

# **MIDNIGHT STAR VENTURES CORP.**

## **Management's Discussion and Analysis**

**For the Three and Six Month Periods Ended**

**October 31, 2017**

**MIDNIGHT STAR VENTURES CORP**  
**Three and Six Month Periods Ended October 31, 2017**  
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**INTRODUCTION**

The following discussion and analysis, prepared as of December 13, 2017 has been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's comparatives amounts in this MD&A have been presented in accordance with IFRS. All amounts are stated in Canadian dollars unless otherwise indicated.

The following information should be read in conjunction with the condensed interim unaudited financial statements for the three and six month periods ended October 31, 2017 and the audited financial statements for the year ended April 30, 2017, and the related notes to those financial statements, all of which are available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

Statements in this report that are not historical facts are forward looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward looking statements.

Additional information related to the Company is available for view on SEDAR at [www.sedar.com](http://www.sedar.com).

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in this MD&A constitute "forward-looking statements". Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under **RISK AND UNCERTAINTIES** in this MD&A.

Risk factors that could affect the Company's future results include, but are not limited to, risks inherent in mineral exploration and development and mining activities in general, volatility and sensitivity to market prices for commodities, changes in government regulation and policies including environmental regulations and reclamation requirements, receipt of required permits and approvals from governmental authorities, competition from other companies, ability to attract and retain skilled employees and contractors, and changes in foreign currency exchange rates. Further information regarding these and other factors which may cause results to differ materially from those projected in forward-looking statements are included in the Company's filings with securities regulatory authorities. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

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**NATURE OF BUSINESS AND OVERALL PERFORMANCE**

Midnight Star Ventures Corp (the "Company") was originally incorporated under the Business Corporations Act of British Columbia on April 19, 2013. The principal business of the Company is the acquisition and exploration of resource properties in North America.

The address of the Company's corporate office and principal place of business is Suite 1085- 555 Burrard Street, Two Bentall Centre, P.O. Box 201, Vancouver BC, V7X 1M8.

On August 4, 2015, the Company listed on the Canadian Securities Exchange ("CSE"), and trades under the symbol "STV" after the closing of a prospectus offering on August 5, 2015.

As at October 31, 2017, the Company held cash of \$355,256 compared to \$2,526 at April 30, 2017.

Amounts capitalized into exploration and evaluation assets at October 31, 2017 totaled \$137,486 and at April 30, 2017 totaled \$109,871.

As of October 31, 2017, the Company is earning its interest in the Fish property; located in Esmeralda County, Nevada, USA. It lies on the eastern flank of Lone Mountain about 20 airline kilometres (12 airline miles) west of the historic mining town of Tonopah, Nevada. The property occupies all or part of sections 1, 2, 3, 10, 11, and 12 of Township 2 North, Range 40 E, and sections 34, 35, and 36, Township 3 North, Range 40 East., MDB&M, in the Lone Mountain Mining District, Esmeralda County, Nevada. The land holding is made up of 56 unpatented mining claims and covers approximately 1,120 acres (453 hectares).

**SELECTED ANNUAL INFORMATION**

The following financial data prepared in accordance with IFRS stated in Canadian dollars is presented as at April 30, 2017, April 30, 2016, and April 30, 2015

	<b>Year Ended April 30 2017</b>	<b>Year Ended April 30 2016</b>	<b>Year Ended April 30 2015</b>
Total revenue	\$ -	\$ -	\$ -
Net loss for the year	\$ (136,189)	\$ (162,710)	\$ (241,702)
Basic and diluted loss per share	\$ -	\$ -	\$ -
Total Assets	\$ 114,605	\$ 115,066	\$ 100,851
Total Liabilities	\$ 225,421	\$ 89,693	\$ 75,681
Cash Dividends per share	\$ -	\$ -	\$ -

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**RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED OCTOBER 31, 2017**

The Company incurred a net loss and comprehensive loss of \$84,388 during the six month period ended October 31, 2017, compared to a net loss and comprehensive loss of \$66,716 for comparative period ended October 31, 2016.

The most significant differences in expenses incurred during the six month periods ended October 31, 2017 and 2016 are discussed below:

Consulting fees decreased to \$Nil (2016 - \$900), as a result of a cancellation of a monthly consulting agreement during the previous financial year.

Interest on notes and convertible notes increased to \$4,669 (2015 - \$3,176) a direct result of the Company having issued more notes payable than in the prior period.

Office expenses decreased to \$nil (2016 - \$2176) a result of decreased corporate activity.

Professional fees increased to \$48,684 (2016 - \$21,847) as a result of increased non-routine legal services during the period.

Promotion decreased to \$Nil (2016 - \$3,858) as result of decreased promotional activities by management.

Regulatory and filing fees decreased to \$6,459 (2016 - \$8,598), as a direct result of the Company having fewer filing fees post IPO.

The Company also recorded a gain on settlement of promissory notes and accrued interest and accounts payable and accrued liabilities of \$1,177 (2016 - \$Nil). This gain was realized pursuant to settlement agreements entered into in September 2017, whereby common shares were issued subsequent to the period end to settle the amounts owing.

All other expenses were generally consistent with the amounts incurred in the comparative period.

**RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED OCTOBER 31, 2017**

The Company incurred a net loss and comprehensive loss of \$46,779 during the three month period ended October 31, 2017, compared to a net loss and comprehensive loss of \$36,427 for comparative period ended October 31, 2016.

The most significant differences in expenses incurred during the three month periods ended October 31, 2017 and 2016 are discussed below:

Interest on notes and convertible notes decreased to \$1,868 (2016 - \$1,965) as a result of the Company entering into settlement agreements whereby common shares were issued for agreed amounts of notes payable in September 2017.

Office expenses decreased to \$nil (2016 - \$861) a result of decreased corporate activity.

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Professional fees increased to \$28,969 (2016 - \$14,806) as a result of increased non-routine legal services during the period.

Promotion decreased to \$Nil (2016 - \$302) as result of decreased promotional activities by management.

Regulatory and filing fees decreased to \$4549 (2016 - \$5,550), as a direct result of the Company having fewer filing fees post IPO and switching transfer agents.

The Company also recorded a gain on settlement of promissory notes and accrued interest and accounts payable and accrued liabilities of \$1,177 (2016 - \$Nil). This gain was realized pursuant to settlement agreements entered into in September 2017, whereby common shares were issued subsequent to the period end to settle the amounts owing.

### The Fish Property

The Fish Project is owned by Claremont Nevada Mines LLC. Midnight Star entered into a new option agreement dated August 28, 2016 (the "New Agreement") with Claremont Nevada Mines LLC under the terms of which Midnight Star has an option to acquire up to a 100% interest in the Fish Project. This agreement replaces the original earn-in agreement between Midnight Star and Pengram Corporation, under the terms of which Midnight Star had the option to acquire up to an 80% interest in the Fish Project.

During the six months ended October 31, 2017, the Company incurred \$15,600 (USD \$12,500) in advance royalty payments and \$12,015 (US\$8,835) of claim maintenance fees on the Fish Property.

### *Continued Exploration and Development*

The Company commissioned its NI43-101 compliant technical report by David R Shaddrick, M.Sc., CPG, P.Geol. dated October 29, 2014, which was filed on SEDAR on February 25, 2015. This report recommended a two-phase exploration program.

The Company commenced the first phase during the current period as recommended by the author of the Technical Report. The first phase consists of detailed geological mapping and soil/rock chip sampling on three currently identified, broadly defined, target areas.

The land holding should be expanded on the west side of the property to cover any possible extensions of into the gap in claims. This will require the acquisition of one additional claim. Phase 1 to date has cost \$32,748 (US\$24,772) against a budgeted cost of approximately US\$20,600. The Company has completed Phase 1 of its work program on the Fish Project as outlined in Midnight Star's 43-101 Technical Report on the Fish Project. Phase 1 consisted of detailed geological mapping and soil/rock chip sampling and the staking an additional claim. Management is currently evaluating the results of the exploration program and determining the best course of action for Midnight Star going forward.

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A second phase exploration program will only be undertaken if, after data has been compiled, management including the Company's qualified person, determine that the results obtained from Phase I work are sufficiently positive in demonstrating the possible presence of a mineral deposit to warrant additional expenditures. Phase 2 exploration would include the collection of drill samples and should it go ahead is expected to cost approximately \$107,000.

**Summary of Quarterly Results**

The following is a summary of the Company's quarterly results for the last eight fiscal quarters.

	QUARTER ENDED			
	OCTOBER 31, 2017	JULY 31 2017	APRIL 30, 2017	JANUARY 31, 2017
Total revenue	\$ -	\$ -	\$ -	\$ -
Net loss before income taxes	\$ (46,779)	\$ (37,609)	\$ (45,469)	\$ (24,004)
Net income (loss) for the period	\$ (46,779)	\$ (37,609)	\$ (45,469)	\$ (24,004)
Basic income (loss) per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)

	QUARTER ENDED			
	OCTOBER 31, 2016	JULY 31 2016	APRIL 30, 2016	JANUARY 31, 2016
Total revenue	\$ -	\$ -	\$ -	\$ -
Net loss before income taxes	\$ (36,427)	\$ (30,289)	\$ (40,739)	\$ (27,487)
Net income (loss) for the period	\$ (36,427)	\$ (30,289)	\$ (40,739)	\$ (27,487)
Basic income (loss) per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)

**LIQUIDITY**

The Company is engaged in mineral exploration and has no cash flow from operations.

The Company must rely on equity financing, notes payable, loans and/or advances to meet its administrative and overhead expenses and to pursue its objectives. At October 31, 2017 the Company held cash of \$355,256, (April 30, 2017 - \$2,526) and had amounts recoverable, consisting of Goods and services tax recoverable of \$6,301 (April 30, 2017 - \$1,887). The Company had current liabilities of \$29,372 (April 30, 2016 - \$225,421). At October 31, 2017, the Company had a working capital surplus was \$332,185 (April 30, 2017 - working capital deficiency of \$221,008).

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The Company completed a Private Placement Offering and issued 8,500,000 common shares at a price of \$0.0675 per Share for total proceeds of \$573,750. Pursuant to the financing the Company paid commissions or finders fees to registered brokers of \$44,181. The proceeds of the offering will be used for working capital purposes.

Pursuant to settlement agreements entered into on September 13, 2017 and September 27, 2017, to settle notes payable and accrued interest aggregating \$183,486 and accounts payable and accrued liabilities of \$61,718 the Company issued 3,499,992 common shares with a deemed price of \$0.0675 and made a cash payment of \$7,778.

**CAPITAL RESOURCES**

The Company's capital resources consist of its interest in the Fish property, which has been valued at \$137,486 at October 31, 2017. This amount is the equivalent of the amounts recorded as exploration and evaluation assets at October 31, 2017.

**OFF BALANCE SHEET ARRANGEMENTS**

There are no off-balance sheet arrangements to which the Company is committed.

**TRANSACTIONS WITH RELATED PARTIES**

Related party transactions are in the normal course of operations and are measured at the amount of consideration established and agreed to by the related parties.

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.

As at October 31, 2017, accounts payable and accrued liabilities include \$3,150 (April 30, 2017 - \$14,400) for management fees charged by the President, and \$3,050 (April 30, 2017 - \$20,265) for services rendered to the Company by a company controlled by an officer of the Company.

During the six-month periods ended October 31, 2017 and October 31, 2016, the Company also incurred the following expenses charged by key management personnel and companies directly controlled by key management personnel.

- a) Paid or accrued management fees of \$18,000 (2016 - \$18,000) to the Company President, David Ryan.
- b) Paid or accrued consulting fees of \$Nil (2016 - \$900) to Stephen Ryan, a relative of the Company President, David Ryan.
- d) Paid or accrued professional fees of \$10,500 (2016 - \$10,700) to a company controlled by Matthew Wright, the Company CFO.

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**FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

As at October 31, 2017, the Company's financial instruments consist of cash, accounts payable and accrued liabilities, interest payable and notes payable.

The fair value of these financial instruments approximate carrying value since they are short-term in nature and are receivable or payable on demand.

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Company's risk exposures and their impact on the Company's financial instruments are summarized below:

a) Credit Risk

The Company's credit risk is primarily attributable to its holdings of cash. Cash, is held with one reputable Canadian chartered bank which is closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash, short-term investments and amounts receivable is minimal.

b) Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. All of the Company's current liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

c) Market Risk

i) Interest Rate Risk

The Company has cash balances and notes payable. As at October 31, 2017, accrued interest on the notes outstanding totaled \$279.

ii) Foreign Currency Risk

The Company's functional currency and the reporting currency is the Canadian dollar. The option agreement to acquire the Fish property is denominated in US dollars. Accordingly, the Company incurs charges on its operations for settlement in currencies other than its functional currency and any gain or loss arising on such transactions is recorded in operations for the year.

The Company does not participate in any hedging activities to mitigate any gains or losses which may arise as a result of exchange rate changes.

As at October 31, 2017, the Company held no significant financial assets or liabilities which were denominated in currencies other than the Canadian dollar.



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iii) Commodity Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities.

To mitigate price risk, the Company closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

**CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

i) Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amounts capitalized are written off to net income in the period the new information becomes available.

ii) Impairment

At each reporting period, assets, specifically exploration and evaluation assets, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. The assessment of the carrying amount often requires estimates and assumptions such as discount rates, exchange rates, commodity prices, future capital requirements and future operating performance.

iii) Share-based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant.

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This estimate also requires determining the most appropriate inputs to the valuation model, including the expected life of the share option, volatility and dividend yield, and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 7 to the quarterly financial statements.

iv) Title to Mineral Property Interest

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers, and title may be affected by undetected defects.

v) Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision.

Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

vi) Rehabilitation Provision

The application of the Company's accounting policy for rehabilitation is based on internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability.

These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management.

Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates will result in changes to provisions from period to period. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs which will reflect the market conditions at the time when the rehabilitation costs are actually incurred.

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vii) Determination of Going Concern Assumption

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company as previously discussed.

**SUBSEQUENT EVENTS**

Subsequent to the year end, the Company:

- a) The Company completed a Private Placement Offering and issued 8,500,000 common shares at a price of \$0.0675 per Share for total proceeds of \$573,750. Pursuant to the financing the Company paid commissions or finders fees to registered brokers of \$44,181. The proceeds of the offering will be used for working capital purposes.
- b) Pursuant to settlement agreements entered into on September 13, 2017 and September 27, 2017, to settle notes payable and accrued interest aggregating \$183,486 and accounts payable and accrued liabilities of \$61,718 the Company issued 3,499,992 common shares with a deemed price of \$0.0675 and made a cash payment of \$7,778.

**OTHER INFORMATION**

**Outstanding Share Data**

A breakdown of the Company's issued common share position is as follows:

The following details the common shares, share purchase warrants, and stock options outstanding as of the date of this MD&A.

*Common Shares*

	Number of Shares
Authorized Unlimited common shares, without par value	
Issued Balance	26,561,927

*Agents Options*

Number of Shares	Exercise Price	Expiry Date
205,780	\$0.10	August 4, 2018

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*Stock Options*

No Stock Options have been granted under the Company's current stock option plan which has been approved by shareholders.

On December 22, 2014, the Company adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the requirements of the Canadian Securities Exchange, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company.

**INVESTOR RELATIONS CONTRACT**

None

**CONTRACTUAL OBLIGATIONS**

None

**RISKS AND UNCERTAINTIES**

**Limited Operating History**

The Company is in the early stages of mineral property exploration and development. As a result, it is difficult to evaluate the Company's prospects, and its future success is more uncertain than if it had a longer or more proven history of operations.

**History of Losses**

The Company has incurred net losses every period since inception and as of October 31, 2017, had an accumulated deficit of \$643,187.

**No History of Dividends**

Since incorporation, the Company has not paid any cash or other dividends on its common stock and does not expect to pay such dividends in the foreseeable future, as all available funds will be invested primarily to finance its mineral exploration programs. The Company will need to achieve profitability prior to any dividends being declared.

**Dilution**

The Company does not generate any revenues from operating and does not have sufficient financial resources to undertake by itself all of its planned activities. The Company has limited financial resources and has financed its operations primarily through the sale of securities such as common shares.

The Company will need to continue its reliance on the sale of such securities for future financing, resulting in dilution to the Company's existing shareholders.

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**Capital and Liquidity Risk**

The amount of financial resources available to invest for the enhancement of shareholder value is dependent upon the size of the treasury, profitable operations, and a willingness to utilize debt and issue equity.

Due to the size of the Company, financial resources are limited and if the Company exceeds growth expectations or finds investment opportunities it may require debt or equity financing. There is no assurance that the Company will be able to obtain additional financial resources that may be required to successfully finance transactions or compete in its markets on favourable commercial terms.

**Acquisition and Expansion Risk**

The Company intends to expand its operations through organic growth and depending on certain conditions, by identifying a proposed qualifying transaction. There can be no assurance that the Company will be able to identify, acquire or profitably manage additional properties or businesses.

**Dependence on Key Personnel**

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and the competition for professionals is intense.

The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

**MD&A PREPARATION**

This MD&A was prepared as of December 13, 2017. This MD&A should be read in conjunction with the condensed interim unaudited financial statements for the three and six month periods ended October 31, 2017 and the audited financial statements for the year ended April 30, 2017. This MD&A is intended to assist the reader's understanding of Midnight Star Ventures Corp. and its' operations, business, strategies, performance and future outlook from the perspective of management. The documents mentioned above, as well as news releases and other important information may be viewed through the SEDAR website at [www.sedar.com](http://www.sedar.com).