Zanzibar Gold Inc.

Management's Discussion and Analysis of Results of
Operations and Financial Condition
For the nine months ended May 31, 2019
(Expressed in Canadian Dollars)

Introduction

The following Management Discussion and Analysis ("MD&A") of Zanzibar Gold Inc. (the "Company") has been prepared by management, in accordance with the requirements of National Instrument 51-102 ("NI 51-102") as of July 30, 2019 and should be read in conjunction with the unaudited condensed interim financial statements for the nine months ended May 31, 2019 and, 2018, and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The following should also be read in conjunction with the audited annual financial statements for the year ended August 31, 2018, and all other disclosure documents of the Company. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. The Company is presently a "Venture Issuer" as defined in NI 51-102. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

Overall Performance

The Company is a junior mineral exploration entity without any operating segments. It has two projects in Canada and Tanzania. The Kwedilima project in Tanzania is based on gold which is a worldwide saleable commodity subject to the normal variations in the global market. No extraordinary circumstances have or are expected to affect the Company's operations outside the normal risks inherent in the global economy. An upturn in the global demand could increase the cost of acquisition and exploration but it would also increase the potential and interest in acquisitions and developing prospects that would attract capital to the Company.

Significant Events

In November 2018, the Company signed an option agreement to acquire an 80% interest in Panther1 Property, a vanadium property located in Vancouver Island, British Columbia. Under the terms of the agreement, the Company will make cash payments of $100,000 to the optionor, issue 2,500,000 common shares to the optionor, and incur $225,000 in exploration expenditures by December 31, 2019.

In December 2018, the Company granted 1,200,000 stock options exercisable at $0.15 per common share with a term of 5 years.

In February 2019, the Company granted 1,200,000 stock options exercisable at $0.15 per common share with a term of 5 years.

In April 2019, the Company reported that it has initiated acquisition of the Mkuvia Gold Property in the Nachengwea area of southern Tanzania and the Fakawi Gold property in the Handeni area of North-central Tanzania.

Overview

On August 12, 2016, the Company changed its name to Zanzibar Gold Inc. (formerly Moshi Mountain Industries Ltd.). Moshi Mountain Industries Ltd. was incorporated on August 21, 2014 and Moshing Capital Inc. was incorporated on August 22, 2014 under the Business Corporation Act of British Columbia. Under the plan of arrangement, the companies amalgamated on March 2, 2015 to form an amalgamated company under the name "Moshi Mountain Industries Ltd." The head office of the Company is 5623 145a Street, Surrey, British Columbia, V3S 8E3. The registered and records office is Suite 1780, 400 Burrard Street, Vancouver, British Columbia, V6C 3A6.

The Company is a junior mineral exploration entity listed on the Canadian Securities Exchange under the symbol "ZBR". It has one project in Tanzania that is based on gold which is a worldwide saleable commodity subject to the normal variations in the global market. No extraordinary circumstances have or are expected to affect the Company's operations outside the normal risks inherent in the global economy. An upturn in the global demand could increase the cost of acquisition and exploration but it would also increase the potential and interest in acquisitions and developing prospects that would attract capital to the Company.

Exploration Activities

Kwedilima Cheetah Property, Tanzania

The Company entered into a sub-option agreement with AFGF Holdings (Tanzania) Ltd. ("AFGF") and True Zone Resources Inc. ("True Zone") dated September 26, 2014. AFGF is a private company existing under the laws of Tanzania. AFGF represented and warranted that it had acquired a one hundred percent legal and beneficial interest in a prospecting licenses 6903/2011 & 6905/2011 located in the Handeni Kilindi Regional district of Tanzania. The prospecting licenses were issued February 28, 2011 and transferred in June 2011 to AFGF and grants rights for a period of 48 months to carry on prospecting operations. The prospecting licenses are renewable for a further 36 months.

The grant of the sub-option under the sub-option agreement is subject to an assignment agreement effective on the same date which provides that the right earn to an 80% interest shall be assigned to the Company pursuant to a sub-option: (i) granted under the sub-option agreement and (ii) granted effective the completion of a proposed plan of arrangement between True Zone and the Company. On March 2, 2015, the plan of arrangement became effective and True Zone transferred the sub-option to the Company.

The sub-option agreement lapsed and was replaced by an option agreement (the "Option Agreement") between the Company and AFGF dated for reference September 30, 2016. The property that is the subject of the Option Agreement is located on prospecting license 11043/2016 in the Handeni Region, United Republic of Tanzania (the "Property"). The key terms of the Option Agreement are:

The Company or its assignee can acquire an 80% undivided interest in and to the Property (the "Option") free and clear of all charges, encumbrances and claims in consideration for:

(i) cash payment of $25,000 to the AFGF (Tanzania) Limited ("AFGF") (paid);
(ii) issuance of 500,000 common shares of the Company to the AFGF with a deemed price of $0.02 per share on or before September 26, 2017 (issued);
(iii) incur $75,000 in exploration expenses on or before September 26, 2016 (incurred); and
(iv) an additional $75,000 in exploration expenses on or before December 31, 2016 (incurred).

Pursuant to the Option Agreement, AFGF further granted the Company an option to purchase up to an additional 20% interest in the Property (the "Second Option") upon exercise of the Option by the Company to earn an 80% interest in the Property.

The Second Option may be fully exercised to attain a further 20% legal and beneficial interest in the Property (for an aggregate of up to 100% legal and beneficial interest in the Property) for a 3 year period from the execution of the Option Agreement in consideration for further payments of:

(i) $1,000,000 for each additional 5% interest in the Property for up to $4,000,000; or
(ii) $3,000,000 for an additional 15% interest in the Property whereby the Company may at its sole discretion, pay a further $1,000,000 for a 3% net smelter return (the "Royalty"). The Company is entitled to repurchase up to 2% of the Royalty thereby reducing the Royalty to as low as 2% or 1% net smelter return as the case may be, which may be exercisable at any time, upon the Company giving AFGF notice of exercise together with $1,000,000 for each 1% net smelter return for an aggregate of up to $2,000,000.

On January 4, 2018, the Company exercised the option granted by the Option Agreement pursuant to an option exercise agreement among the Company, AFGF and its staking agent, Jafari Yassim Sebabili ("Sebabili") (the "Option Exercise Agreement"). The key terms of the Option Exercise Agreement are that the Company will exercise the first option to earn an 80% interest in the Tanzania property and upon such exercise shall be deemed to have earned an additional 20% interest in the Tanzania property for a total 100% legal and beneficial interest. The prospecting license which comprises the Tanzania property (the "PL") is held by Sebabili on behalf of AFGF and was in the process of being transferred to AFGF. Under the Option Exercise Agreement, Sebabili will withdraw the application to transfer the registration in the PL to AFGF and immediately register the Company as the 100% legal and beneficial owner of the PL. Until such registration occurs, Sebabili will hold the 100% legal and beneficial interest in the PL in trust for the Company.

Panther1 Property, Canada

In November 2018, the Company signed an option agreement to acquire an 80% interest in Panther1 Property, a vanadium property located in Vancouver Island, British Columbia. Under the terms of the agreement, the Company will make cash payments of $100,000 to the optionor, issue 2,500,000 common shares to the optionor, and incur $225,000 in exploration expenditures by December 31, 2019 as follows:

- Cash payment of $50,000 to the optionor within five business days upon execution of this Agreement (paid);
- Issuance of 1,000,000 common shares of the optionee to the optionor within five business days upon execution of this Agreement (issued);
- Incur $75,000 in exploration expenses on or before December 31st, 2018 ($33,000 incurred and $57,286 was advanced and recorded to exploration advances as at May 31, 2019);
- Payment of $50,000 to the optionor by May 15th, 2019 (paid);

- Issuance of 1,500,000 common shares of the optionee to the optionor on or before October 31, 2019; and
- Incur $150,000 in exploration expenses on or before December 31, 2019.

Mkuvia and Fakawi Properties

Subsequent to May 31, 2019, the Company entered into agreements with the Mkuvia and Fakawi properties respectively.

The Mkuvia Property due diligence agreement contains the following terms: (i) the Company may spend up to $100,000 on its due diligence review, which shall be credited, at the Company's discretion, towards exploration expenditures or cash options requirements on the Mkuvia.

Subject to regulatory approval, the Company can earn a 100% legal and beneficial interest in the licenses on the Fakawi Property, free and clear of all charges and encumbrances, on the following option terms: (i) a cash payment of US$75,000 each within 10 and 60 days of the effective date of the option agreement; (ii) the issuance of 1,000,000 common shares to the optionor; (iii) initiate a US$250,000 development and mining program within 6 months of the effective date of the option agreement; (iv) a cash payment of US$100,000 within one year of the effective date of the option agreement; and (v) an issuance of 1,000,000 common shares within one year of the effective date of the option agreement.

Results of Operations

Revenues

Due to the Company's status as an exploration and development stage mineral resource company and a lack of commercial production from its properties, the Company currently does not have any revenues from its operations.

General and administrative expenses

For the nine months ended May 31, 2019 and 2018

The Company had a net loss of $492,272 for the nine months ended May 31, 2019, compared to $103,634 for the nine months ended May 31, 2018.

Expense details are as follows:

a) Consulting fees of $64,672 (2018 – $24,000) – The increase in consulting fees is due to retaining services of new consultants in the current period and the increase in consulting fee rates.

b) Marketing fees of $10,500 (2018 – $Nil) – The increase in marketing fees is due to the increase in marketing activities that the Company has engaged in the current period.

c) Office and administration of $11,509 (2018 – $1,191) – The increase in office and administration is due to the addition of an administrative consultant the Company has engaged in the current period.

d) Rent of $31,500 (2018 – $Nil) – The increase in rent is due to the corporate office fees charged in the current period by a non-arm's length party.

e) Share-based payments for the period ended May 31, 2019 was $327,982 compared to $54,618 for the period ended May 31, 2018. During the period ended May 31, 2019, the Company granted 2,400,000 (2018 – Nil) stock options calculated using the Black-Scholes option pricing model.

For the three months ended May 31, 2019 and 2018

The Company had a net loss of $46,455 for the three months ended May 31, 2019, compared to $30,477 for the three months ended May 31, 2018.

Expense details are as follows:

a) Consulting fees of $18,000 (2018 – $9,000) – The increase in consulting fees is due to retaining services of new consultants in the current period and the increase in consulting fee rates.

b) Rent of $10,500 (2018 – $Nil) – The increase in rent is due to the corporate office fees charged in the current period by a non-arm's length party.

Summary of Quarterly Reports

	May 31, 2019	**February 28, 2019**	**November 30, 2018**	**August 31, 2018**
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Loss and comprehensive loss for the period	(46,455)	(369,008)	(76,809)	(107,168)
Exploration and evaluation assets	779,834	454,334	442,510	392,510
Exploration advances	57,286	107,286	107,286	26,286
Total assets	1,302,619	573,951	581,724	539,997
Loss per share	(0.00)	(0.03)	(0.01)	(0.02)

	May 31, 2018	**February 28, 2018**	**November 30, 2017**	**August 31, 2017**
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Loss and comprehensive loss for the period	(30,477)	(42,060)	(31,097)	(82,857)
Exploration and evaluation assets	239,533	238,097	231,137	231,137
Exploration advances	18,786	17,286	19,786	19,786
Total assets	354,970	339,470	327,088	316,987
Loss per share	(0.00)	(0.01)	(0.00)	(0.00)

During the three months ended February 28, 2019, the Company recorded share-based payments of $327,982.

Liquidity and Capital Resources

The Company will continue to require funds for exploration work on the Kwedilima Cheetah Property and Panther1 Property, as well as to meet its ongoing day-to-day operating expenses and will continue to rely on equity financing during such period. There can be no assurance that financing will be available to the on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over the near and long term other than as disclosed above plus normal operating expenses.

Since incorporation, the Company's capital resources have been limited. The Company relied upon the issue of equity securities to acquire interest in mineral properties acquisition payments and to pay operating expenses.

During the period ended May 31, 2019, 1,150,000 stock options were exercised for proceeds of $115,000 and 4,247,375 warrants and broker's warrants were exercised for proceeds of $637,106.

The Company had a working capital deficiency of $11,687 as at May 31, 2019.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due or can do so only at excessive cost. The Company has significant financial liabilities outstanding including accounts payable and accrued liabilities and due to related parties. The Company is exposed to the risk that it may not have sufficient liquid assets to meet its commitments associated with these financial liabilities.

The Company's approach to managing liquidity is to ensure that it will always have sufficient cash to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Company's reputation. To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will consider securing additional funds through equity transactions. The Company manages its liquidity risk by continuously monitoring cash flow requirements relating to its anticipated exploration and evaluation activities as well as general overhead requirements.

Credit Risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to its cash balances. The Company manages its credit risk on bank deposits by holding deposits in high credit quality banking institutions in Canada.

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. The Company's functional currency is the Canadian dollar. All of the Company's financial instruments are denominated in Canadian dollars. The Company conducts some of its business in US dollars and is therefore exposed to variations in the foreign exchange rate. In management's opinion there is no material foreign exchange risk to the Company.

Off Balance Sheet Arrangements

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

Transactions with Related Parties

As at May 31, 2019, there is $69,125 (August 31, 2018 – $69,125) due to a director of the Company. These amounts are non-interest bearing.

As at May 31, 2019, there is $216,500 (August 31, 2018 – $140,000) due to a company controlled by a director of the Company. These amounts are non-interest bearing.

As at May 31, 2019, included in loan payable is a balance of $95,336 (August 31, 2018 – $200,336) due to a director of the Company. These amounts are non-interest bearing.

During the period ended May 31, 2019, the Company incurred $45,000 (2018 - $22,500) in consulting fees from a company controlled by a director of the Company.

During the period ended May 31, 2019, the Company incurred $31,500 (2018 - $Nil) in rent from a company controlled by a director of the Company.

During the period ended May 31, 2019, the Company incurred $3,000 (2018 - $Nil) in consulting fees from a director of the Company.

During the period ended May 31, 2019, the Company incurred $9,000 (2018 - $Nil) in administrative fees from a former officer of the Company.

During the period ended May 31, 2019, the Company granted 1,200,000 stock options to a director and 600,000 stock options to a former officer valued at a total of $234,539 recorded to stock based compensation in the current period.

During the year ended August 31, 2017 the Company granted stock options to its directors valued at $102,434 of which $29,410 was recognized during the year ended August 31, 2017 and $73,024 was recognized during the year ended August 31, 2018.

During the year ended August 31, 2018, a director of the Company, Mr. Farrage, a company for which Mr. Farrage is the Chief Executive Officer and a third party agreed to postpone the payment due date of $245,001, $140,000 and $48,548 respectively until that date which is 13 months from the date that the Company's common shares are listed and called for trading on the CSE. The amounts owing by the Company are non-interest bearing. Notwithstanding such postponement, the Company may pre-pay all or any part of the debt without penalty before such payment due date. The amounts have been classified as current liabilities on the statements of financial position as at May 31, 2019 as they fall within twelve months from the period end date.

Critical Accounting Estimates

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

Adoption of new and amended accounting standards

Please refer to the May 31, 2019 condensed interim financial statements on www.sedar.com.

Financial Instruments and Risks

Please refer to the May 31, 2019 condensed interim financial statements on www.sedar.com.

Additional Information

Additional information relating to the Company is on SEDAR at www.sedar.com.

Disclosure of Outstanding Security Data

As at the date of this report, the following securities are outstanding:

- Common Shares: 17,955,130

- Warrants:

Number of Warrants	Exercise Price ($)	Expiry Date
45,000	0.15	July 19, 2020*
27,625	0.15	July 18, 2021
72,625		

*Warrant exercise price: $0.15 (July 19, 2019) and $0.20 (July 19, 2020)

- Options:

Number of Options	Exercise Price ($)	Expiry Date
1,200,000	0.15	December 11, 2023
1,200,000	0.15	February 27, 2024
2,400,000		

Forward-looking information

This MD&A contains "forward-looking statements". Forward-looking statements reflect the Company's current views with respect to future events, are based on information currently available to the Company and are subject to certain risks, uncertainties, and assumptions, including those discussed above. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as "intends", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to international operations, fluctuation of currency exchange rates, actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold and other precious or base metals, possible variations in mineral resources, grade or recovery rates, accidents, labour disputes and other risks of the mining industry, delays in obtaining, or inability to obtain, required governmental approvals or financing, as well as other factors discussed under "Risks and Uncertainties". Although the Company has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. The Company has made numerous assumptions about the forward-looking statements and information contained herein, including among other things, assumptions about the Company's anticipated costs and expenditures and its ability to achieve its goals. Even though the Company's management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that the forward-looking statements statement or information will prove to be accurate. Forward-looking statements contained in this MD&A are made as of the date of this report. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company will update forward-looking statements in its management discussion and analysis as required by applicable law.

Risks and Uncertainties

The common shares should be considered highly speculative due to the nature of the Company's business and the present stage of its development. In evaluating the Company and its business, investors should carefully consider, in addition to the other information contained in the MD&A, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations. There may be other risks and uncertainties that are not known to the Company or that the Company currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects. In that case, the trading price of the Company's common shares could decline substantially, and investors may lose all or part of the value of the common shares held by them.

An investment in securities of the Company should only be made by persons who can afford a significant or total loss of their investment. There is currently no market through which these securities may be sold and purchasers may not be able to resell securities purchased.

No Ongoing Operations and No Production History

The Company is a mineral exploration company and has no operations or revenue.

Limited Operating History

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on the Company's Property. There is no assurance that the Company will ever discover any economic quantities of mineral reserves.

Operations in Tanzania

There is no assurance that future political and economic conditions in Tanzania will not result in the government adopting different policies respecting foreign development and ownership of mineral resources. Any such changes in policy may result in changes in laws affecting ownership of assets, taxation, rates of exchange, environmental protection, labour relations, repatriation of income and return of capital, which may affect both the ability of the Company to undertake exploration and development activities in respect of future properties in the manner currently contemplated, as well as its ability to continue to explore and develop those properties in respect of which it has obtained exploration and development rights to date. The possibility that a future government of Tanzania may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

The economy of Tanzania differs significantly from the economies of Canada, the United States and Western Europe in such respects as structure, level of development, gross national product, growth rate, capital reinvestment, resource allocation, self-sufficiency, rate of inflation and balance of payments position, among others. Growth rates, inflation rates and interest rates of developing nations are expected to be more volatile than those of western industrial countries.

The Company's operations are in Tanzania and so are subject to risks associated with operating in a foreign jurisdiction, including political, infrastructure, legal and other unique risks as discussed below.

The Company is exposed to risk due to its operations being located primarily in Tanzania as that country is currently facing issues of regional and/or global conflicts, terrorism and political violence, and violent organized crime by extremist terrorists and religious organizations. These risks may include but are not limited to:

(i) potential loss of life, loss of assets and disruption to normal business processes;
(ii) increased costs due to more complex supply chain arrangements and/or the cost of building new facilities or maintaining inefficient facilities;
(iii) reduced volumes and impact on profits; and
(iv) reputational impact of inability to protect staff and assets from serious harm.

The Company is attempting to mitigate the risks associated with operations in Tanzania by working with Tanzania nationals whose job in part is to advise the Company of the regulatory and political landscape and provide foresight and critical paths for the execution of the Company's business plans.

Negative Operating Cash Flow

Since inception, the Company has had negative operating cash flow. The Company has incurred losses since its founding. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the exploration program on the Property and administrative costs. The Company cannot predict when it will reach positive operating cash flow.

Requirement for Further Financing

The Company has limited financial resources and may need to raise additional funds to carry out exploration of its Property. There is no assurance the Company will be able to raise additional funds or will be able to raise additional funds on terms acceptable to the Company. If the Company's exploration programs are successful and favourable exploration results are obtained, the Property may be developed into commercial production. The Company may require additional funds to place the Property into production. The only sources of future funds presently available to the Company are the sale of equity capital, debt, or offering of interests in its Property to be earned by another party or parties by carrying out development work. There is no assurance that any such funds will be available to the Company or be available on terms acceptable to the Company. If funds are available, there is no assurance that such funds will be sufficient to bring the Company's Property to commercial production. Failure to obtain additional financing on a timely basis could have a material adverse effect on the Company, and could cause the Company to forfeit its interest in its Property and reduce or terminate its operations. There is no assurance the Company will be able to raise additional funds.

Exploration

At present, there are no bodies of ore, known or inferred, on the Property and there are no known bodies of commercially recoverable ore on the Property. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore on the Property.

Development

The business of exploration for precious metals involves a high degree of risk. Few exploration properties are ultimately developed into producing properties. The Company's Property is at the exploration stage.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated its title to the Property for which it holds an option to acquire concessions or other mineral leases or licenses and the Company is satisfied with its review of the tile to the Property, the Company cannot give an assurance that title to the Property will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under foreign law often are complex. The Company does not carry title insurance on the Property. A successful claim that the Company does not have title could cause the Company to lose its rights to the Property, perhaps without compensation for its prior expenditures relating to the Property.

The Company's interest in the Property is by way of an option agreement only: (i) the Company does not own the Property, rather the Company has the right to acquire an interest in the Property by issuing common shares, incurring the expenditures and meeting the certain obligations; (ii) the exploration expenditures under the Option Agreement are optional to the Company, such that if the Company determines the Property to be without sufficient merit at any time prior to exercising its option it is not obligated to incur any further expenditures; (iii) if the Company fails to incur expenditures in accordance with the Option Agreement, it will lose all of its interest in the Property; (iv) the Company is dependent on AFGF to perform its obligations under the Option Agreement and if AFGF fails to perform its obligations thereunder the Company's interest in the Property may be lost. There is no guarantee the

Company will be able to raise sufficient funding in the future to incur all expenditures under the Option Agreement.

Surface Rights

The Company does not own the surface rights to the Property. The Company understands that it is necessary, as a practical matter, to negotiate surface access, and the Company is continuing to do so. However, there is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on the Property becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

Management

The success of the Company is largely dependent upon the performance of its management. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. There is no assurance that the Company can maintain the service of its management or other qualified personnel required to operate its business.

Requirement for Permits and Licenses

The Company will be applying for all necessary licenses and permits under applicable laws and regulations to carry on the exploration activities which it is currently planning in respect of the Property, and the Company believes it will comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to changes in regulations and in various operational circumstances. A substantial number of additional permits and licenses will be required should the Company proceed beyond exploration. There can be no guarantee that the Company will be able to obtain such licenses and permits.

Environmental Risks and other Regulatory Requirements

The current or future operations of the Company, including the exploration activities and commencement of production on the Property, will require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Company may require for its facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulations would not have an material adverse effect on any exploration and development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing the operations and activities of mineral companies, or more stringent enforcement thereof, could have a material adverse impact on the Company and cause increases in capital expenditure or exploration and development costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

Uninsurable Risks

Exploration of mineral properties involves numerous risks, including unexpected or unusual geological conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company. The Company does not maintain insurance against environmental risks.

Competition

Significant and increasing competition exists for mineral opportunities in Tanzania. There are a number of large established mineral exploration companies with substantial capabilities and greater financial and technical resources than the Company. The Company may be unable to acquire additional mineral properties or acquire such properties on terms it considers acceptable. Accordingly, there can be no assurance that the Company's exploration programs will yield any reserves or result in any commercial mineral operations.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Conflicts of Interest

Directors of the Company may, from time to time, serve as directors of, or participate in ventures with other companies involved in natural resource development. As a result, there may be situations that involve a conflict of interest for such directors. Each director will attempt not only to avoid dealing with such other companies in situations where conflicts might arise but will also disclose all such conflicts in accordance with the *Business Corporations Act* (British Columbia) and will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit. The Company does not know of any such pending or actual material legal proceedings as of the date of the Prospectus.

No Cash Dividends

The Company has not declared any cash dividends to date. The Company intends to retain any future earnings to finance its business operations and any future growth. Therefore, the Company does not anticipate declaring any cash dividends in the foreseeable future.

Ore Reserves and Reserve Estimates

The Company's business relies upon the ability to determine whether a given property has commercial quantities of recoverable minerals. No assurance can be given that any discovered mineral reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative. Mineral reserve and resource estimates may require revision (either up or down) based on actual production experience.

Proposed Transactions

There are no proposed transactions that have not been disclosed herein.

Contingencies

There are no contingent liabilities.

Additional Disclosure for Venture Issuers without Significant Revenue

Exploration and Evaluation Assets

The Company records its interests in exploration and evaluation assets and areas of geological interest at cost. All direct and indirect costs relating to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the assets to which they relate are placed into production, sold or management has determined there to be impairment. These costs will be amortized on the basis of units produced in relation to the proven reserves available on the related property following commencement of production.

The recorded cost of exploration and evaluation asset interests is based on cash paid, the assigned value of share considerations issued for exploration and evaluations and exploration and development costs incurred. The recorded amount may not reflect recoverable value as this will be dependent on the development program, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

The Company defers all exploration expenses relating to exploration and evaluations assets and areas of geological interest until the properties to which they relate are placed into production, sold or abandoned or management has determined there to be impairment. These costs will be amortized over the proven reserves available on the related property following commencement of production.

Please refer to the May 31, 2019 condensed interim financial statements on www.sedar.com for details of the Company's exploration and evaluation assets.

Internal Controls over Financial Reporting

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") 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 financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue 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 NI52-109.

Management's Responsibility for Financial Statements

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