EUROPEAN METALS CORP.

(AN EXPLORATION STAGE COMPANY)

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED

SEPTEMBER 30, 2019 AND 2018

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

This Management Discussion and Analysis ("MD&A") of European Metals Corp. ("EMC" or the "Company") is dated October 25, 2019 and provides an analysis of the Company's performance and financial condition for the nine-month period ended September 30, 2019 and 2018 as well as an analysis of future prospects. The Board of Directors carries out its responsibility for review of this disclosure principally through its audit committee, comprised of independent directors. The audit committee reviews this disclosure and recommends its approval by the Board of Directors.

This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 F1– Continuous Disclosure Obligations. This MD&A should be read in conjunction with our audited financial statements and related notes for the period ended September 30, 2019, prepared in accordance with International Financial Reporting Standards. All figures are in Canadian dollars unless stated otherwise. The financial statements and additional information, including the Company's Certifications of Annual and Filings and press releases, are available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

The Company is in the exploration stage and is subject to the risks and challenges similar to other companies in a comparable stage of exploration. These risks include, but are not limited to, dependence on key individuals, successful exploration results and the ability to secure adequate financing to meet the minimum capital required to successfully advance the projects and continue as a going concern.

The Company's head office is located at Suite 810 - 789 West Pender Street, Vancouver, British Columbia V6C 1H2, Canada. The shares of EMC were listed on the Canadian Stock Exchange (the "CSE") under the symbol "ECU" and on the Frankfurt Stock Exchange under the symbol "MNTCF".

This document is required by securities legislation to contain and does contain forward-looking statements, opinions about future events and comments regarding risks and opportunities, which reflect the Company's current expectations regarding future events. To the extent that any statements in this document contain information that is not historic, the statements are essentially forward-looking and are often identified by words such as, but not limited to, "anticipate", "expect", "estimate", "intend", "project", "plan" "might", "could" and "believe". In the interest of providing shareholders and potential investors with information regarding EMC, including management's assessment of future plans and future operations, certain statements in this MD&A are forward-looking and are subject to the risks, uncertainties and other important factors that could cause the Company's actual performance to differ materially from that expressed in or implied by such statements. Such factors include, but are not limited to volatility and sensitivity to market metal prices, impact of change in foreign currency exchange rates and interest rates, imprecision in reserve estimates, environmental risks including increased regulatory burdens, unexpected geological conditions, adverse mining conditions, changes in government regulations and policies, including laws and policies; and failure to obtain necessary permits and approvals from government authorities, and other development and operating risks.

Although the Company believes that the expectations conveyed by the forward-looking statements are based upon information available on the date that such statements were made, there can be no assurance that such expectations will prove to be correct. The reader is cautioned not to rely on these forward-looking statements. The Company disclaims any obligation to update these forward-looking statements unless required to do so by applicable Securities laws. All subsequent forward-looking statements, whether written or orally attributable to the Corporation or persons acting on its behalf, are expressly qualified in their entirety by these cautionary statements.

Overall Performance

EMC is carrying on the business of the acquisition and exploration of properties for mining of precious and base metals. EMC has not earned any revenue to date from its mining operations and is therefore considered to be in the exploration ("exploration") stage.

The public trading in the shares of the Company was halted on May 5, 2016 due to the inability of the Company to file the year ended December 31, 2015 financial statements and MD & A for 2015 by the required regulatory deadline. Funds were not available at the required time to complete the filings. The cease trade order previously imposed by the Ontario Securities Commission was revoked on March 29, 2018.

Trading will recommence once a resubmission of a qualifying transaction has been approved by the CSE.

On August 22, 2019 the Company completed a consolidation of its share capital on a one new for five hundred old basis. The share and per share amounts have been adjusted within these financial statements to reflect the share consolidation.

The financial statements, references to notes and discussion presented within this report make reference to the audited consolidated financial statements for the year ended December 31, 2018 of European Metals Corp. and its wholly-owned subsidiaries: Mantis Explorations Inc., Mantis Explorations Ltd., Avenue Bancorp Ltd., and University Avenue Management Ltd. On consolidation, all intercompany transactions and balances have been eliminated.

The condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events or conditions that cast significant doubt upon the entity's ability to continue as a going concern, as described in the following paragraphs.

All figures are in Canadian Dollars unless otherwise stated. Additional information relating to the Company can be found on SEDAR at www.sedar.com.

This MD&A was prepared with the information available as at October 25, 2019.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

As at September 30, 2019, the Company has not generated any revenues from operations. The Company has realized net loss of $85,586 for the current period (2018 – $103,587), and a working capital deficiency of $1,107,562 (December 31, 2018 – $1,021,976) and an accumulated deficit of $19,856,758 (December 31, 2018 - $19,771,172). The Company's operations have been primarily funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. The Company will continue to require additional funding to maintain its ongoing levels of operations and administration, retire its indebtedness as they come due, and meet any property maintenance payments for the next fiscal year. The current funds available to the Company are not sufficient to explore the existing projects and to complete the development of its projects. While the Company has been successful in securing financings in the past, there can be no assurance that it will be able to do so in the future.

The Company had no revenue during the nine-month period ended September 30, 2019 and the year ended December 31, 2018.

Funding continues to be difficult to access in 2019 and the ability of the Company to continue as a going concern, realize its assets and discharge its liabilities in the normal course of business and continue with, or expand upon its exploration programs is contingent upon securing equity financing or monetizing assets. The timing and availability of additional financing will be determined largely by market conditions, legal restrictions, and the results of the Company's ongoing exploration programs. There is no certainty that the Company will be able to raise funds as they are required in the future.

These interim consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets, liabilities and reported expenses should the Company be unable to continue as a going concern. These adjustments could be material.

This discussion contains forward-looking statements that involve risks and uncertainties. Exploration expenditures are deferred and included on the consolidated statements of financial position unless the value is impaired, or the projects are abandoned which results in such expenditures being written of.

RELATED PARTY TRANSACIONS AND KEY MANAGEMENT COMPENSATION

Key personnel and directors are:

Vicki Rosenthal – Director, President, CEO and CFO
Matthew Fish – Director
Maciej Lis - Director

(a) Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

The Company had the following related party expenses during the period ended September 30, 2019:

Included in accounts payable is an amount of $10,634 (2018 - $3,000) owing to the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

Included in accounts payable is an amount of $443,914 (2018 - $443,914) owing to a former Chairman and Chief Executive Officer of the Company for wages earned in prior years. These transactions were in the normal course of operations and were measured at the exchange amounts, which were the amounts of consideration established and agreed to by the parties.

RELATED PARTY TRANSACIONS AND KEY MANAGEMENT COMPENSATION (continued)

(b) In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key management of the Company was as follows:

	September 30, 2019 $	September 30, 2018 $
Accounting fees to the CEO and CFO	5,000	2,500
Consulting fees to the CEO and CFO	-	5,000
Legal fees to a director of the Company	-	19,800
Rent fees to the CEO and CFO	-	4,000
	5,000	31,300

ENVIRONMENTAL LIABILITIES

The Company is not aware of any environmental liabilities, obligations or responsibilities associated with the Company's mining interests.

CAPITAL RISK MANAGEMENT

The Company includes equity, comprising issued share capital and deficit, in the definition of capital, which as at September 30, 2019 totaled a deficit of $1,107,562 (December 31, 2018 - $1,049,491).

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund its exploration commitments. To secure the additional capital necessary to continue with the exploration of mineral properties, the Company may attempt to raise additional funds through the issuance of debt or equity. The Company is not subject to any capital requirements imposed by a lending institution.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares and adjusting capital spending. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

There were no changes in the Company's process, policies and approach to capital management during the nine-month period ended September 30, 2019 and the year ended December 31, 2018.

FINANCIAL RISK MANAGEMENT

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

(i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable. Cash is held with a Canadian chartered bank, from which management believes the risk of loss to be minimal.

Amounts receivable consists of goods and services tax receivable from government authorities in Canada. Amounts receivable are in good standing as of September 30, 2019. Management believes that the credit risk with respect to amounts receivable is minimal.

FINANCIAL RISK MANAGEMENT (continued)

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at September 30, 2019, the Company had cash and cash equivalents of $4,910 (December 31, 2018 - $23,971) to settle trade accounts payable and accrued liabilities of $1,112,842 (December 31, 2018 - $1,049,491), the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity. As discussed in Note 1, the Company's ability to continually meet its obligations and carry out its planned exploration activities is uncertain and dependent upon the continued financial support of its shareholders and securing additional financing. Management is continuing in its efforts to secure a financing and believes it will be successful.

(iii) Market risk

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

(iv) Interest rate risk

The Company has cash and cash equivalent balances and no variable interest-bearing debt. The Company's current policy is to invest excess cash in guaranteed investment certificates issued by a Canadian chartered bank with which it keeps its bank accounts. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its Canadian chartered bank.

(v) Foreign currency risk

The Company's functional and presentation currency is the Canadian Dollar and major purchases are transacted in Canadian dollars. The Company at the present time does not have any foreign currency balances subject to foreign currency risk.

(vi) Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve-month period:

Cash is subject to floating interest rates. The Company has no variable debt and receives low interest rates on its cash and cash equivalents balances. As such, the Company does not have significant interest rate risk.

FAIR VALUE MEASUREMENTS

Assets and liabilities measured at fair value on a recurring basis and categories of financial instruments are as follows:

a) Assets and liabilities measured at fair value on a recurring basis:

	Level 1 $	Level 2 $	Level 3 $	Aggregate fair value $
As at September 30, 2019				
Cash	4,910	-	-	4,910
Sales tax recoverable	370	-	-	370
Accounts payable and accrued liabilities	(1,112,842)	-	-	(1,112,842)
As at December 31, 2018				
Cash	23,971	-	-	23,971
Sales tax recoverable	3,544	-	-	3,544
Accounts payable and accrued liabilities	(1,049,491)	-	-	(1,049,491)

FAIR VALUE MEASUREMENTS (continued)

b) Categories of financial instruments:

	September 30, 2019	December 31 ,2018
	$	$
Financial assets		
Cash	4,910	23,971
Sales tax receivable	370	3,544
	5,280	27,515
Financial liabilities		
Accounts payable and accrued liabilities	1,112,842	1,049,491
	1,112,842	1,049,491

The Company has not offset financial assets with financial liabilities.

The carrying value of the Company's amounts receivable, amounts payable and other liabilities approximates fair value due to their short-term maturity.

Future Outlook

European Metals Corp. is in the exploration stage and all previous properties which the Company had acquired in prior years in which an interest had been maintained have been fully impaired in the financial statements. Concurrent with the relisting the Company is seeking a qualifying transaction to revitalize the Company.

Financial Overview

The Company does not earn any significant revenue from consolidated operations. Interest is derived from the investment of funds for the period between the receipt of funds from equity placements and the disbursement of exploration expenditures.

Results of Operations

The Company continues to monitor its projects that were acquired in prior years for which a full impairment charge has been provided, and is actively assessing new projects and business opportunities.

INTERIM CONSOLIDATED RESULTS OF OPERATIONS

All of the balances set out in this and following sections, including the Summary of quarterly results conform to IFRS standards.

	Three months ended		Nine months ended	
	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
	$	$	$	$
Expenses				
Amortization	-	-	-	102
Consulting fees	-	-	-	5,000
Foreign exchange loss	-	449	-	449
General and office administration	**2,564**	5,345	**7,106**	12,098
Professional fees	**26,782**	25,500	**64,775**	54,525
Registration, filing and transfer agent fees	**10,521**	3,189	**12,580**	21,340
Shareholder communications	**375**	125	**1,125**	10,073
Net loss and comprehensive loss for the period	**(40,242)**	(34,608)	**(85,586)**	(103,587)

Certain figures have been reclassified to conform with prior period classifications.

Three months ended September 30, 2019 compared to the three months ended September 30, 2018

During the three-months ended September 30, 2019 ("Q3-2019") the Company recorded a net loss of $40,242 compared to a net loss of $34,608 for the three months ended September 30, 2018 ("Q3-2018"), an increase in loss of $5,634. Specific expenses of variance are as follows:

i) Registration and filing fees increased $7,332 from $3,189 in Q3-2018 compared to $10,521 in Q3-2019. The increase is primarily attributed to the reclassification of certain expenses to conform with prior period presentation.

ii) General and office administration in Q3-2019 is $2,564 compared to $5,345 in Q3-2018, a decrease of $2,781, reflecting the Company's reduced business activities.

iii) Professional fees in Q3-2019 increased by $1,282, from $25,500 in Q3-2018 to $26,782 in Q3-2019. The increase is mainly associated with services rendered for the 500:1 share consolidation completed on August 22, 2019. Professional fees in the three-month period are comprised of accounting and corporate fees.

Nine months ended September 30, 2019 compared to the nine months ended September 30, 2018

During the nine months ended September 30, 2019 (the "2019 period") the Company reported a net loss of $85,586 compared to a net loss $103,587 for the nine months ended September 30, 2018 (the "2018 period"), a decrease in loss of $18,001. Some of the significant charges to operations are as follows:

i) Professional fees in the 2019 period increased by $10,250, from $54,525 in the 2018 period to $64,775 in the 2019 period. The increase is mainly associated with services rendered for the 500:1 share consolidation completed on August 22, 2019. Professional fees are comprised of accounting, audit, corporate and legal fees.

ii) Shareholder communications in the 2019 period is $1,125 compared to $10,073 in the 2018 period, a decrease of $8,948. The decrease is primarily attributed to cost-cutting measures.

iii) Registration, filing and transfer agent fees decreased $8,760 from $21,340 in the 2018 period compared to $12,580 in the 2019 period. The reduction in these expenses is the result of less business activity and information to be disseminated.

iv) Consulting fees in the 2019 period are $nil compared to $5,000 in the 2018 period. As a result of cost-cutting measures the Company's CEO/CFO agreed to cancel her fees.

Summary of Quarterly Results

Quarterly variances occur mainly due to seasonal factors, administrative costs and fees related to new property acquisitions, business partnerships and combinations and levels of exploration activities.

The information presented below highlights the Company's unaudited quarterly results for the past eight quarters. The financial information referenced below has been prepared in accordance with IFRS.

	Net Earnings (Loss) and Comprehensive Earnings (Loss)					
Quarter Ended	Total $	Write down and impairment of evaluation and exploration assets $	Income (loss) before write down and taxes	Earnings (loss) per share $	Total assets $	Working Capital Deficiency $
September 30, 2019	(40,242)	-	(40,242)	(0.01)	5,280	(1,107,562)
June 30, 2019	(19,509)	-	(19,509)	(0.01)	10,458	(1,067,320)
March 31, 2019	(25,835)	-	(25,835)	(0.01)	22,427	(1,047,991)
December 31, 2018	2,295	-	2,295	0.00	27,515	(971,976)
September 30, 2018	(34,608)	-	(34,608)	(0.01)	35,525	(974,271)
June 30, 2018	(52,204)	-	(52,204)	(0.02)	39,582	(940,434)
March 31, 2018	(16,775)	-	(16,775)	(0.01)	25,201	(892,681)
December 31, 2017	(23,567)	-	(23,567)	(0.01)	19,606	(871,557)
September 30, 2017	(9,061)	-	(9,061)	(0.00)	15,794	(848,058)

The accounts payable are comprised as follows:

	September 30, 2019 $	December 31, 2018 $
Accounts payable and accrued liabilities	883,607	820,876
Accounts payable (related parties)	10,634	10,014
Accounts payable (related parties – discontinued operations)	218,601	218,601
	1,112,842	1,049,491

Outstanding Share Data

Share Capital

During the nine-month period ended September 30, 2019 and the year ended December 31, 2018, the Company did not issue any common shares.

Share options

European Metals Options may be granted under the European Metals Plan to directors, officers, employees and other service providers subject to the rules and regulations of applicable regulatory authorities and any Canadian stock exchange upon which the European Metals shares may be listed or may trade from time to time. The number of European Metals shares reserved for issue to any one person pursuant to the European Metals Plan within any one-year period may not exceed 5% of the issued and outstanding European Metals Shares.

The maximum number of European Metals shares which may be reserved for issuance to insiders under the European Metals Plan, any other employer share option plans or options for services, shall be 10% of the total number of European Metals shares issued and outstanding at the time of the grant (on a non-diluted basis). The maximum number of European Metals options which may be granted to any one consultant under the European Metals Plan, any other employer share option plans or options for services, within any 12-month period, must not exceed 2% of the total number of European Metals shares issued and outstanding at the time of the grant (on a non-diluted basis). The maximum number of European Metals options which may be granted to investor relations persons under the European Metals Plan, any other employer share option plans or options for services, within any 12-month period must not exceed, in the aggregate, 2% of the total number of European Metals shares issued and outstanding at the time of the grant (on a non-diluted basis). The exercise price of European Metals options issued under the European Metals Plan may not be less than the fair market value of the European Metals shares at the time the option is granted, subject to any discounts permitted by applicable legislative and regulatory requirements.

The following table summarizes information about share options outstanding and exercisable at September 30, 2019.

The Company applies the fair value method of accounting for all share-based compensation awards.

	Number of options **#**	**Weighted average exercise price** **$**
Balance, December 31, 2017	66,500,000	0.05
Expired	(66,500,000)	(0.05)
Balance, December 31, 2018 and September 30, 2019	-	-

Warrants

	Number of warrants **#**	**Weighted average exercise price** **$**
Balance, December 31, 2017 and 2018	704,958,200	0.05
Expired	(704,958,200)	(0.05)
Balance, September 30, 2019	**-**	**-**

The table below shows the outstanding share capital of the Company as of as of the date of this MD&A.

	# of shares
Common Shares	2,785,685
Outstanding Options	-
Outstanding Warrants	-
Fully Diluted Share Capital	2,785,685

Share Consolidation

On August 22, 2019 the Company completed a consolidation of its share capital on a one new for five hundred old basis. The share and per share amounts have been adjusted within these financial statements to reflect the share consolidation.

OFF-BALANCE SHEET ARRANGEMENTS

None are applicable at this time, however with mineral exploration, obligations for environmental, First Nation compliance and health and safety issues can create non-reportable concerns. The Company hopes to minimize such situations by maintaining adequate insurance coverage, establishing honest and open communications and operating in a safe and responsible manner compliant with current standards as per the most recent applicable acts and regulations.

OUTLOOK

The Company is dependent on obtaining financing for the exploration and development of its mineral properties and/or any potentially profitable qualifying transaction. Management is currently exploring various financing alternatives in order to fund a qualifying transaction. Given the current market in which junior companies find themselves, this has been an incredibly difficult task. There is no assurance that such financing will be available when required, or under favourable terms.