RAFFLES FINANCIAL GROUP LIMITED
(Formerly Explorex Resources Inc.)

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

FOR THE YEAR ENDED MARCH 31, 2020

September 14, 2020

The following Management's Discussion and Analysis ("MD&A") of the financial condition of Raffles Financial Group Limited (formerly Explorex Resources Inc.) ("the Company") and results of operations of the Company, should be read in conjunction with the audited consolidated financial statements including the notes thereto for the year ended March 31, 2020. The consolidated 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 consolidated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS). The Company's accounting policies are described in Note 4 of the audited consolidated financial statements for the year ended March 31, 2020.

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.

Description of Business

The Company was incorporated under the Business Corporations Act (British Columbia) on January 6, 2011 and was engaged in acquiring, exploring and developing mineral properties, principally located in British Columbia and New Brunswick, Canada. Effective June 11, 2012, the Company changed its name from Explorex Capital Ltd. to Explorex Resources Inc. Effective on April 28, 2020, the Company changed its name from Explorex Resources Inc. to Raffles Financial Group Limited.

The Company is a reporting issuer in British Columbia, Alberta, Ontario and Yukon and its shares are listed on the CSE under the symbol RICH, listed on the Frankfurt Exchange under the symbol 4VO and listed on the US OTC Markets Group under the symbol RAFF.

Reverse take over and transfer of assets

The Company entered into a definitive share exchange agreement dated December 20, 2019 (the "Share Exchange Agreement") to acquire all of the outstanding shares of Raffles Financial Private Limited ("Raffles Financial"), a company incorporated under the laws of Singapore and operating in Singapore, with regional branch offices in Sydney, Australia, Beijing and Hong Kong ("Transaction"). Raffles Financial is arm's-length to the Company and is a diversified financial services company that provides corporate finance advisory services related to IPO investments and arrangements, advice related to investment management, wealth and family office strategy counsel, and investment governance and oversight of funds. The proposed Transaction will constitute a "fundamental change" of business for the Company.

The Company will consolidate its outstanding common shares (“consolidation”) such that the consolidation will result in 1,050,000 Common Shares outstanding immediately before closing. The shareholders of Raffles Financial (“Raffles Shareholders”) will then be issued an aggregate of 45,000,000 post-consolidation common shares of the Company. The financing described below is expected to result in the issuance of 4,000,000 post-consolidation common shares of the Company, such that giving effect to the Financing, a total of 50,050,000 post-consolidation common shares of the Company will be outstanding, with the Raffles Shareholders holding approximately 89.9% of the outstanding common shares. The Transaction will result in a reverse takeover of the Company by the Raffles Shareholders.

Concurrently, the Company entered into an arrangement agreement dated January 28, 2020 to complete a plan of arrangement (“POA”) under the Business Corporations Act (British Columbia) with its newly incorporated wholly-owned subsidiary, Origen Resources Inc. (formerly 1223104 B.C. Ltd.), whereby the Company’s current mineral exploration assets, liabilities and estimated $500,000 of cash will be spun out to Origen Resources Inc. in accordance with the POA, and Origen Resources Inc. (formerly 1223104 B.C. Ltd.) will apply to be listed on the CSE.

Upon completion of the Transaction and certain related transactions described herein, the Company expects that it, as the resulting issuer (the “Resulting Issuer”), will effect a name change to Raffles Financial Group Limited and complete the share consolidation as discussed above. The Company also proposes to change its corporate jurisdiction from British Columbia to the Cayman Islands (the “Continuation”).

The completion of the Transaction is subject to the satisfaction of various conditions including but not limited to (i) the completion of a concurrent financing for up to $20,000,000 (the “Financing”); (ii) the approval by the shareholders of the Company in respect of the Transaction as a “fundamental change” of business, the Continuation and the POA; and (iii) receipt of all requisite regulatory, CSE, court or governmental authorizations and third party approvals or consents.

Finder’s fees will be paid to an arms’ length party in connection with the Transaction. Raffles Financial is to incur all costs relating to the Transaction and POA.

On April 28, 2020, the Company completed the POA and arrangement agreement related to the spin out of its exploration assets and liabilities to Origen Resources.

On April 29, 2020, the Company completed the share exchange agreement related to acquiring all the issued and outstanding shares of Raffles Financial. Pursuant to the share exchange agreement, the Company consolidated its outstanding share capital on the basis of 25.94 old shares to one new share, such that 1,050,000 shares were outstanding immediately before closing, issued 45,000,000 post-consolidation shares, paid a finder’s fee of 30,000 post-consolidation shares and completed a private placement of 4,000,000 post-consolidation shares for gross proceeds of $20,000,000.

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 $5,593,726 as at March 31, 2020, which has been funded primarily by the issuance of shares. The Company has no source of operating cash flows. 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 September 12, 2019, the Company incorporated a wholly owned subsidiary, 1223104 B.C. LTD. All significant intercompany accounts and transaction between the Company and its subsidiary have been eliminated upon consolidation.

On August 15, 2019, the Company announced that it appointed Mike Zhou to its board of Directors.

Upon the closing of the reverse takeover of Raffles Financial as discussed above, the existing directors and key management personnel were replaced on April 28, 2020.

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

- Charlie (Nany Sing) In, Director and Chairman of the Board;
- Victor (Chang Sheng) Liu, Director and Chief Executive Officer;
- Abigail (Li Ying) Zhang, Director and Chief Investment Officer;
- Dong Shim, Chief Financial Officer;
- Kit Chan, Director;
- Mike Zhou, Director;
- David Anthony Bruzzisi, Director;
- Lily (Haopu) Ren, Director; and
- Monita Faris, Corporate Secretary.

Mineral Properties

The following is a breakdown of the material components of the Company's acquisition, and deferred exploration costs for the years ended March 31, 2020 and 2019.

	Silver Dollar Property	Arlington Property	Beatrice Property	Chrysler Property	Cobalt-Paragon Property	Handlebar Property	Kagoot Brook Property	Buena Vista Hills Property	Bonanza Mountain Property	Total
Acquisition Costs										
Opening, March 31, 2018	$ 68,000	$ -	$ 12,000	$ 64,500	$ 61,000	$ 7,003	$ -	$ -	$ -	$ 212,503
Additions during the year	240,000	-	-	-	39,000	-	66,594	-	-	345,594
Option payment received/Grants	(25,000)	-	-	-	-	-	(30,000)	-	-	(55,000)
Ending, March 31, 2019	283,000	-	12,000	64,500	100,000	7,003	36,594	-	-	503,097
Exploration Costs										
Opening, March 31, 2018	135,830	8,495	3,500	25,284	32,847	-	-	-	-	205,956
Assay	-	-	-	-	-	-	3,350	-	-	3,350
Drilling	-	-	-	-	-	-	55,874	-	-	55,874
Equipment, field supplies, and other	-	-	-	-	-	-	42,007	-	-	42,007
Geological	84	-	-	-	2,650	-	85,464	-	-	88,198
Geophysical	-	-	-	-	-	-	1,932	-	-	1,932
Recovery – BCMETC	(27,584)	-	-	-	-	-	-	-	-	(27,584)
Ending, March 31, 2019	108,330	8,495	3,500	25,284	35,497	-	188,627	-	-	369,733
Write offs	-	-	-	(89,784)	(135,497)	(7,003)	-	-	-	(232,284)
Balance, March 31, 2019	$ 391,330	$ 8,495	$ 15,500	$ -	$ -	$ -	$ 225,221	$ -	$ -	$ 640,546
Acquisition Costs										
Opening, March 31, 2019	283,000	-	12,000	-	-	-	36,594	-	-	331,594
Additions during the year	-	-	-	-	-	-	57,243	106,048	4,000	167,291
Ending, March 31, 2020	283,000	-	12,000	-	-	-	93,837	106,048	4,000	498,885
Exploration Costs										
Opening, March 31, 2019	108,330	8,495	3,500	-	-	-	188,627	-	-	308,952
Assay	-	-	-	-	-	-	-	300	24,914	25,214
Equipment, field supplies, and other	-	7,953	-	-	-	-	-	4,138	79,483	91,574
Geological	2,452	-	-	-	-	-	1,712	-	8,150	12,314
Geophysical	-	-	-	-	-	-	375	-	-	375
Ending, March 31, 2020	110,782	16,448	3,500	-	-	-	190,714	4,438	112,547	438,429
Write offs	-	-	-	-	-	-	(167,051)	(110,486)	-	(277,537)
Balance, March 31, 2020	$ 393,782	$ 16,448	$ 15,500	$ -	$ -	$ -	$ 117,500	$ -	$ 116,547	$ 659,777

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

Kagoot Brook Cobalt Project, New Brunswick

On May 10, 2018, the Company entered into an option agreement to acquire a 75% interest in the Kagoot Brook Cobalt Project ("Kagoot Brook") with 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 common shares with a value of $49,476); and
- The Company will incur total expenditures 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.

Great Atlantic had originally entered into an option agreement with third parties ("Original Optionors") with respect to Kagoot Brook ("Original Option Agreement"). Upon execution of the option agreement with the Company, Great Atlantic did not have the full 100% interest in Kagoot Brook. To obtain full interest on the Kagoot Brook, Great Atlantic is subject to the following payments pursuant to the Original Option Agreement:

- Payment of $15,000 by January 23, 2019;
- Payment of $30,000 by January 23, 2020;
- Payment of $30,000 by January 23, 2021;
- Payment of $50,000 by January 23, 2022; and
- Issuance of 150,000 common shares by Great Atlantic.

Pursuant to the option agreement entered into by Kagoot Brook with the Company, the Company is to assist Kagoot Brook in fulfilling the required payments to the Original Option Agreement by making payments to Great Atlantic as follows:

- Payment of $15,000 by January 23, 2019 (paid);
- Payment of $30,000 by January 23, 2020 (extended to May 23,2020) (paid by Origen Resources);
- Payment of $30,000 by January 23, 2021; and
- Payment of $50,000 by January 23, 2022.

The payments above are to be credited against the required expenditures of $750,000.

On January 7, 2020, the Company entered into an amended option agreement whereby the cash payment of $30,000 due by January 23, 2020 was extended to be due on May 23, 2020 by paying Great Atlantic $5,000 (paid).

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, the Company 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.

Subsequent to the year ended March 31, 2020, Origen Resources entered into a Sale, Assignment and Assumption agreement to transfer 100% interest to Ironwood Capital Corp. ("Ironwood"). For consideration, Ironwood will issue an aggregate of 500,000 common shares to Origen Resources estimated to be valued at $117,500. As a result, the Company recognized a write off of $167,051 in exploration and evaluation assets during the year ended March 31, 2020.

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.

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.

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

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 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 (incurred); 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.

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) and form part of the Silver Dollar Property and therefore are included in the Mariner Agreement. 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.*

Bonanza Mountain Project, British Columbia

The Company acquired a 100% interest in the 803 hectare high-grade gold and copper Bonanza Mountain project ("Bonanza Mountain"), through a combination of staking and a sale and purchase agreement, in the historic Knight's Mining Camp, Grand Forks area, BC.

The Company entered into a sale and purchase agreement to purchase a 100% percent right, title and interest in and to the 485 hectares mineral claim ("Vendor Claim") that constitutes the core of the Bonanza Mountain project.

To earn a 100% interest, the Company is required to pay $4,000 and issue 300,000 common shares of Origen Resources Inc.

The agreement is subject to a 1.5% NSR Royalty and a buyback of 1% for $1,000,000.

The Company completed a surface exploration program in the Fall of 2019 comprising reconnaissance of the historic mine workings and the collection of 1074 soil samples and 54 rock grab samples.

Bonanza Mountain was the scene of significant exploration and development activity over a short period from the late 1800s through to the early 1900s. By 1901, multiple shafts and tunnels were developed on the Bonanza Crown Grant with references of high grade gold and copper sourced from the workings. Historic details of the activities have been sourced from local newspapers from the period, original Crown Grant documents, Annual Reports to the Minister of Mines, and the online GATOR system, a database registry of Crown land records for British Columbia.

During the Fall 2019 Exploration Program, three separate styles of mineralization were discovered at Bonanza Mountain: i) Cu-Zn-Pb-Ag Skarn mineralization with one grab sample grading 2.44% Cu, 4.41% Zn, 0.47% Pb and 53 g/t Ag*[see note below]; ii) Ag-Pb-Zn Fault Breccia (cataclasite) mineralization with one grab sample grading 266 g/t Ag, 3.14% Pb and 5.31% Zn*; and iii) Au-Ag Epithermal Quartz Vein hosted mineralization with one grab sample grading 19.7 g/t Au and 28.0 g/t Ag*.

The higher grade grab samples were collected at or in close proximity to the 15 historical workings, comprising shafts, adits and blast pits, identified on the property.

The geochemical soil sampling program delineated a >1km long by 150m wide north-south coincident Cu-Ag-Pb Zn soil anomaly that follows a significant topographic feature identified through aerial drone orthophotography and is open to the north along this same feature. Most historic workings are within or adjacent to this multielement soil anomaly.

*(*Note): Grab samples 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; and the grab samples analysed from the Project reflect a broad range in grade from below detection limit to the grades highlighted herein. Other than verifying the historical records and the existence of the historical workings,*

the Qualified Person has performed insufficient work to verify the grade of the material historically mined. The acutely historic nature of the activities and the brevity of related documents precludes support for the underlying data, and the historic excavations are either flooded or otherwise inaccessible preventing confirmation or condemnation of mineralization or grade.

R. Kemp, P Geo., a Qualified Person as that term is defined in NI 43- 101 has prepared, supervised the preparation or approved the scientific and technical disclosure in the news release.

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 would pay NTM $10,000 USD (paid) and issue 200,000 shares (issued, valued at $36,000) 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., ("Zephyr"), dated May 15, 2018 and as amended on October 20, 2018, February 12, 2019 and April 4, 2019. The underlying commitments were to pay $66,000 USD (paid $33,000 USD), and issue the equivalent value of 500,000 NTM shares (issued 20,205 shares, valued at $3,637 which are equivalent to 250,000 NTM shares) and incur exploration expenditures totaling $300,000 by May 15, 2020 and an additional $400,000 USD by May 15, 2021. Zephyr was also entitled to a 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 would 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.

Management decided to abandon the property and provided a notice of termination of the Assignment Agreement. As a result, the Company wrote off $110,486 of exploration and evaluation assets during the year ended March 31, 2020.

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 31, 2017, the Company entered into an option agreement with Canadian Gold Miner Corp. to acquire a 100% interest in 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 was included in acquisition costs but would 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 to terminate its option agreement by issuing 34,500 common shares valued at $8,625 recorded as exploration expenses.

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. After the investments, Ganfeng had 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 provided 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's Board of Directors ("Purchasers Rights"). These Purchaser Rights would be maintained as long as Ganfeng maintains a minimum 15% equity interest in the issued and outstanding shares of the Company.

During the year ended March 31, 2020, the LOI expired and all related commitments between Ganfeng and the Company were no longer in effect.

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 hares 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 and the Company no longer pursued the Hautalampi project.

Results of Operations

For the year ended March 31,	2020 $	2019 $	2018 $
Financial results:			
Net loss for the period	(1,455,047)	(1,371,976)	(1,112,193)
Basic and diluted loss per share *	(1.59)	(1.84)	(1.15)
Statement of financial position date:			
Cash	616,337	68,596	129,804
Total assets	1,526,532	795,764	698,677
Shareholders' equity	565,154	626,020	591,946

*The Company completed a share consolidation on the basis of 25.94 old shares to one new share subsequent to the year ended March 31, 2020. For the purpose of historical comparison, the historical and current figure for the weighted average number of common shares outstanding in each fiscal year ending prior to the consolidation date are adjusted by a ratio of 25.94 when calculating loss per share.

Net Gain/Loss and Operating Expenses

For the year ended March 31, 2020, the Company reported a loss of $1,455,047 (2019 - $1,371,976), equating to $1.59 (2019 - $1.84) per share. The increased loss was due to the increase in activity related to restructuring the Company in order to complete the reverse takeover of Raffles Financial and plan of arrangement to spin out the Company's exploration assets and liabilities to Origen Resources.

The expenses with significant changes for the year ended March 31, 2020 are discussed below:

- Advertising, investor relations and promotion $161,531 (2019 - $442,392). Amounts included in advertising, investor relation and promotion are monthly investor relations fees, print and internet advertising costs and web site. There was an decrease in these accounts as the Company was primarily focused on the restructuring of the Company as discussed above.

- Professional fees of $423,612 (2019 - $160,127) were incurred in relation to legal, audit and accounting services. The majority of this work related to accounting, legal and due diligence performed on the restructuring of the Company related to the reverse takeover of Raffles Financial and plan of arrangement to spin out the Company's exploration and evaluation assets and liabilities to Origen Resources.

- Project investigation of $2,744 (2019 - $92,689) significantly decreased as a result of the Company's limited activity on its exploration and evaluation assets during the year ended March 31, 2020.

- Share-based payment of $224,213 (2019 – $Nil) significantly increased due to the Company granting 950,000 stock options at an exercise price of $0.27 per share during the year ended March 31, 2020.

- Write off of exploration and evaluation assets of $277,537 (2019 - $232,284) related to the Company reducing the carrying value of its Kagoot Brook property as a result of Origen Resources entering into a Sale, Assignment and Assumption agreement to transfer 100% interest to Ironwood in exchange for 500,000 common shares estimated to be valued at $117,500 and abandoning the Buena Vista Hills property.

Summary of Quarterly Reports

Results for the most recent quarters ending with the last quarter for the period ended March 31, 2020:

	Three Months Ended			
	March 31, 2020 $	December 31, 2019 $	September 30, 2019 $	June 30, 2019 $
Interest income	Nil	Nil	Nil	Nil
Net loss	(631,377)	(296,250)	(128,612)	(398,808)
Basic and diluted loss per share *	(0.65)	(0.31)	(0.14)	(0.47)

	Three Months Ended			
	March 31, 2019 $	December 31, 2018 $	September 30, 2018 $	June 30, 2018 $
Interest income	Nil	Nil	Nil	Nil
Net loss	(476,966)	(219,635)	(326,394)	(348,981)
Basic and diluted loss per share *	(0.58)	(0.28)	(0.46)	(0.56)

*The Company completed a share consolidation on the basis of 25.94 old shares to one new share subsequent to the year ended March 31, 2020. For the purpose of historical comparison, the historical and current figure for the weighted average number of common shares outstanding in each fiscal year ending prior to the consolidation date are adjusted by a ratio of 25.94 when calculating loss per share.

During the quarters ended from June 30, 2018 to December 31, 2019, expenditures were mainly related to the operations and property investigation generation. The Company's expenses are comprised mainly of management, consulting, general office, stock exchange, transfer and professional fees. During the quarter ended March 31, 2020, expenditures mainly consisted of professional fees related to the restructuring of the Company as discussed above.

Three Month Period Ending March 31, 2020

During the three months ended March 31, 2020, the Company reported a loss of $631,377 (2019 - $476,966). The Company's loss per share was $0.65 (2019 - $0.58). The increase in the loss for the period ended March 31, 2020 was mainly due to the following:

- Advertising, investor relations and promotion $Nil (2019 - $112,711) significantly decreased in these accounts as the Company was primarily focused on the restructuring of the Company as discussed above.

- Professional fees of $348,878 (2019 - $18,567) were incurred in relation to legal, audit and accounting services. The majority of this work related to accounting, legal and due diligence performed on the restructuring of the Company related to the reverse takeover of Raffles Financial and plan of arrangement to spin out the Company's exploration and evaluation assets and liabilities to Origen Resources.

- Write off of exploration and evaluation assets of $166,889 (2019 - $232,284) mainly related to the Company reducing the carrying value of its Kagoot Brook property as a result of Origen Resources entering into a Sale, Assignment and Assumption agreement to transfer 100% interest to Ironwood in exchange for 500,000 common shares estimated to be valued at $117,500. During the comparative period, the Company abandoned the Chrysler property and Cobalt-Paragon property.

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 year ended March 31, 2020, the Company entered into the following transactions with related parties:

Paid or accrued exploration costs of $97,985 (2019 - $102,494) that were capitalized as exploration and evaluation assets to a company controlled by a former director and former Chief Executive Officer of the Company.

Paid or accrued professional fees of $12,000 (2019 - $Nil) and management fees of $90,000 (2019 – $90,000) to a company controlled by a former director and former Chief Executive Officer of the Company.

Paid or accrued management fees of $43,400 (2019 - $59,375) to a former officer and former director of the Company.

Paid or accrued consulting fees of $22,500 (2019 - $31,550) to a former director of the Company.

Paid or accrued rent of $Nil (2019 - $17,550) and management fees of $63,000 (2019 - $76,500) to a company controlled by a former director and former Chairman of the Board of the Company.

Paid or accrued professional fees of $40,838 (2019 - $30,000) to the former Chief Financial Officer of the Company.

Paid or accrued director's fees of $30,000 (2019 – $30,000) to a company controlled by a director of the Company.

During the year ended March 31, 2020, the Company issued 550,000 (2019 – Nil) stock options to the former officers and former directors of the Company. Upon the issuance, $129,807 (2019 – $Nil) in share-based compensation expense was recorded.

As at March 31, 2020, $177,627 (2019 - $84,037) was included in accounts payable and accrued liabilities owing to former officers and former 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 former 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 services 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	March 31, 2020 $	March 31, 2019 $
Working capital deficiency	(94,623)	(14,526)
Deficit	5,593,726	4,138,679
Cash	616,337	68,596
Current assets	866,755	155,218
Current liabilities	961,378	169,744
Shareholders' equity	565,154	6,26,020

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.

For the year ended	March 31, 2020 $	March 31, 2019 $
Cash used in operating activities	(621,554)	(885,934)
Cash used in investing activities	(198,409)	(177,024)
Cash provided by financing activities	1,367,704	1,001,750
Change in cash	547,741	(61,208)

During the year ended March 31, 2020:

- The Company had cash of $616,337 as of March 31, 2020, compared to $68,596 as of March 31, 2019.
- The Company has received $31,547 (2019 - $194,875) from exercise of warrants.
- The Company received $707,565 (2019 - $799,825) relating to various non-brokered private placements.
- The Company received $31,748 (2019 – $13,000) from exercise of stock options.
- The Company received $596,844 (2019 - $Nil) from Raffles Financial.
- The Company spent $198,409 (2019 - $259,608) on its exploration and evaluation assets.

Subsequent to the year ended March 31, 2020, the Company completed a private placement of 4,000,000 common shares (post-consolidation) for gross proceeds of $20,000,000.

Off Balance Sheet Agreements

The Company has not engaged in any off-balance sheet arrangements during the year ended March 31, 2020.

Critical Accounting Policies and Estimates

The details of the Company's accounting policies are presented in Note 4 of the annual consolidated financial statements ended March 31, 2020.

Changes in Accounting Policies

- IFRS 16 – Leases: On January 13, 2016, the IASB issued the final version of IFRS 16 Leases. The new standard will replace IAS 17 Leases and is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applying IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short term leases (i.e. leases of 12 months or less) and leases of low-value assets. The Company adopted IFRS 16 as at April 1, 2019 and the adoption did not have a material impact on the Company's consolidated financial statements.

- IFRIC 23 – Uncertainty Over Income Tax Treatments: clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. It is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted. The Company adopted IFRIC 23 as at April 1, 2019 and the adoption did not have a material impact on the Company's consolidated financial statements.

Accounting Standards Issued but Not Yet Effective

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the year ended March 31, 2020 and have not been applied in preparing these consolidated financial statements. The new and revised standards are as follows:

The amendments to IFRS 3 – Business Combinations clarify that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs. Additional guidance is provided that helps to determine whether a substantive process has been acquired.

The amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The amendments are applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after the first annual reporting period beginning on or after January 1, 2020.

The Company will assess the impact of these amendments on future acquisitions to all business combinations and asset acquisitions.

Capital Management

Capital is comprised of the Company's shareholders' equity. As at March 31, 2020, the Company's shareholders' equity was $565,154. 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 year ended March 31, 2020.

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 subscriptions receivable, accounts payable and accrued liabilities and due to Raffles Financial Private Limited 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 March 31, 2020, the Company had a cash balance of $616,337 to settle current liabilities of $961,378.

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; and

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.

Coronavirus Global Pandemic Risk

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. The expected impacts on global commerce are anticipated to be far reaching. To date there have been significant effects on the world's equity markets and the movement of people and goods has become restricted. Due to market uncertainty, the Company may be restricted in its ability to raise additional funding. The impact of these factors on the Company did not have a material impact on the Company's operations to date; however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods.

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 consolidated financial statements and the audited annual consolidated 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
(b) On the Company's website at www.rafflesfinancial.co
(c) In the Company's annual audited consolidated financial statements for the year ended March 31, 2020

Outstanding Shares (Post-Consolidation)

The outstanding number of common shares, stock options and warrants (post-consolidation) as at the date of this report is summarized as follows:

	Number	Exercise Price	Expiry Date
Common Shares	50,080,000	n/a	n/a
Stock Options	3,000,000	$5.00	May 11, 2025
Warrants	20,626	$10.12	November 27, 2020
Warrants	8,073	$10.12	December 19, 2020