

# EXPLOREX RESOURCES INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

FOR THE THREE-MONTH PERIOD ENDED JUNE 30, 2019

**August 28, 2019**

The following Management's Discussion and Analysis ("MD&A") of the financial condition of Explorex Resources Inc. ("Explorex" or "the Company") and results of operations of the Company, should be read in conjunction with the condensed interim financial statements including the notes thereto for the period ended June 30, 2019 and with the audited financial statements for the year ended March 31, 2019. The financial statements together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of the Company.

The financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). The Company's accounting policies are described in Note 3 of the Audited Financial Statements. The financial statements together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of the Company.

All monetary amounts are in Canadian dollars unless otherwise specified. Additional information regarding the Company and its operations can be obtained from the office of the Company or on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Description of Business**

The Company was incorporated under the Business Corporations Act (British Columbia) on January 6, 2011 and is currently engaged in acquiring, exploring and developing mineral properties, principally located in British Columbia, New Brunswick Canada and Nevada USA. Effective June 11, 2012, the Company changed its name from Explorex Capital Ltd. to Explorex Resources Inc.

The Company is a reporting issuer in British Columbia, Alberta, Ontario and Yukon and its shares are listed on the CSE under the symbol EX, listed on the Frankfurt Exchange under the symbol 1XE and listed on the US OTC Markets Group under the symbol EXPXF.

### **Overall Performance**

The level of the Company's future operations will be determined by the availability of capital resources, which will be derived from the future financings.

The Company has incurred recurring losses since its inception and had an accumulated deficit of \$4,537,487 as at June 30, 2019, which has been funded primarily by the issuance of shares. The Company has no source

of operating cash flows and expects to incur further losses in the exploration and development of its mineral properties. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors and generating profitable operations in the future.

### *Corporate Update*

On August 15, 2019, the Company announced that it appointed Mike Zhou (“Mike”) to its board of Directors. Over the past decade Mike has amassed a unique resume covering capital markets, international business strategy, and the technology sector. In recent years, he has held management positions or director roles throughout the financial-technology, digital marketing, consulting, and financial sectors. From 2013 to 2015, Mike was with BiYond (China) Corp., under his management, the firm successfully launched a multi-million Financial Technology Joint Venture and structured the Merger & Acquisition of a Digital Marketing Corporation. In late 2015, he also Co-Founded a private investment and consulting firm which has delivered 3 consecutive years of above averaged risk-adjusted returns. Mike was recently with PI Financial, a privately-owned Canadian brokerage firm, where he worked directly with the Vice President and Managing Director as an Analyst and Associate. Mike holds a Bachelor of Science Degree in Statistics and Economics with Minor in Commerce (Saunders School of Business) from UBC. He also holds the Project Management Professional designation from Project Management Institute (PMI).

The current board and management are as follows as at the date of this MD&A:

- Bill Wishart, Director and Chairman of the Board;
- Gary Schellenberg, Director and Chief Executive Officer;
- Jerry Bella, Independent Director;
- Jim Mustard, Director and VP Corporate Development;
- Mike Sieb, Director and President;
- Mike Zhou, Independent Director,
- Monita Faris, Corporate secretary;
- Elizabeth Richards, Chief Financial Officer; and
- David Baril, Advisor to the Board of Directors.

### *Property Acquisitions*

#### *Buena Vista Hills Cobalt – IOCG Project, Nevada USA*

The Company executed the Assignment and Assumption Agreement (“Assignment Agreement”) with New Tech Minerals Corp. (“NTM”) and has assumed the right to acquire a 100% interest in the Buena Vista Hills Cobalt – Iron Oxide Copper Gold (“IOCG”) project (“Buena Vista”) in Pershing County, Nevada.

Under the Assignment Agreement, the Company will pay NTM \$10,000 USD (paid) and issue 200,000 shares (issued) upon signing, issue an additional 200,000 shares upon NTM satisfying certain obligations and assume NTM’s underlying commitments pursuant to the Mining Lease and Option to Purchase Agreement made between NTM and Zephyr Minerals Inc., a Nevada corporation (“Zephyr”), dated May 15, 2018 and as amended on October 20, 2018, February 12, 2019 and April 4, 2019. The underlying commitments are to pay \$66,000 USD (paid \$33,000 USD), and issue the equivalent value of 500,000 NTM shares (issued 20,205 shares which are equivalent to 250,000 NTM shares) and incur exploration expenditures totaling \$300,000 by May 15, 2020 and incur exploration expenditures totaling \$400,000 USD by May 15, 2021. Zephyr is also entitled to 1% to 4% NSR. The Company has the option to purchase 0.5% to 2% of the NSR for \$500,000 USD.

Upon completion of a feasibility study, NTM maintains the right to purchase (i.e. buy back) a 20% interest in the Project by paying to the Company an amount equal to 40% of the expenditures incurred by the Company on the Project.

The Project is centered around the past producing open-pit Segerstrom-Heizer ("SH") iron ore mine that produced more than 1.2 million tons of iron ore between 1943 and 1966 (Nevada Bureau of Mines, Bulletin 89, Johnson, 1977). The massive magnetite is localized within the northeast-striking, northwest-dipping Segerstrom-Heizer fault zone ("SH Fault") and is coincident with a series of northwest-trending cross faults.

Subsequent to the emplacement of the magnetite, an intense 'Cobaltoan' pyrite-marcasite sulfide mineralizing event occurred (i.e. Cobaltoan pyrite is simply a name given for pyrite containing an appreciable content of cobalt). The Cobaltoan forming fluids were introduced along the local structures, favorably constrained by the massive magnetite unit, with Cobaltoan iron-sulfide deposition focused along the hanging wall and foot wall margins of the massive magnetite body.

A significant amount of Cobaltoan iron-sulfide mineralization is exposed in the open pit walls and within the waste dumps, presenting two distinct prime exploration target styles:

- 1.) The Cobaltoan mineralization appears to be strongly oxidized to about 50-60m below surface and represents a shallow, thick and well developed hanging wall open pit target; and
- 2.) A Cobaltoan massive pyrite-marcasite sulfide target is indicated below the oxidized cap.

The potential of the 'at surface' oxidized zone was revealed in a reverse circulation ("RC") drill hole completed by the property owner, Zephyr Minerals, in 2008 ("Zephyr Hole"). The Zephyr Hole was located approximately 100 m northeast of the main exposed mineralized zone at the NE pit wall and drilled vertically with fixed 3.05 m (10 foot) sample intervals. The cobalt mineralization was intersected under the mine waste at a 6.1 m (20 foot) depth and graded 0.09% CoO over the ensuing 27.4m (90 feet) at which point the magnetite unit was intersected. This mineralized interval included 12.2m (40 feet) grading 0.12% CoO from 12.2-24.4m (40-80 feet).

New Tech recently collected grab samples from several small development pits occurring along the NE extension of the SH fault zone. Four samples were collected up to 305 m (1000 feet) NE of the SH pit grading 284, 465, 825 and 921 ppm Co and one grab sample collected from a development pit located approximately 457 m (1500 feet) NE of the SH pit contained 837 ppm Cobalt.

Of note, the significant cobalt mineralization reported in the Zephyr Hole combined with the cobalt mineralization observed in grab samples quite distant from the Zephyr Hole indicates the potential for a large at surface cobalt mineralized target area along the extent of the magnetite body and SH Fault.

In 2018, New Tech collected two semi-massive magnetite grab samples exhibiting significant pyrite replacement (~30% to 50% pyrite content) from the open pit waste dump that graded 0.15% and 0.48% Cobalt\*.

Independent from New Tech, three massive Cobaltoan pyrite samples were collected from the dump that returned grades of 0.45, 0.82 and 1.20% cobalt\* (T.A. DeMatties, unpublished preprint data).

The semi-massive to massive pyrite samples collected from the dump material reveal a high cobalt tenor and emphasises the potential for a sizable near surface cobalt iron sulfide mineralized zone below the oxidized cap.

Except for the Zephyr Hole, all historic holes at Segerstrom-Heizer did not analyze for cobalt.

(\*Note): The grab samples reported in this document are solely designed to show the presence or absence of mineralization and to characterize the mineralization. Grab samples are by definition selective and not intended to provide nor should be construed as a representative indication of grade or mineralization at the Project.

The Company's exploration plan at Buena Vista is comprised of an initial 750 metres (2,500 feet) reverse circulation drill program designed to target the cobalt mineralization observed in the immediate vicinity of the Segerstrom-Heizer open pit with the objective to confirm the historic cobalt grades and the indicated scale of mineralization. The planned drill hole locations are located on private land and require no permitting.

As at June 30, 2019, the Company had \$97,540 of cumulative acquisition and exploration costs related to the Buena Vista project.

#### *Significant Subsequent Events*

Subsequent to June 30, 2019, the Company:

- Announced a financing consisting of up to 2,000,000 common shares priced at \$0.20 per common share for proceeds totalling \$400,000.

## Mineral Properties

The following is a breakdown of the material components of the Company's acquisition, and deferred exploration costs for the period ended June 30, 2019 and March 31, 2019.

	Silver Dollar Property	Arlington Property	Beatrice Property	Kagoot Brook Property	Buena Vista Hills Cobalt- Iron Oxide Copper Gold Project	Chrysler Property	Cobalt- Paragon Property	Handlebar Property	Total
<b>Acquisition Costs</b>									
Opening, March 31, 2018	\$ 68,000	\$ (9,065)	\$ 12,000	\$ -	\$ -	\$ 64,500	\$ 61,000	\$ 7,003	\$ 203,438
Additions during the year	240,000	-	-	66,594	-	-	39,000	-	345,594
Option payment received/Grants	(25,000)	-	-	(30,000)	-	-	-	-	(55,000)
Closing, March 31, 2019	283,000	(9,065)	12,000	36,594	-	64,500	100,000	7,003	494,032
<b>Exploration Costs</b>									
Opening, March 31, 2018	135,830	17,560	3,500	-	-	25,284	32,847	-	215,021
Assay	-	-	-	3,350	-	-	-	-	3,350
Drilling	-	-	-	55,874	-	-	-	-	55,874
Equipment, field supplies, and other	-	-	-	42,007	-	-	-	-	42,007
Geological	84	-	-	85,464	-	-	2,650	-	88,198
Geophysical	-	-	-	1,932	-	-	-	-	1,932
Recovery – BCMETC	(27,584)	-	-	-	-	-	-	-	(27,584)
Closing, March 31, 2019	108,330	17,560	3,500	188,627	-	25,284	35,497	-	378,798
Write offs	-	-	-	-	-	(89,784)	(135,497)	(7,003)	(232,284)
<b>Balance, March 31, 2019</b>	<b>\$ 391,330</b>	<b>\$ 8,495</b>	<b>\$ 15,500</b>	<b>\$ 225,221</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 640,546</b>
<b>Acquisition Costs</b>									
Opening, March 31, 2019	\$ 283,000	\$ (9,065)	\$ 12,000	\$ 36,594	\$ -	\$ -	\$ -	\$ -	\$ 322,529
Additions during the period	-	-	-	2,243	97,240	8,970	-	-	108,453
Option payment received/Grants	-	-	-	-	-	-	-	-	-
Closing, June 30, 2019	283,000	(9,065)	12,000	38,837	97,240	8,970	-	-	430,982
<b>Exploration Costs</b>									
Opening, March 31, 2019	108,330	17,560	3,500	188,627	-	-	-	-	318,017
Assay	-	-	-	-	300	-	-	-	300
Drilling	-	-	-	-	-	-	-	-	-
Equipment, field supplies, and other	-	-	-	-	-	-	-	-	-
Geological	52	-	-	-	-	-	-	-	52
Geophysical	-	-	-	-	-	-	-	-	-
Closing, June 30, 2019	108,382	17,560	3,500	188,627	300	-	-	-	318,369
Write offs	-	-	-	-	-	(8,970)	-	-	(8,970)
<b>Balance, June 30, 2019</b>	<b>\$ 391,382</b>	<b>\$ 8,495</b>	<b>\$ 15,500</b>	<b>\$ 227,464</b>	<b>\$ 97,540</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 740,381</b>

Below is a description of the material mineral projects and the underlying agreements:

*Kagoot Brook Cobalt Project, New Brunswick*

The Company entered into an option agreement to acquire a 75% interest in the Kagoot Brook Cobalt Project (“Kagoot Brook”), owned by Great Atlantic Resources Corp. (“Great Atlantic”). The agreement to acquire a 75% interest in the Project is subject to the following terms:

- Cash payment of \$25,000 and issuance of 75,000 common shares (paid and issued, valued at \$22,500);
- Issue \$50,000 in shares on May 10, 2019 (issued 197,904 shares subsequent to the period ended June 30, 2019); and
- Explorex will incur a total expenditure of \$750,000 (including all underlying payments) over a period of 4 years; of which \$100,000 (incurred) would be a firm commitment on or before May 10, 2019.

Upon earning 75% of the project, the parties will enter into a joint venture. The terms will provide for a pro-rata dilution such that should Great Atlantic’s interest drop below 5%, it will revert to a 3% NSR. The Company will retain the right to buyback 2% at \$1,000,000 for each 1%, or portion thereof. Should Great Atlantic seek to sell any portion of the remaining NSR, Explorex will retain a first right of refusal.

During the year ended March 31, 2019, the Company received a New Brunswick Junior Mining Assistance Program (NMJMAP) grant of \$30,000.

Kagoot Brook consists of seven claims, totalling 4,233 hectares, located in north-central New Brunswick, 85 kilometres southwest of Bathurst along the southwest margin of the famous Bathurst mining camp. The property is underlain by Cambro-Ordovician felsic volcanics and sediments. In 1983, the New Brunswick government released stream sediment sampling results with anomalous responses which led to the staking of the original Kagoot Brook claims by Brunswick Mining and Smelting.

Soil sampling was carried out in 1984 and 4.6 km of magnetic and 13.0 km of VLF-EM (very low-frequency electromagnetic) geophysical surveys were also completed, as well as stream sediment silt samples. The VLF survey indicated three strong and two weak conductors within the property. The trends are oriented near east-west and delineate three areas of major interest. The historic soil samples returned favourable results from the three areas with a strong association between copper, silver and cobalt with the VLF conductors. The silt sampling program returned strongly anomalous cobalt with values up to 6,000 ppm with anomalous values in copper, lead, zinc and nickel.

The Company completed two focussed stream silt sampling campaigns to characterize the mineralization and frame the contact of the underlying target mineralized horizon. The stream silt sampling programs performed by the Company revealed:

- (i) a significant concentration of and a strong relationship of cobalt with manganese and associated base metals (nickel, copper, lead and zinc);
- (ii) the relative percentage of the cobalt to manganese indicates a favourable high cobalt tenor (i.e. grade component); and
- (iii) a distinct upstream cut-off of the cobalt mineralization;
- (iv) The cobalt grade cut-offs align well with stratigraphy adding confidence to the >2 km inferred potential length of mineralization along the geological trend.

In conjunction, a detailed magnetometer and very low frequency electromagnetic (“VLF-EM”) survey has been initiated to map the underlying stratigraphy to assist with drill targeting. Even with all the positive and

highly compelling indicators, no previous drilling has been conducted and no source of the geochemical anomalies is known on the property.

The Company took advantage of a window of opportunity and completed two holes for a total 500 metres prior to the Christmas break. The two-hole drill program was limited in scope and designed to drill along one transect across the target stratigraphy within the 4 x 1 kilometre target area. No significant drill results were reported.

The Company remains confident of the validity and potential of the cobalt target as indicated by the strong and extensive cobalt mineralization reporting in the stream silt samples (see Company news release dated January 29, 2019) and is committed to further exploration to determine the source of the cobalt mineralization observed at surface. The planned exploration program will consist of comprehensive geophysical coverage of the target area followed by a 2,000m drill program.

\*Note: The stream silt samples reported in this release are solely designed to show the presence or absence of mineralization and to characterize the mineralization. Silt samples are by definition selective and not intended to provide nor should be construed as a representative indication of grade or mineralization at the projects.

As at June 30, 2019, the Company had \$227,464 of cumulative acquisition and exploration costs related to the Kagoot Brook Property.

#### *Arlington Property, British Columbia*

On January 19, 2015, the Company acquired a 100% interest in the Arlington property by staking.

On April 27, 2017, the Company entered into an option agreement with Clarmin Exploration Inc. (“Clarmin”), under which Clarmin may acquire a 100% interest in the Company’s Arlington property, located in south-central British Columbia. Under the agreement, Clarmin can earn a 100% interest by making certain staged payments over a three-year period equal to a total of \$105,000 in cash (received \$20,000), 500,000 common shares and incurring \$500,000 in exploration expenditures on the property.

On April 27, 2019, Clarmin elected to terminate the option agreement and the Arlington property reverted to the Company in good standing.

The Arlington property covers 586.46 hectares, is road accessible and is centered on Hall Creek at the south end of Arlington Lakes, and covers 10 mineral showings listed in the BCMEM (British Columbia Ministry of Energy and Mines) Minfile. The bulk of the historical work on the claims dates back to the early part of the century while the Beaverdell-Mt. Wallace mining camp was developing and during the construction of the Kettle Valley Railway.

Clarmin’s 2017 field work included the establishment of two separate grids totaling 30.9 line kilometres covering 304.4 hectares. A soil geochemical survey resulting in the collection of 657 B horizon soil samples highlighted numerous single and multi-line Cu-Ag soil anomalies. Magnetic and VLF-EM (very low-frequency electromagnetic) geophysical surveys were completed over the two grids totaling 26.4 line kilometres of surveying. The VLF-EM survey identified several east-west to northeast-southwest trending conductive responses which are closely associated with known zones of mineralization. Prospecting resulted in the location of 11 new historical work sites characterized by overgrown and sloughed in trenches, pits, adits and shafts. A total of 44 rock grab samples (1) from the various sites returned elevated and anomalous



results up to 211.0 ppm Ag, 6.8 ppm Au, 3.22 per cent Cu, 1,795 ppm Mo, 2,538 ppm Pb and 9,268 ppm Zn (National Instrument 43-101 technical report, Clarmin Explorations Inc., dated Nov. 29, 2017).

Clarmin's 2018 exploration program (Clarmin news release dated August 16, 2018) consisted of:

- 1) A 2018 soil geochemical sampling program extended anomalous copper and silver soil anomalies; and have locally highlighted structurally controlled east-west trending fractures and shears, which locally host copper and silver plus or minus gold mineralization; and
- 2) Prospecting in the southern portion of the project has located the Black Minfile occurrence consisting of a series of northwest-trending historical trenches and test pits exposing a 20 centimetre quartz vein hosting disseminations of pyrite, chalcopyrite and molybdenite. A grab sample of the mineralized vein returned 1.05 per cent Cu, 37.65 grams per tonne Ag, 0.13 g/t Au and 3,556.4 ppm Mo.

As at June 30, 2019, the Company had \$8,495 of cumulative acquisition and exploration costs shown on the balance sheet related to the Arlington property. To date the Company has incurred \$28,495 and has recovered \$20,000.

#### *Silver Dollar Property, British Columbia*

On May 11, 2016, the Company entered into an option agreement ("Happy Creek Agreement") with Happy Creek Minerals Ltd. ("Happy Creek") to earn a 100% interest in Happy Creek's Silver Dollar property. Through a series of amended agreements dated November 23, 2016 and April 11, 2017 the Company earned 100% interest during the year ended March 31, 2019, by making various cash payments totaling \$20,000, incurring \$100,000 in expenditures and issuing 1,100,000 shares valued at \$288,000.

The Happy Creek Agreement is subject to a 1% NSR payable to Happy Creek.

On August 14, 2018 the Company entered into an option agreement ("Mariner Agreement") with Mariner Resources Corp. ("Mariner"), the companies are related by virtue of a director of Mariner and officers of the Company being related, whereby Mariner has the right to acquire a 75 percent interest in the Silver Dollar property. Pursuant to the Mariner Agreement, Mariner is required to make cash payments, issue shares, and meet exploration expenditure requirements as follows:

- Cash payments: Mariner is required to pay \$25,000 upon execution of the agreement (received), an additional \$50,000 in cash or common shares of Mariner, at Mariner's discretion, on or before May 30, 2021, \$100,000 in cash on or before May 30, 2022; and an additional \$250,000 in cash on or before May 30, 2023 for an aggregate total consideration of \$425,000;
- Share issuances: Mariner is required to issue 100,000 common shares on May 30, 2021, an additional 300,000 shares on or before May 30, 2022 and an additional 500,000 shares on or before May 30, 2023 for an aggregate total of 900,000 shares;
- Work commitments: Mariner is required to incur \$75,000 in exploration expenditures on or before the May 30, 2020; an additional \$150,000 on or before May 30, 2021, an additional \$350,000 on or before May 30, 2022 and an additional \$425,000 on or before May 30, 2023 for an aggregate \$1,000,000 in exploration expenditures; and
- Upon Mariner earning 75-percent interest in Silver Dollar, the parties will enter into a joint venture.



Silver Dollar field program summary:

A field crew completed a 19-line-kilometre soil geochemistry survey in October 2017 within the southern portion of the Silver Dollar property, referred to as the Gilman area. The purpose of the survey was to extend the base and precious metal signature in soil from the Silver Dollar occurrence southward through the Beatrice mine site and Rainy Day occurrence, a distance of 2.3 km.

The soil survey revealed a well-defined silver, lead, zinc and antimony anomaly measuring 1.4 km in length with widths up to 350 metres wide extending from the Beatrice mine to the south of the Rainy Day occurrence. The multi-element soil anomaly extended the known anomalous zone by 450 m and remains open to the southeast.

The Silver Dollar is a past Ag-Pb-Zn producer with reported production in 1947 of six tonnes of ore that recovered 9,860 g Ag, 1,378 kilograms Pb and 1,009 kg Zn. Subsequent historical drilling on and in the vicinity of the Silver Dollar vein was constrained to relatively shallow depths and the mineralized zones, where delineated, remain open to depth. Of note, the drilling also intersected mineralized zones that do not outcrop on surface indicating the potential that blind or hidden mineralized zones also occur.

As at June 30, 2019, the Company had \$391,382 of cumulative acquisition and exploration costs related to the Silver Dollar Property.

*Beatrice Mineral Property, British Columbia*

On August 27, 2017, the Company entered into a purchase and sale agreement with arm's length vendors to acquire 100% of 2 crown grants that host the Beatrice Mine from private owners. The crown grants are wholly contained within the southern portion of the Silver Dollar property (referred to as the Gilman portion). Pursuant to the agreement, the vendors agreed to sell and the Company agreed to purchase two mineral tenure claims located in the southern portion of the Silver Dollar property for a cash payment of \$12,000 (paid).

The Beatrice mine is a past Ag-Pb-Zn producer that was worked continuously from 1898 to 1906 and intermittently to 1964. Between 1899 and 1917, 618 tonnes of hand-sorted ore were shipped from the property yielding 558 g Au, 1,832 kg Ag, 182,930 kg Pb and 10,894 kg Zn. Underground workings by 1920 included several hundred metres of drifting, crosscuts and raises on three levels.

The mineralization at Beatrice consists of base plus precious metal veins of variable size up to a few metres wide hosted in shear zones, on bedding plane slips and crosscutting faults. A total of 10 grab samples† were collected from the Beatrice mine site during the recent field program. A composite grab sample from a large open cut above the Beatrice upper adit returned anomalous results of 0.24 per cent Pb, 3.53 per cent Zn, 152 g/t Ag and 1.45 g/t Au while a grab sample from a muck pile near the Beatrice upper adit returned 17.72 per cent Pb, 18.91 per cent Zn, 1,991 g/t Ag and 4,003.44 ppm Sb.

† *The surface rock grab samples reported above are solely designed to show the presence or absence of mineralization and to characterize the mineralization. Grab samples are by definition selective and not intended to provide nor should be construed as a representative indication of grade or mineralization at the project.*

As at June 30, 2019, the Company had \$15,500 of cumulative acquisition and exploration costs related to the Beatrice Property.

*Chrysler Property, Ontario*

On June 6, 2017, the Company entered into a purchase and sale agreement with Jean Marc Gaudreau and Don Thomas Fudge to purchase a 100% interest in certain mining claims, (the “Chrysler Property”), located in the Larder Lake Mining Division in Ogilvie, Leonard and North William Township, in the Province of Ontario.

To earn a 100% interest, the Company is required to make the following payments:

- \$22,500 cash (paid); and
- issue 200,000 common shares of the Company (issued, valued at \$42,000).

The agreement is subject to a 2% net smelter return royalty (“NSR”) payable to the vendors and a buyback of 1% for \$1 million at any time.

During the year ended March 31, 2019, the Company abandoned the Chrysler Property and wrote off \$89,784 in exploration and evaluation assets.

*Cobalt-Paragon Property, Ontario*

On October 30, 2017, the Company entered into an option agreement with Canadian Gold Miner to acquire a 100% interest certain mining claims, (“Cobalt-Paragon”), located in the Larder Lake Mining Division in Tudhope Township, in the Province of Ontario. Pursuant to the option agreement, the Company was required to make cash payments totaling \$125,000 (\$35,000 paid), issue shares totaling 1,700,000 (200,000 issued, valued at \$51,000), and meet exploration expenditure requirements.

During the year ended March 31, 2019 the Company issued 50,000 common shares valued at \$14,000 relating to the obligations of underlying commitments which is included in acquisition costs but will be credited to the exploration expenditures requirements listed above.

On March 11, 2019 a Mutual Release Agreement was entered into by the Company and Canadian Gold Miner in association with the termination of the option agreement. On April 5, 2019 the Company issued 34,500 common shares valued at \$8,970 in relation to the Mutual Release Agreement. As a result, the Company wrote off \$8,970 (March 31, 2019 - \$135,497) of exploration and evaluation assets as at June 30, 2019.

*Handlebar Property, British Columbia*

The Company staked the Handlebar Co-Cu-Ni property, consisting of two claims totalling 3,638 hectares, located approximately 60 km northeast of the city of Kamloops, British Columbia.

During the year ended March 31, 2019, the Company abandoned the claims and wrote off \$7,003 in exploration and evaluation assets.

*Ganfeng Lithium Co., Ltd.*

On October 4, 2017, the Company entered into a letter of Letter of Intent (“LOI”) with Ganfeng Lithium Co. Ltd. (“Ganfeng”) for a \$1,000,000 strategic investment in the Company. Ganfeng made an initial investment of \$500,000. Ganfeng subscribed to the July 3, 2018, non-brokered private placement of the Company, for a total of 500,000 units for gross proceeds of \$125,000. Ganfeng has a commitment to invest an additional

\$375,000 in subsequent financings, within two years from the execution of the Initial Investment, in accordance with market conditions.

The LOI provides Ganfeng with (i) the right to an Off-Take Agreement on all potential production of cobalt, limestone and lithium; (ii) a Right of First Offer on the joint venture or sale of all cobalt, limestone, and lithium properties that the Company has or acquires in the future; and (iii) the right to nominate one member to the Company Board of Directors (“Purchaser Rights”). These Purchaser Rights will be maintained as long as Ganfeng maintains a minimum 15% equity interest in the issued and outstanding shares of the Company.

#### *Hautalampi Project, Finland*

The Company entered into a Letter of Intent (“LOI”) dated March 16, 2018, giving the Company the option to either (i) acquire a 91% interest in the Finnish company that owns the Hautalampi project; or (ii) enter into an earn in arrangement with the shareholders of the Finnish company over a maximum of 3 years to acquire a 91% interest. In either possible scenario, the vendors have the option to retain a 9% carried interest or convert the 9% carried interest to a 1.5% net metals royalty with the Company acquiring the full 100% interest in the Finnish company. During the year ended March 31, 2018, the Company paid an aggregate of USD\$50,000 (non-refundable) to the sellers on signing of the LOI.

The Company amended the LOI on November 4, 2018, the Amended Letter of Intent (“Amended LOI”) provides the Company with a staged option to earn a 100% interest over a 4-year period subject to completion of definitive transaction agreements. Pursuant to the 100% acquisition of Hautalampi, the Company will deliver USD\$1,980,003 in cash payments, USD\$3,050,001 in value of shares of the Company and perform USD \$3,000,000 in exploration expenditures.

In addition, the Company will grant a 1.5% net metal royalty and upon declaring commercial projection, will issue additional shares having a value of USD\$1,500,000.

The Company was informed by Ganfeng that a large investment in support of the Hautalampi acquisition will not be forthcoming due to their internal considerations (Company News release dated January 25, 2019). Therefore, the Company informed the Finnish company that owns the Hautalampi project that in the immediate term it does not foresee sourcing adequate funds to move forward in a corporately prudent manner. The Company acknowledges that the Finnish company is open to proceed with the advancement of the Hautalampi project on a non-exclusive basis.

### **Results of Operations**

#### *Net Gain/Loss and Operating Expenses*

For the period ended June 30, 2019, the Company reported a loss of \$398,808 (2018 - \$348,981), equating to \$(0.02) (2018 - \$(0.02)) per share.

The expenses with significant difference for the period ended June 30, 2019 are discussed below:

- Advertising, investor relations and promotion \$53,104 (2018 - \$34,145). Amounts included in advertising, investor relation and promotion are monthly investor relations fees, print and internet advertising costs and web site. There was an increase in these accounts as the Company raises awareness of the Company to enable it to advance its projects, seek new projects and raise additional capital.

- Consulting fees of \$23,425 (2018 - \$117,524) were incurred in relation to strategic financing and project evaluation. The consultants utilized decreased compared to last period.
- Management fees of \$59,675 (2018 - \$71,375) were paid to the President, CEO and two directors of the Company, in consideration of management services provided and director fees, including day to day administration for the Company, and overseeing regulatory filings and requirements. The decrease is due to a settlement agreement and mutual release dated October 1, 2018.
- Professional fees of \$14,831 (2018 - \$81,720) were incurred in relation to legal, audit and accounting services. The majority of this work related to accounting work compared to legal work and due diligence on the Hautalampi Project.
- Project investigation of \$2,744 (2018 - \$21,773) were incurred in relation to the acquisition of potential projects.
- Share-based payments of \$225,853 (2018 – \$Nil) were recorded in relation to the Company issuing 950,000 stock options with an exercise price of \$0.27 per share, at a fair value of \$225,853. The weighted average fair value per option was \$0.24. The fair value of the options is estimated using the Black-Scholes option pricing model assuming a life expectancy of 5 years, a risk-free rate of 1.3%, a forfeiture rate of 0%, and volatility of 137.79%.

### Summary of Quarterly Reports

Results for the most recent quarters ending with the last quarter for the period ended June 30, 2019:

	June 30, 2019	Three Months Ended		
		March 31, 2019	December 31, 2018	September 30, 2018
	\$	\$	\$	\$
Interest income	Nil	Nil	Nil	Nil
Net loss	(398,808)	(245,262)	(247,489)	(326,394)
Basic and diluted per share	(0.02)	(0.01)	(0.01)	(0.02)

	June 30, 2018	Three Months Ended		
		March 31, 2018	December 31, 2017	September 30, 2017
	\$	\$	\$	\$
Interest income	Nil	Nil	Nil	Nil
Net loss	(348,981)	(342,554)	(502,320)	(180,744)
Basic and diluted per share	(0.02)	(0.02)	(0.03)	(0.02)

The Company's expenses are comprised mainly of management, consulting, general office, stock exchange, transfer and professional fees.

Mineral exploration is typically a seasonal business, and accordingly, the Company's operating expenses and cash requirements will fluctuate depending upon the season and the level of activity. The Company's primary

source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level normally declines accordingly. As capital markets strengthen, and the Company is able to secure equity financing with favorable terms, the Company's activity levels and the size and scope of planned exploration projects will typically increase.

### **Related Party Transactions**

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

During the period ended June 30, 2019, the Company entered into the following transactions with related parties:

Paid or accrued exploration costs of \$Nil (2018 - \$6,800) that were capitalized as exploration and evaluation assets to a company controlled by a director and Chief Executive Officer of the Company.

Paid or accrued management fees of \$22,500 (2018 - \$22,500) to a company controlled by a director and Chief Executive Officer of the Company.

Paid or accrued management fees of \$13,925 (2018 - \$18,875) to an officer and director of the Company.

Paid or accrued consulting fees of \$5,000 (2018 - \$10,000) to a director of the Company.

Paid or accrued rent of \$Nil (2018 - \$5,850) and management fees of \$15,750 (2018 - \$22,500) to a company controlled by a director and Chairman of the Board of the Company.

Paid or accrued professional fees of \$7,500 (2018 - \$7,500) to the Chief Financial Officer of the Company.

Paid or accrued professional fees of \$3,000 (2018 - \$Nil) to a company controlled by a director and Chief Executive Officer of the Company.

Paid or accrued director's fees of \$7,500 (2018 - \$7,500) to a company controlled by a director of the Company.

During the period ended June 30, 2019, the Company issued 600,000 (2018 - Nil) stock options to the officers and directors of the Company. Upon the issuance, \$142,644 (2018 - \$Nil) in share-based compensation expense was recorded.

As at June 30, 2019, \$150,131 (March 31, 2019 - \$84,037) was included in accounts payable and accrued liabilities owing to officers and directors of the Company in relation to services provided and reimbursement of expenses.

### **Commitments – Consulting Agreements**

On September 1, 2016, the Company renewed the terms of a consulting agreement with a director of the Company for the provision of consulting services at an annual cost of \$90,000. The agreement is for a term of five years. If the Company terminates the agreement without cause during the term the Company is required to pay the balance of the monthly fee payments due for the remainder of the term. Furthermore, should the

Company be subject to a change in control and the consultant terminated without cause, the Company must pay an amount equal to thirty-six months of fees and an additional two months of fees for each additional full year of management completed after the first year of engagement, up to a combined maximum of forty-eight months of management fees.

The Company entered into a settlement agreement and mutual release agreement dated October 1, 2018 relating to the consulting agreement, whereby the Company will receive consulting service at an annual cost of \$63,000 expiring on August 31, 2021. The settlement agreement and mutual release is not considered a termination of the consultant or change of control of the Company.

**Liquidity and Capital Resources**

As At	June 30, 2019 \$	March 31, 2019 \$
Working capital	(75,412)	(14,526)
Deficit	4,537,487	4,138,679
Cash	60,109	68,596
Current assets	181,747	155,218
Current liabilities	257,159	169,744
Shareholders' equity (deficiency)	664,969	626,020

The Company does not have any commitments for material capital expenditures and none are presently contemplated other than normal operating requirements and as disclosed above. The Company is dependent on the sale of common shares to finance its exploration activities, property acquisition payments and general and administrative costs. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time, for any particular period, or if available, that it can be obtained on terms satisfactory to the Company.

The Company does not generate sufficient cash flow from operations to fund its exploration activities, its acquisitions and its administration costs. The Company is reliant on equity financing to provide the necessary cash to continue its operations.

For the period ended	June 30, 2019 \$	March 31, 2019 \$
Cash used in operating activities	(11,586)	(885,934)
Cash used in investing activities	(60,198)	(177,024)
Cash provided by financing activities	63,297	1,001,750
Change in cash	(8,487)	61,208

***During the period ended June 30, 2019:***

- The Company had cash of \$60,109 as of June 30, 2019, compared to \$68,596 as of March 31, 2019;
- The Company has received \$31,547 from exercise of warrants;
- The Company received \$31,750 from exercise of stock options.

The Company spent \$60,198 (2018 - \$33,038) in exploration and evaluation assets.

**Off Balance Sheet Agreements**

The Company has not engaged in any off-balance sheet arrangements during the period ended June 30, 2019.

**Critical Accounting Policies and Estimates**

The details of the Company's accounting policies are presented in Note 3 of the annual financial statements ended March 31, 2019.

**Capital Management**

Capital is comprised of the Company's shareholders' equity. As at June 30, 2019, the Company's shareholders' equity was \$664,969. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. The Company is not subject to any externally imposed capital requirements. There has been no change in the Company's approach to capital management during the period ended June 30, 2019.

**Management Financial Risks**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of cash is based on Level 1 inputs of the fair value hierarchy.

The fair value of the Company's GST receivable and accounts payable and accrued liabilities approximates their carrying values due to their short-term nature.



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

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2019, the Company had a cash balance of \$60,109 to settle current liabilities of \$257,159.

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

The Company has cash balances and no interest-bearing debt. The interest rate risk on cash is not considered significant.

(b) Foreign currency risk

The Company does not have assets or liabilities in a foreign currency.

(c) 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, and the stock market to determine the appropriate course of action to be taken by the Company.

### **Risk and Uncertainties**

The Company's operations and results are subject to a number of different risks at any given time. These factors include, but are not limited to, disclosure regarding exploration, additional financing, project delay, titles to properties, price fluctuations and share price volatility, operating hazards, insurable risk and limitations of insurance, management, foreign country and regulatory requirements, currency fluctuations and environmental regulation risk.

- a) the state of the capital markets, which will affect the ability of the Company to finance mineral property acquisitions and expand its contemplated exploration programs;
- b) the prevailing market prices for base metals and precious metals;
- c) the consolidation and potential abandonment of the Company's property as exploration results provide further information relating to the underlying value of the property;
- d) the ability of the Company to identify and successfully acquire additional mineral properties in which the Company may acquire an interest whether by option, joint venture or otherwise, in addition to or as an alternative to the property;

### **Other Risk Factors**

#### *Additional Financing*

The Company has limited financial resources and provides no assurance that it will obtain additional funding for future acquisitions and development of projects or to fulfill its obligations under applicable agreements. The Company provides no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's Properties with the possible dilution or loss of such interests. Further, revenues, financings and profits, if any, will depend upon various factors, including the success, if any, of exploration programs and general market conditions for natural resources. The Company provides no assurance that it can operate profitably or that it will successfully implement its plans for its further exploration and development of its Properties.

#### *Permits and Licenses*

The Company will require licenses and permits from various governmental and non-governmental authorities for its operations. The Company has obtained, or plans to obtain all necessary licenses and permits required carrying on the activities it is currently conducting or which it proposes to conduct under applicable laws and regulations. However, such licenses and permits are subject to change in regulations and in various operating circumstances. The Company provides no assurance that it will obtain all necessary licenses and permits required to carry out exploration, development and mining operations.

#### *Political Regulatory Risks*

Any changes in government policy may result in changes to laws affecting ownership of assets, mining policies, monetary policies, taxation, rates of exchange, environmental regulations, and labour relations, repatriation of income and return of capital. This may affect both the Company's ability to undertake exploration and development activities in respect of the Principal Properties in the manner currently contemplated, as well as its ability to continue to explore, develop and operate the Principal Properties. The

possibility that future governments may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

#### *Currency Risk*

Currency fluctuations may affect the cash flow which the Company may realize from its operations, since most mineral commodities are sold in a world market in United States dollars. The Company's costs are incurred primarily in Canadian dollars.

#### *Dependence on Key Individuals*

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company. In addition, the Company will be highly dependent upon contractors and third parties in the performance of its exploration and development activities. The Company provides no guarantee that such contractors and third parties will be available to carry out such activities on behalf of the Company or be available upon commercially acceptable terms.

#### *Competitive Factors in the Precious and Base Metals Markets*

Most mineral resources including precious and base metals are essentially commodities markets in which we would expect to be a small producer with an insignificant impact upon world production. As a result, production, if any, would be readily sold and would likely have no impact on world market prices. In recent months due to the significant downturn in the world economies has driven the commodities prices much lower which has made raising capital more difficult than past years.

#### **Forward-Looking Information**

This MD&A, which contains certain forward-looking statements, are intended to provide readers with a reasonable basis for assessing the financial performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. The words "believe", "expect", "anticipate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule" and similar expressions identify forward looking statements. Forward looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets such as Canadian dollar, fluctuations in the prices of commodities, changes in government legislation, taxation, controls, regulations and political or economic developments in Canada, the United States, or other countries in which the Company carries or may carry on business in the future, risks associated with mining or development activities, the speculative nature of exploration and development, including the risk of obtaining necessary licenses and permits, and quantities or grades of reserves. Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. Readers are cautioned that forward-looking statements are not guarantees of future performance. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those acknowledged in such statements. Specific reference is made to the Company's most recent Annual Information Form on file with Canadian provincial securities regulatory authorities for a discussion of some of the factors underlying forward-looking statements. The Company disclaims any

intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.

**Management’s Report on Internal Control Over Financing Reporting**

In connection with National Instrument (“NI”) 52-109 (Certification of Disclosure in Issuer’s Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management’s Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

**Additional Information in relation to the Company**

Additional information relating to the Company is available:

- (a) On SEDAR at [www.sedar.com](http://www.sedar.com)
- (b) On the Company’s website at [www.explorex.ca](http://www.explorex.ca)
- (c) In the Company’s quarterly financial statements for the interim audited financial statements for the period ended June 30, 2019.

**Outstanding Shares**

	Number	Exercise Price	Expiry Date
Common Shares	22,973,194	n/a	n/a
Stock Options	100,000	\$0.13	September 29, 2021
Stock Options	1,010,000	\$0.25	November 2, 2022
Stock Options	100,000	\$0.29	March 15, 2023
Stock Options	950,000	\$0.27	June 5, 2024
Warrants	1,125,900	\$0.50	July 3, 2020
Warrants	535,250	\$0.50	November 27, 2020
Warrants	209,500	\$0.50	December 19, 2020