BLACK TUSK RESOURCES INC.
Management Discussion and Analysis
For the year ended April 30, 2019

The Management Discussion and Analysis ("MD&A"), prepared August 7, 2019 should be read in conjunction with the audited financial statements and notes thereto for the years ended April 30, 2019 and April 30, 2018 and the notes thereto of Black Tusk Resources Inc. ("Black Tusk") which were prepared in accordance with International Financial Reporting Standards.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events and include without limitation, statements regarding discussions of the Company's business strategy, future plans, projections, objectives, estimates and forecasts and statements as to management's expectations with respect to, among other things, the development of the Company's project. These forward-looking statements involve numerous risks and uncertainties and actual results may vary. Important factors that may cause actual results to vary include without limitation, certain transactions, certain approvals, changes in commodity prices, risks inherent in exploration results, timing and success, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources), delays in the receipt of government approvals, and changes in general economic conditions or conditions in the financial markets. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including without limitation, the assumption that any additional financing needed will be available on reasonable terms.

Additional factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, among other factors: (1) the state of the global economy and economic and political events, including the deterioration of the global capital markets, affecting supply and demand and economic and political events affecting supply and demand; and (2) securing and the nature of regulatory permits and approvals and the costs of complying with environmental, health and safety laws and regulations.

The Company cannot assure you that any of these assumptions will prove to be correct.

The words "expect," "anticipate," "estimate," "may," "will," "should," "intend," "believe," "target," "budget," "plan," "projection" and similar expressions are intended to identify forward-looking statements. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present during operations or if and when an undeveloped project is actually developed.

These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements, including future-oriented financial information, contained in this MD&A and any documents incorporated by reference are reasonable, but no assurance can be given that these expectations will prove to be correct. In addition, although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, including future-oriented financial information, there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended. The Company undertakes no obligation to disclose publicly any future revisions to forward-looking statements, including future-oriented financial information, to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events, except as expressly required by law.

Additionally, the forward-looking statements, including future-oriented financial information, contained herein are presented solely for the purpose of conveying our reasonable belief of the direction of the Company and may not be appropriate for other purposes.

The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

DESCRIPTION OF BUSINESS

Black Tusk Resources Inc. ("the Company") was incorporated on November 18, 2016 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 500-666 Burrard Street, Vancouver, British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at April 30, 2019, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

EXPLORATION PROJECT

EXPLORATION AND EVALUATION ASSET

Goldsmith Property

On November 30, 2016, the Company entered into an option agreement to purchase the claims in Goldsmith Property. In order to exercise its option, the Company must make cash payment of $100,000 as follows:

- $5,000 upon execution of the agreement; (paid)
- an additional $7,000 on the Initial Public Offering of the Company; (paid)
- an additional $13,000 on or before November 30, 2017; (paid)
- an additional $20,000 on or before November 30, 2018; (paid)
- an additional $25,000 on or before November 30, 2019; and
- an additional $30,000 on or before November 30, 2020.

The Company must also issue 400,000 common shares of the Company as follows:

- 200,000 common shares on the Initial Public Offering of the Company; (issued) and
- an additional 200,000 common shares on or before November 30, 2020.

The Company must make all government payments in order to maintain the mineral claims in good standing. The Optionors retain a 2% net smelter royalty ("NSR") on the Goldsmith Property. The Company may purchase the first 1% of the NSR by paying the Optionors $500,000.

As at April 30, 2019, the project is still at an early exploration stage. The Company has incurred the following exploration expenditures as at April 30, 2019 and 2018:

		Goldsmith Property
Balance, April 30, 2017	**$**	**5,000**
Acquisition Costs		
Cash		20,000
200,000 shares issued at $0.10 per share		20,000
Total Acquisition Costs		45,000
Deferred Exploration Costs		
Balance April 30, 2017		76,815
Exploration costs		11,175
Total Deferred Exploration Costs		87,990
Balance, April 30, 2018	**$**	**132,990**
Acquisition Costs		
Cash		**20,000**
Deferred Exploration Costs		
Exploration costs		**37,259**
Balance, April 30, 2019	**$**	**190,249**

Cluster Project

On February 5, 2019, the Company entered into a mineral claim purchase agreement to purchase 100% interest in the mineral property called the Cluster Project, located in Val-D'Or, Quebec. In consideration of the Property, the Company made a cash payment of $25,000 and issued 1,000,000 common shares to the vendor during the year ended April 30, 2019.

As at April 30, 2019, the project is still at an early exploration stage. The Company has incurred the following exploration expenditures as at April 30, 2019.

	Cluster Project
Balance, April 30, 2018	**$ -**
Acquisition Costs	
Cash	25,000
1,000,000 shares issued at $0.15 per share	150,000
Total Acquisition Costs	175,000
Deferred Exploration Costs	
Exploration costs	-
Total Deferred Exploration Costs	-
Balance, April 30, 2019	**$**

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and the expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the property may be diminished or negated.

SELECTED ANNUAL INFORMATION
($000's except loss per share)

	April 30, 2019	April 30, 2018	April 30, 2017
Revenue	$ 0	$ 0	$ 0
Net Loss	$ (1,113)	$ (477)	$ (98)
Basic and Diluted Loss Per Share	$ (0.07)	$ (0.04)	$ (0.02)
Total Assets	$ 917	$ 469	$ 232
Long-Term Debt	$ 0	$ 0	$ 0
Dividends	$ 0	$ 0	$ 0

OPERATIONS

Three month period ended April 30, 2019

During the three months ended April 30, 2019 the Company reported a net loss of $245,299. (2018 - $264,163). Included in the determination of operating loss was $61,000 (2018 - $24,000) spent on management fees, $(13,116) (2018 - $14,093) on professional fees, $7,168 (2018 - $2,743) on transfer agent and filing fees, $41,977 (2018 - $44,699) on travel and promotion, $152,838 (2018 - $79,250) on consulting, $10,000 (2018 - $Nil) on investor communication and $(14,042) (2018 - $265) on office and miscellaneous. The Company also incurred a stock based compensation charge of $(526) (2018 - $99,113).

Twelve month period ended April 30, 2019

During the twelve months ended April 30, 2019 the Company reported a net loss of $1,112,722 (2018 - $477,200). Included in the determination of operating loss was $171,500 (2018 - $72,000) spent on management fees, $66,570 (2018 - $90,155) on professional fees, $30,490 (2018 - $27,219) on transfer agent and filing fees, $149,036 (2018 - $82,538) on travel and promotion, $464,762 (2018 - $86,900) on consulting, $139,938 (2018 - $Nil) on investor communication and $6,821 (2018 - $19,275) on office and miscellaneous. The Company also incurred a stock based compensation charge of $83,605 (2018 - $99,113).

SUMMARY OF QUARTERLY RESULTS
($000's except earnings per share)

	April 30, 2019	January 31, 2019	October 31, 2018	July 31, 2018
Revenue	$ 0	$ 0	$ 0	$ 0
Net loss	$ (245)	$ (245)	$ (405)	$ (217)
Basic and diluted Loss per share	$ (0.02)	$ (0.02)	$ (0.02)	$ (0.02)

	April 30 2018	January 31, 2018	October 31 2017	July 31, 2017
Revenue	$ 0	$ 0	$ 0	$ 0
Net loss	$ (264)	$ (128)	$ (54)	$ (31)
Basic and diluted Loss per share	$ (0.02)	$ (0.01)	$ (0.01)	$ (0.00)

During the fourth quarter of 2019, the Company recorded a net loss of $245,299 compared to a net loss of $264,163 in the fourth quarter of 2018. The significant change is mainly due to the decrease in operating expenses incurred during the current period.

During the third quarter of 2019, the Company had a net loss of $244,869 compared to a net loss of $128,071 in the third quarter of 2018. The significant change is mainly due to increased activities and operating expenses incurred during the third quarter of 2019.

During the second quarter of 2019, the Company had a net loss of $405,388 compared to a net loss of $54,051 in the second quarter of 2018. The significant change is mainly due to the increase in operating expenses incurred during the second quarter of 2019.

During the first quarter of 2019, the Company had a net loss of $217,166 compared to a net loss of $30,915 in the first quarter of 2018. The change is mainly due to increase in operating expenses incurred during the first quarter of 2019.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalents at April 30, 2019 were $250,209 and working capital of $330,393 compared to $152,615 and $293,400 at April 30, 2018.

During the year ended April 30, 2019, net cash used in operating activities was $968,516 (2018 - $492,305) comprising a loss of $1,112,722 (2018 - $477,200), an increase in amounts receivable of $8,721 (2018 - $6,437), a increase in prepaid expenses of $108,972 (2018 - increase of $141,048) and an increase in accounts payable and accrued liabilities of $178,294 (2018 - increase of $33267).

Cash used in investing activities for the year ended April 30, 2019 was $82,259 (2018 - $31,175), which was primarily related to the mineral property acquisition and exploration costs.

Cash provided by financing activities for the year ended April 30, 2019 was $1,148,369 (2018 - $562,538), which was primarily related to the exercise of warrants and subscriptions received.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Related parties or transactions with related parties are assessed in accordance with IAS 24 “Related Party Disclosures”. Related parties may enter into transactions which unrelated parties might not. Transactions between related parties are generally affected on the same terms, conditions and amounts as transactions between unrelated parties.

When considering each possible related party, not only their legal status is taken into account, but also the substance of the relationship between these parties.

Included in the Statements of Loss and Comprehensive Loss for the year ended April 30, 2019 and 2018, are the following amounts, which arose due to transactions with related parties:

	For the year ended April 30, 2019	For the year ended April 30, 2018
	$	$
Management fees from CFO	78,250	36,000
Management fees from CEO	83,250	36,000
Geological services from Director	21,613	-
Stock-based compensation (Note 7)	46,900	99,113

As at April 30, 2019, the Company has included in accounts payable and accrued liabilities a total of $13,575 (2018 - $Nil), which are payable to directors, officers, and companies controlled by officers.

During the year ended April 30, 2019, the Company granted a total of 440,000 options to directors and officer.

During the year ended April 30, 2018, the Company granted the following stock options:

- 350,000 options to the CEO;
- 350,000 options to the CFO; and
- 300,000 options to the Directors.

COMMITMENTS

The Company is committed to certain cash payments, share issuances and exploration expenditures in connection with the acquisition of its mineral property claims.

SUBSEQUENT EVENTS

On May 2, 2019, the Company completed the first tranche of private placement for 3,346,999 non-flow-through units ("Units") at $0.15 per share for gross cash proceeds of $502,050. Each Unit consists of one common share and one share purchase warrant. Each Warrant will entitle the holder to purchase an additional share at a price of $0.25 per share for a two-year term. The Company also issued 5,333 broker warrants in connection with the closing of the tranche.

On June 3, 2019, the Company completed the second and final tranche of private placement for 2,983,400 non-flow-through units ("Units") at $0.15 per share for gross cash proceeds of $447,510. Each Unit consists of one common share and one share purchase warrant. Each warrant will entitle the holder to purchase an additional share at a price of $0.25 per share for a two-year term.

On June 13, 2019, the Company completed the first tranche of private placement for 1,689,200 flow-through units ("Units") at $0.17 per share for gross cash proceeds of $287,164. Each Unit consists of one flow-through common share and one half of one share purchase warrant. Each warrant will entitle the holder to purchase an additional share at a price of $0.25 per share for a two-year term.

On July 9, 2019, the Company completed the second and final tranche of private placement for 1,655,588 flow-through units ("Units") at $0.17 per share for gross cash proceeds of $281,450. Each Unit consists of one flow-through common share and one half of one share purchase warrant. Each warrant will entitle the holder to purchase an additional share at a price of $0.25 per share for a two-year term.

On July 9, 2019, the Company issued 133,192 non-flow-through common shares to brokers and 203,780 broker warrants in connection with the private placements closed in June and July 2019. Each broker's warrant will entitle the holder to purchase an additional share at a price of $0.25 per share for a two-year term.

On May 14, 2019, the Company granted 200,000 stock options to Company's consultant at exercise price at $0.16. The expiration date is May 14, 2021 and the stock options vested at the grant date.

CHANGES IN ACCOUNTING POLICIES

APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been early–adopted by the Company.

Management anticipates that all of the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued, but are not expected to have an impact on the Company's financial statements.

Change in accounting policies

IFRS 9 Financial Instruments ("IFRS 9")
The Company has adopted all of the requirements of IFRS 9 Financial Instruments ("IFRS 9") as of May 1, 2018. IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged.

As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date.

The following is the Company's new accounting policy for financial instruments under IFRS 9.

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at May 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9.

Financial assets/liabilities	**Original classification IAS 39**	**New classification IFRS 9**
Cash and cash equivalents	FVTPL	FVTPL
Accounts payables	Other financial liabilities	Amortized cost

The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit on May 1, 2018.

(ii) Measurement

<u>Financial assets at FVTOCI</u>
Elected investments in equity investments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive loss.

<u>Financial assets and liabilities at amortized cost</u>
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

<u>Financial assets and liabilities at FVTPL</u>
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs expensed in the statements of net loss. Realized and unrealized gains or losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net loss.

iii) Impairment of financial assets at amortized cost

The Company recognized a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset at an amount equal to the twelve months expected credit losses. The Company shall recognize in the statements of net loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

<u>Financial assets</u>
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of net loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive loss.

<u>Financial liabilities</u>
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of net loss.

IFRS 15 – Revenue from Contracts with Customers
IFRS 15 is a new standard which supersedes IAS 11 - *Construction Contracts*, IAS 18 - *Revenue*, IFRIC 13 - *Customer Loyalty Programmes*, IFRIC 15 - *Agreements for the Construction of Real Estate*, IFRIC 18 - *Transfers of Assets from Customers*, and SIC 31 - *Revenue - Barter Transactions Involving Advertising Services*. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition. This standard is effective for annual periods beginning on or after January 1, 2018. The change has no impact to the Company's financial statements.

NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the year ended April 30, 2019 and have not been applied in preparing these financial statements. The Company is currently considering the possible effects of the new and revised standards which will be effective to the Company's financial statements later:

IFRS 16 - Leases

Leases specifies the recognition, measurement, presentation and disclosure of leases. This standard is effective for annual periods beginning on or after January 1, 2019. The adoption of IFRS 16 will have no impact on the Company's financial statements.

CRITICAL ACCOUNTING POLICIES

Financial Instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

Financial instruments included in the statement of financial position are comprised of cash, accounts payable and other payables. The Company is not exposed to any derivative instruments and currency exchange rate. The Company does not have foreign exchange hedges in place at this time. It is management's opinion that the Company is not exposed to significant interest rate or credit risks.

Stock-based Compensation

The Company has a stock option plan, which is described in to the financial statements. Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

Share-based compensation expense relating to deferred share units is accrued over the vesting period of the units based on the quoted market price. As these awards can be settled in cash, the expense and liability are adjusted each reporting period for changes in the underlying share price.

SHARE CAPITAL

Issued

The company has 19,326,309 shares issued and outstanding as at April 30, 2019 and 29,191,588 shares as at August 7, 2019.

Share Purchase Options

The Company has 1,840,000 stock options outstanding at April 30, 2019 and 2,040,000 options as at August 7, 2019.

Warrants

The Company has 4,955,513 share purchase warrants outstanding at April 30, 2019 and 13,167,419 share purchase warrants as at August 7, 2019.

Escrow Shares

The Company has 3,040,030 shares held in escrow as at April 30, 2019 and 2,280,023 shares held in escrow as at August 7, 2019.