Slave Lake Zinc

Management's Discussion and Analysis
For the Three Months Ended
December 31, 2019

This management's discussion and analysis of financial position and results of operations ("MD&A"), prepared as of February 27, 2020. It provides an analysis of the operations and financial results of Slave Lake Zinc Corp. ("the Company") for the three months ended December 31, 2019 and should be read in conjunction with the unaudited condensed financial statements for the three months ending December 31, 2019.

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 Northwest Territories of Canada.

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 three months ended December 31, 2019, management of the Company (Ritch Wigham, CEO and Jas Rai, President) attended the Annual General Assembly of the Northwest Territory Metis Nation in furtherance of the relationship established between the Company and the communities of the South Slave for the purpose of advancing towards the signing of agreements between the company and the stakeholders (Northwest Territory Metis Nation) of the land surrounding the O'Connor Lake Lease within the current Metis Land Withdrawal. The Company feels these negotiations progressed very positively.

The Company formally acquired the Property, a mineral claim ("MWK"), tag # F97540 in the South Slave region of the Northwest 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 $1 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 2/7th of the Royalty from the Royalty Holder at any time for $1,000,000 dollars after which the Royalty will be reduced to 2.5% of net smelter returns. After payment of $1,000,000 the Company has the right to purchase 2/5th of the remaining Royalty for $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 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 the Department of Indian Affairs and Northern Development. The claim is 188.12 hectares and has an annual rental fee of $470 payable to the Minister of Department of Indian Affairs and Northern Development and there is no other capital commitment required to maintain the lease.

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

The current objective for the coming fiscal year is to raise additional funds to advance the work done in 2019. We will also be engaging the NWTMN (Northwest Territory Metis Nation) and local indigenous communities to enhance and enlarge the current land position held by the Company.

The financial information in this MD&A is derived from the Company's unaudited financial statements which have been prepared in Canadian dollars, in accordance with International Financial Reporting Standards ("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 is 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.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Q1 Dec. 31 2019	**Q4 Sept. 30 2019**	**Q3 June 30 2019**	**Q2 March 31 2019**	**Q1 Dec. 31 2018**	**Q4 Sept. 30 2018**	**Q3 June 30 2018**	**Q2 Mar. 31 2018**
Total revenues	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Net loss	$(61,707)	$(63,988)	$(69,567)	$(90,086)	$(393,359)	$(53,692)	$(22,413)	$(57,817)
Loss per share, basic and diluted	$(0.00)	$(0.00)	$(0.00)	$(0.00)	$(0.01)	$(0.01)	$(0.00)	$(0.00)

The quarter ended December 31, 2018 includes share-based compensation of $333,738 relating to stock options granted.

RESULTS OF OPERATIONS

The Company's net loss for the three months ended December 31, 2019 was $61,707, or $nil per share compared $393,359 or $0.01 per share for the three months ended December 31, 2018. The net loss for the three months ended December 31, 2018 included share-based compensation of $333,738 relating to stock options granted. There were no stock options granted during the three months ended December 31, 2019.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2019, the Company had working capital of $90,061 (September 30, 2019 - $159,768).

It is anticipated that the Company will have capital requirements in excess of its currently available resources and will need to seek additional financing. There can be no assurance that the Company will have adequate financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

FINANCIAL INSTRUMENTS

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 fair values of financial instruments, which includes cash, amounts receivable, accounts payable and accrued liabilities, and due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments.

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. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. Accounts receivable consist of GST refunds due from the Government of Canada. The carrying amount of financial assets represents the maximum credit exposure.

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 September 30, 2019 equal $62,528. Of this amount, $39,991 is due to related parties. The Company intends to finance its operations over the next twelve months with existing cash, loans from directors and companies controlled by directors and share private placements.

Price risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

For the three months ended December 31, 2019, mineral property acquisition and exploration costs totaled $247,104. The table below outlines the costs added to the exploration and evaluation asset during the period:

	$
Balance, September 30, 2019	239,104
Geological	8,000
Balance, December 31, 2019	**247,104**

An analysis of material components of the Company's general and administrative expenses is disclosed in the unaudited condensed financial statements for the quarter ended December 31, 2019 to which this MD&A relates.

OUTSTANDING SHARE DATA

As at February 27, 2020:

	Outstanding
Common shares	32,894,500
Share purchase warrants	3,097,250
Stock options	4,325,000
Fully diluted	40,316,750

TRANSACTIONS WITH RELATED PARTIES

(a) As at December 31, 2019, the Company owed $5,043 (September 30, 2019 - $3,163) to the President of the Company which is non-interest bearing, unsecured, and due on demand.

(b) As at December 31, 2019, the Company owed $6,565 (September 30, 2019 - $3,565) to the Chief Executive Officer of the Company which is non-interest bearing, unsecured, and due on demand.

(c) As at December 31, 2019, the Company owed $11,000 (September 30, 2019 - $8,000) to the Chief Financial Officer of the Company which is non-interest bearing, unsecured, and due on demand.

(d) As at December 31, 2019, the Company owed $17,384 (September 30, 2019 - $15,384) to directors of the Company which is non-interest bearing, unsecured, and due on demand.

(e) During the three months ended December 31, 2019, the Company incurred management fees of $18,000 (2018 - $18,000) to the President of the Company.

(f) During the three months ended December 31, 2019, the Company incurred management fees of $18,000 (2018 - $18,000) to the Chief Executive Officer of the Company.

(g) During the three months ended December 31, 2019, the Company incurred management fees of $3,000 (2018 - $3,000) to the Chief Financial Officer of the Company.

(h) During the three months ended December 31, 2019, the Company incurred management fees of $2,000 (2018 - $1,000) to directors of the Company.

(i) During the three months ended December 31, 2019, the Company incurred geological fees of $8,000 (2018 - $nil) to a director of the Company.

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.

CHANGES IN ACCOUNTING POLICIES

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A on February 27, 2020.

ADDITIONAL INFORMATION

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

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