more than sufficient to fund its general and administrative expenses for the next twelve month period. Annual general and administrative expenses are estimated to be less than \$200,000.

There were no material credit facilities in place as at December 31, 2019.

As at December 31, 2019, there are no commitments to pay cash or issue shares other than in relation to the Proposed Transaction with Mijem which was terminated in February 2020.

## Related Party Transactions

For the three months ended December 31, 2019, the Company entered into the following related party transactions:

- a) Incurred management fees of \$24,000 (2018: \$24,000) to West Oak Capital Partners Inc., a company controlled by R. B. Duncan, Executive Chairman of the Board and CEO.
- b) Incurred management fees of \$15,000 (2018: \$15,000) to Olga Nikitovic (CFO).
- c) Incurred legal fees of \$27,203 (2018: \$27,364) from Aird & Berlis LLP. Fees of \$Nil (2018: \$2,230) are included in professional fees and fees of \$27,203 (2018: \$25,134) are included in opportunity investigation costs. Legal fees included in accounts payable and accrued liabilities at December 31, 2019 are \$10,701 (2018: \$Nil). Tom Fenton (Director and Corporate Secretary) is a partner with Aird & Berlis LLP.

The compensation for key management personnel is identified above in (a) and (b). The Company does not pay any health or post-employment benefits.

## Off Balance Sheet Arrangements

The Company is not a party to any off balance sheet arrangements or transactions.

## Critical Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from management's estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

### *Income, value added, withholding and other taxes*

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

### *Share-based Payments*

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

## **Changes in Accounting Policies**

### **Adoption of new and amended IFRS pronouncements**

The Company has adopted the following new standard, along with any consequential amendments, effective October 1, 2019. These changes were made in accordance with the applicable transitional provisions. The adoption of these standards did not have a material impact on the Company's financial statements.

IFRS 16, Leases: In January 2016, the IASB issued IFRS 16 "Leases" ("IFRS 16"), which requires lessees to recognize assets and liabilities for most leases.

IAS 1 – Presentation of Financial Statements ("IAS 1") and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

### **Financial Instruments**

The Company is required to disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the date of the statement of financial position, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The carrying amounts of cash, receivables and accounts payable and accrued liabilities on the consolidated statement of financial position approximate fair market value because of the limited term of these instruments. The Company's cash and cash equivalents classified as FVTPL are carried at fair value. The fair value is determined by reference to observable inputs other than quoted prices in active markets for identical assets.

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

#### **Credit risk**

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to receivables. The receivables primarily relate to sales tax due from the Federal Government of Canada. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to its receivables is remote.

#### **Liquidity risk**

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations when they come due. The Company generates cash flow through its private placements in the equity markets. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has sufficient cash to meet its general and administrative expenses for the next twelve months.

#### Market risk

##### (a) Interest rate risk

The Company has cash balances therefore, interest rate risk is minimal.

##### (b) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar and major expenditures are transacted in Canadian dollars. The Company's exposure to foreign currency is minimal. Management does not hedge its foreign exchange risk. A 1% change in foreign exchange rates between the Canadian and US dollar at December 31, 2019 would not have a significant impact on the Company's unaudited condensed consolidated interim financial statements.

##### (c) Equity price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is the potential adverse effect on the Company due to movements in individual equity prices or the stock market in general. The Company closely monitors individual equity movements and the stock market volatility to determine the appropriate course of action to be taken by the Company.

##### (d) Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company does not expect material movements in the underlying market risk variables over the next three-month period.

### **Proposed Transactions**

The Company continues to review and assess possible transactions.

### **Contingencies**

The Company does not have any contingencies or commitments other than those disclosed in the notes to the unaudited condensed consolidated interim financial statements.

### **Subsequent Events**

There are no material subsequent events other than those described in the subsequent event note to the unaudited condensed consolidated interim financial statements.

### **Management's Responsibility for Financial Statements**

The information provided in this report, including the unaudited condensed consolidated interim financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the unaudited condensed consolidated interim financial statements.

### **Risks and Uncertainties**

The Company's financial condition, results of operation and business are subject to risks. The following are identified as the main risk factors:

#### Financing

The Company is reliant upon equity financing in order to continue its operations. There is no guarantee that future sources of funding will be available to the Company. If the Company is not able to raise additional funding in the future, it will be unable to carry out its operations.

## Disclosure Controls and Procedures

TSX Venture listed companies are not required to provide representations in the annual filings relating to the establishment and maintenance of Disclosure controls and procedures (“DC&P”) and Internal controls over financial reporting (“ICFR”), as defined in National Instrument 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s IFRS. The issuer’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information.

Investors should be aware that inherent limitation on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in National Instrument 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## Other MD&A Requirements

As at the date of this MD&A, the Company had 31,724,875 common shares issued and outstanding. Stock options of the Company outstanding at the date of this MD&A were as follows:

Options	Exercise Price \$	Expiry Date
1,250,000	0.10	September 22, 2021
1,250,000		

Warrants of the Company outstanding at the date of this MD&A were as follows:

Warrants	Exercise Price \$	Expiry Date
5,000,000	0.20	January 23, 2021

**CANADA COAL INC.**

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**CORPORATE DATA**

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February 19, 2020

**EXECUTIVE OFFICE**

5213 Durie Road  
Mississauga, Ontario L5M 2C6  
Tel: (905) 813-8952  
Fax: (905) 813-1985  
info@canadacoal.com

**SOLICITORS**

**Aird & Berlis LLP**  
Brookfield Place  
Suite 1800, Box 754  
181 Bay Street  
Toronto, Ontario M5J 2T9  
Tel: (416) 863-1500  
Fax: (416) 863-1515

**REGISTRAR & TRANSFER AGENT**

**Computershare Investor Services**  
1510 Burrard Street, 3rd Floor  
Vancouver, BC V6C 3B9

**AUDITORS**

**McGovern Hurley LLP**  
251 Consumers Road, Suite 800  
Toronto, Ontario M2J 4R3  
Phone: (416) 496-1234  
Fax: (416) 496-0125

**DIRECTORS AND OFFICERS**

R. Bruce Duncan	Executive Chairman & CEO
Richard Klue	Director
Tom Fenton	Director/Corporate Secretary
Ian Smith	Director
Olga Nikitovic	CFO

**INVESTOR CONTACTS**

R. Bruce Duncan  
(905) 813-8408

**CAPITALIZATION**

Authorized:	Unlimited
Issued:	31,724,875