



Slave Lake Zinc

**Management Discussion and Analysis
For the Three and Nine Month Period Ended
June 30, 2019**

This management discussion and analysis of financial position and results of operations (“MD&A”), prepared as of August 16, 2019. It provides an analysis of the operations and financial results of Slave Lake Zinc Corp. (“the Company”) for the nine-month period ended June 30, 2019 and should be read in conjunction with Q2 interim Financial statements for the three months ended March 31, 2019, the amended Q1 interim Financial statements for the three months ended December 31, 2018, and the audited financial statements for the year ended September 30, 2018.

Slave Lake Zinc Corp. (“SLZ” or the “Company”) is an exploration and development company formed for the purposes of exploring and, if warranted and feasible, developing a zinc, lead, copper, silver resource on our property at O’Connor Lake in the mining friendly North West Territories of Canada.

During the third quarter Slave Lake Zinc conducted a VLF/EM survey on the property. The survey cost more than anticipated but accomplished a great deal and significantly enhanced the knowledge of both the property and the nature of the potential deposit at O’Connor Lake.

During the second quarter Slave lake Zinc completed a test ground geophysical survey at the Company's O'Connor Lake project. The surveys, combined with an air photo structural geological interpretation, will allow Slave Lake Zinc to explore for new zones and define extensions to the Company's known mineral occurrences for follow up work and drill testing. all new knowledge of our occurrences has dramatically enhanced our knowledge of our area of interest. Following the completion of the field program representatives of Slave Lake Zinc attended two meeting in the community of Ft. Resolution with the FRMC (Fort Resolution Metis Council) to enhance the O’Connor Lake project and inform Council of exploration to date and continue to receive their input.

On November 7, 2018, the Company completed its Initial Public Offering (“IPO”) and the Company’s common shares are listed on the Canadian Securities Exchange (“CSE”) under the trading symbol “SLZ”.

During the year ended September 30, 2018, the Company concluded a special warrant financing of 6,194,500 special warrants at \$0.10 for gross cash proceeds of \$566,800 net of \$52,650 related finders' fees.

For the balance of 2018, to the end of the first quarter on December 31,2018, the company conducted normal business operations for a listed company in preparation to commence exploration, and advance the O’Connor Lake NT, property of the company in 2019.

The Company has not entered into any new property agreements either related to, or in conjunction with our 100% ownership of the O’Connor Lake property. The company has not had and is not at this time in discussion with or on any other property agreements or acquisitions. However, in the future if an exceptional opportunity should arise, the company may explore such an opportunity.

From inception as a private company in September 14, 2016, the company has transitioned to work toward being qualified for a CSE (Canadian Securities Exchange) listed mining, exploration and development company as originally intended by the founders of Slave Lake Zinc.

The Company formally acquired the Property, a mineral claim (“MWK”), tag # F97540 in the South Slave region of the North West Territories, NTS Map 75E05, pursuant to a mineral property acquisition agreement (the “Acquisition Agreement”) dated for reference February 7, 2017 among the Company as purchaser, Jaskarn Singh Rai, Ritchie John Wigham, Glen Colin Macdonald and Max Braden as vendors (the “Vendors”) and 1089621 B.C. Ltd. as royalty holder (the “Royalty Holder”). Each of the Vendors is a founder and director of the Company and was a director of the Company at the time of entering into the Acquisition Agreement. Pursuant to the Acquisition Agreement, the

Company acquired a 100% right, title and interest in and to the Property, subject to a 3.5% net smelter returns royalty, by making a cash payment of one dollar (\$1.00) to each of the Vendors. The acquisition of the Property by the Company was formalized by the Acquisition Agreement. The Property is subject to a 3.5% net smelter returns royalty (the "Royalty") to the Royalty Holder. The Company has the right to purchase two-seventh (2/7th) of the Royalty from the Royalty Holder at any time for one million (\$1,000,000) dollars after which the Royalty will be reduced to 2.5% of net smelter returns. After payment of one million (\$1,000,000) the Company has the right to purchase two-fifth (2/5th) of the remaining Royalty for two million (\$2,000,000) dollars at any time after which the Royalty rate will be reduced to 1.5% of net smelter returns. The Property has a ten (10) kilometer area of interest, and any mineral claims or properties interest within this area that any of the Vendors and/or associated parties acquires, through staking or otherwise, will become part of the Acquisition Agreement and be subject to the Royalty.

On June 28, 2018, the Company entered a 21-year lease commencing on August 30, 2016 with the Minister of Department of Indian Affairs and Northern Development. The claim is 188.12 hectares and has an annual rental fee of \$470.30 payable to the Minister of Department of Indian Affairs and Northern Development and there is no other capital commitment required to maintain the lease.

To achieve this goal, several milestones were accomplished: Such as the completion of geophysical and geological field work to enhance the company's knowledge of the property and expend sufficient funds to qualify for approval as a regulatory compliant NI 43-101 Technical Report. The Company not only met but did exceed the requirement for exploration expenditures on the property. The objective of the money applied to additional field work (since accomplished) was to list the shares on a recognized Canadian stock exchange. During 2018 the Company also raised sufficient funds, through a warrant offering to advance the listing objective and commence phase 1 of the proposed project field work. This work will commence as soon as is practicable by Aurora Geosciences of Yellowknife, under direction of their senior geo scientists. The objective of this work is to advance the project for further exploration and drilling for the balance of 2018 and on into 2019.

It is anticipated that at some point during the coming fiscal year that Slave Lake Zinc will require further funding in the capital markets, to advance the project through drilling, and to further future development of the O'Connor Lake property

The financial information in this MD&A is derived from the Company's audited financial statements which have been prepared in Canadian dollars, in accordance with International Financial Reporting Standard ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact are forward-looking statements. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. These forward-looking statements include, but are not limited to, statements concerning:

- the Company's strategies and objectives, both generally and in respect of its existing business and planned business operations;
- the Company's future cash requirements;
- general business and economic conditions;
- the Company's ability to meet its financial obligations as they come due, and to be able to raise the necessary funds to continue operations;
- the timing, pricing, completion, regulatory approval of proposed financings if applicable;

Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Inherent in forward looking statements are risks and uncertainties beyond the Company's ability to predict or control, including, but not limited to, risks related to the Company's ability to raise the necessary capital or to be fully able to implement its business strategies, and other risks identified herein under "Risk Factors".

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results are likely to differ, and may differ materially, from those expressed or implied by forward looking statements contained in this MD&A. Such statements are based on a number of assumptions, which may prove incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- conditions in the financial markets generally, and with respect to the prospects for small capitalization commercial/technology companies specifically;
- the Company's ability to continue to roll out its business plan which includes new product launches and associated planning in production, sales, distribution and marketing;
- the Company's ability to secure and retain employees and contractors to carry out its business plans;

These forward-looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward-looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Historical results of operations and trends that may be interpreted from the following discussion and analysis may not necessarily indicate future results from operations. In particular, the Company has moved from a private corporation operating with very limited capital and therefore with very restricted operations, to a publicly traded venture issuer. Accordingly, drawing trends from the Company's limited operating history is difficult.

OVERALL PERFORMANCE

The Company has no operational revenue, and exploration activity is subject to the availability of funds raised through financings. Global financial and commodity markets have been volatile, and the Company is thus impacted by these generic industry factors which are beyond its control. The Company anticipates obtaining additional financing in the future primarily through further equity financing.

During the nine months ended June 30, 2019, the company did not raise any new additional funds. As the Company was incorporated on September 14, 2016, it only has financial information subsequent to that date. The following is a summary of the Company's financial results for the nine months ended and three months ended June 30, 2019 and 2018.

	Three Months Ended June 30		Nine Months ended June 30	
	2019	2018	2019	2018
Revenue	\$NIL	\$NIL	\$NIL	\$NIL
Net and Comprehensive Income (Loss)	\$ (69,567)	\$ (67,413)	\$ (553,013)	\$ (142,457)
Basic and Diluted Loss per common share	0.00	0.00	0.02	0.00
Number of shares outstanding	32,894,500	26,700,000	32,894,500	26,700,000
Total Assets	503,074	665,715,	503,074	665,715
Total Non-Current liabilities	\$NIL	\$NIL	\$NIL	\$NIL
Dividends	\$NIL	\$NIL	\$NIL	\$NIL

SELECTED QUARTERLY FINANCIAL INFORMATION

The Company has only prepared financial statements for the six most recently completed quarters and does not have information available for the one quarter prior to those. The following is a summary of the Company's financial results for the seven most recently completed quarters:

	Q3 June 30 2019	Q2 March 31 2019	Q1 Dec 31 2018	Q4 Sep 2018	Q3 Jun 30 2018	Q2 Mar 31 2018	Q1 Dec 31 2017	Q4 Sep 30 2017
Total revenues	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	N/A
Total net loss	\$69,567	\$90,086	\$393,359	\$53,692	\$22,413	\$57,817	\$17,227	N/A
Loss per share	\$(0.00)	\$(0.00)	\$(0.01)	(\$0.03)	(\$0.00)	\$(0.00)	\$(0.00)	N/A
Loss per share, fully diluted	\$(0.00)	\$(0.00)	\$(0.01)	(\$0.03)	(\$0.00)	\$(0.00)	\$(0.00)	N/A

During the third quarter of fiscal 2019, the company recorded a loss of \$69,567 compared to a loss of \$90,086 in the second quarter of fiscal 2019. The primary reason for the reduction in net loss is due to there was no stock-based compensation (\$10,171 Q3), and reduced travel expenses.

During the second quarter of fiscal 2019, the Company recorded a loss of \$90,086 compared to a loss of \$393,359 in the first quarter of fiscal 2018. The primary reason for the reduction in net loss is due to stock-based compensation which was \$ 10,171 (\$343,910 Q1), but had increased costs for accounting and audit fees, and travel expenses

During the first quarter of fiscal 2018, the Company recorded a loss of \$393,359 compared to a loss of \$53, 692 in the fourth quarter of fiscal 2018. The increase is mainly due to issuing options to management as stock-based compensation, and cost related to listing on the CSE which include various filing fees paid in relationship for the listing.

During the fourth quarter of fiscal 2018, the Company recorded a loss of \$53,692 compared to a loss of \$22,413 in the third quarter of fiscal 2018. The change is mainly due to increase in audit and legal fees, and fees related to listings application.

During the third quarter the company recorded a loss of \$22,413 compared to a loss of \$57,817 in the second quarter of the fiscal 2018. The change is mainly due to decrease in management fees, accounting and audit fees, and legal fees.

During the second quarter the company recorded a loss \$57,817 compared to a loss of \$17,227 in the first quarter of the fiscal 2017. The change is mainly due to increase in management fees, accounting and audit fees, and legal fees.

RESULTS OF OPERATIONS

The Company's comprehensive loss for the three months ended June 30 was \$ (69,567), or \$0.00 per Common Share (three months ended June 30, 2018 \$ (67,413) or \$0.00 per common share), the loss for the nine months ended June 30, 2019 \$ (553,013), or \$0.02 (nine months ended June 30, 2018 \$ (142,457) or \$0.00 per common share). The table below outlines the expenses incurred during the period:

	Three months ended June 30		Nine months ended June 30	
	2019	2018	2019	2018
EXPENSES				
Finder's fee	\$ -	\$ 45,000	\$ -	\$ 45,000
Management fees	41,000	21,500	124,000	67,500
Filing fees	1,465	-	20,432	-
Legal fees	-	85	4,536	16,198
Consulting fees	14,123	-	14,123	-
Office	1,222	384	9,413	1,907
Meals and entertainment	340	423	2,691	1,282
Accounting and auditing fees	11,290	-	24,544	8,100-
Bank charges	31	21	106	195
Stock-based compensation	-	-	343,910	-
Travel	96	-	9,258	2,275
NET LOSS & COMPREHENSIVE LOSS	\$ (69,567)	\$ (67,413)	\$ (553,013)	\$ (142,457)

The Company capitalizes all mineral property acquisition and exploration costs until the properties to which the costs are related are placed into production, sold or abandoned.

For the nine months ended June 30, 2019, mineral property acquisition and exploration costs totaled 222,071. The table below outlines the costs added to the exploration and evaluation asset during the period:

	June 30, 2019	September 30, 2018
Opening balance	\$ 175,313	\$ 113,377
INAC accumulated fees from the acquisition date	-	-
Geological costs	46,758	53,757
Mobilization costs	-	8,179
	\$ 222,071	\$ 175,313

LIQUIDITY

Since incorporation, the Company's capital resources have been limited. The Company has had to rely upon the sale of equity securities for the cash required for property acquisition payments, office and miscellaneous expenses accounting, audit and legal fees, and other expenses.

For the three and nine months ended June 30, 2019

During the three and nine months ended June 30, 2019, the Company listed on the Canadian Securities Exchange (The CSE) on November 7, 2018. Upon listing the special warrants were converted to one common share and ½ share purchase warrant at \$0.30 expiring on October 31, 2020. Expenses during three months ending June 30, 2019 were: \$ (69,567) (\$ (553,013) for the nine months ending June 30, 2019) and include: management fees of \$41,000 for the three months ending June 30, 2019 (\$124,000 for the nine months ending June 30, 2019), filing fees \$1,465 for the three months ending June 30, 2019 (\$20,432 nine months ending June 30, 2019), legal fees of \$0 for the three months ending June 30, 2019 (\$4,536 for the nine months ending June 30, 2019), Consulting fees \$14,123 for the three months ending June 30, 2019 (\$14,123 for the nine months ending June 30, 2019), Office expenses of \$1,222 for the three months ending June 30, 2019 (\$9,413 for the nine months ending June 30, 2019), Accounting and auditing fees \$11,290 for the three months ending June 30, 2019 (\$24,544 for the nine months ending June 30, 2019), Stock-based compensation \$0 for the three months ending June 30, 2019 (\$343,910 for the nine months ending June 30, 2019), Travel \$96 for the three months ending June 30, 2019 (\$24,544 for the nine months ending June 30, 2019) 9,258

Common Shares

	Number of Shares
Balance, September 30, 2018	26,700,000
Shares exchanged for Special Warrants	6,194,500
Balance, June 30, 2019	32,894,500

Warrants

	Number of Warrants	Exercise Price	Expiry Date
Balance, September 30, 2018	0	N/A	N/A
Warrants Issued In exchange for Special Warrant Conversion	3,097,250	.30	Oct 31, 2020
Balance, June 30, 2019	3,097,250		

Options

	Number of Options	Exercise Price	Expiry Date
Balance, September 31, 2019	0		N/A
Options Issued Oct 31, 2018	4,200,000	0.10	Oct 31, 2020
Options Issued Feb 19, 2019	125,000	0.125	Feb 19, 2021
Balance, June 30, 2019	4,325,000		

The fair value of stock options granted during the nine months ended June 30, 2019 was calculated using the Black-Scholes model with the following assumptions:

	June 30, 2019	September 30, 2018
Risk-free rate	1.77%-2.28%	-
Expected dividend yield	0%	-
Expected option life (years)	2.00	-
Expected stock price volatility	177%	-
Fair value at grant date	\$ 0.08	-

The Company expects that its available funds as at June 30, 2019 will be sufficient for the Company to maintain operational status, and to begin meeting its objectives and milestones. The Company will require additional working capital in order to increase its growth rate and may seek to raise additional funds via one or more private placements.

As at June 30, 2019 the company is reviewing the expected costs in relation to current available funds, to carry on its business of exploration as intended at June 30, 2019.

CAPITAL RESOURCES

As at June 30, 2019, the Company's share capital was \$1,167,300 representing 32,894,500 issued and outstanding common shares without par value.,

Under the escrow agreement dated July 31, 2018, 1/10 of the escrowed common shares are to be released from escrow on the date of listing on the Canadian Securities exchange. On November 7, 2018 Slave Lake Zinc listed on the Canadian Securities Exchange (the CSE) and 2,065,000 shares were released from escrow upon listing and as per schedule below. As of June 30, 2019, 15,487,000 shares are still held in escrow and will be released as per the schedule below.

As the Company will be considered an 'emerging issuer' as that term is defined under the Escrow Policy, the escrowed securities will be released according to the following schedule:

Date	Quantity
On the date the Company's securities are listed on a Canadian exchange (the listing date)	2,065,000
6 months after the listing date	3,097,500
12 months after the listing date	3,097,500
18 months after the listing date	3,097,500
24 months after the listing date	3,097,500
30 months after the listing date	3,097,500
36 months after the listing date	3,097,500

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and due to related parties.

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3: Inputs that are not based on observable market data.

The carrying value of cash, accounts payable and accrued liabilities and due to related parties approximate their fair value.

FINANCIAL RISK MANAGEMENT

The Company has exposure to the following risks from its use of financial instruments:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions. The Company considers credit risk with respect to cash to be immaterial as cash is mainly held through large Canadian financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The contractual financial liabilities of the Company as of June 30, 2019 equal \$40,215. From the \$40,215 of the liabilities presented as accounts payable \$30,113 is due to related parties are due on demand. The Company intends to finance its operations over the next twelve months with loans from directors and companies controlled by directors and share private placements.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

As at June 30, 2019, the Company is not exposed to significant market risk.

OUTSTANDING SHARE DATA

Disclosure of Outstanding Security Data

As at June 30, 2019	Number issued and outstanding
Common Shares	32,894,500
Warrants	3,097,250
Stock Options	4,325,000
Fully Diluted	40,316,750

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 nine months ended June 30, 2019 and June 30, 2018, are the following amounts, which arose due to transactions with related parties:

	June 30, 2019	June 30, 2018
	\$	\$
Management fees	124,000	67,500

The Company had the following outstanding balances as at June 30, 2019 and September 30, 2018 with related parties:

	June 30, 2019	September 30, 2018
Due to related parties	\$ 30,113	\$ 11,711

Due to related parties are expenses incurred by Directors of the Company on its behalf. Due to related party, balances are unsecured, without interests and are due on demand.

Officers and Directors

- Ritch Wigham, CEO and Director
- Jas Rai, President and Director
- Peter Cummings, CFO
- Glen Macdonald, Director
- Max Braden, Director

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements as at June 30, 2019 to the date of this MD&A.

CHANGES IN ACCOUNTING POLICIES

As the Company began its operations on September 14, 2016 and the financial statements for the year ended September 30, 2018, all accounting policies were initially adopted during the financial year ended September 30, 2017, and have been maintained to year end September 30, 2018 and the first filing quarter ending December 31, 2018 and the second filing quarter ending March 31, 2019, and the third filing quarter ending June 30, 2019..

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A on August 16, 2019.

ADDITIONAL INFORMATION

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

HEAD OFFICE and OPERATIONS

Slave Lake Zinc Corp.
8978 Lindsay Pl
Surrey, British Columbia, Canada
V3V 6E3

LISTINGS

CSE: SLZ

CAPITALIZATION

(as at June 30, 2019)
Shares Issued: 32,894,500

TRANSFER AGENT

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AUDITOR

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