Introduction

The following management's discussion and analysis ("MD&A") is dated July 9, 2020 and provides information on the activities of the Etruscus Resources Corp. ("Etruscus" or "the Company") as at and for the year ended March 31, 2020, with subsequent events up to the date of this MD&A, and should be read in conjunction with the Company's financial statements for the year ended March 31, 2020 and Notes to the financial statements thereto. The referenced financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. The results presented for the year ended March 31, 2020 are not necessarily indicative of the results that may be expected for any future period.

Technical aspects of this MD&A have been reviewed and approved by the Company's Vice-President of Exploration, Dr. David Webb, P.Geo., P. Eng., designated as a Qualified Person under National Instrument ("NI") 43-101. This MD&A was written to comply with the requirements of NI 51-102 - Continuous Disclosure Obligations and includes material events and transactions up to the date of this report.

The Company was incorporated on July 1, 2017 and its common shares were listed for trading on the CSE Exchange ("CSE") under the trading symbol "ETR" on January 15, 2019 (the "Listing Date"). Further information about the Company and its operations can be obtained from the Company's office located at Suite #604 - 850 West Hastings St., Vancouver, BC, V6C 1E1, and from the internet at www.sedar.com (the "Canadian System for Electronic Document Analysis and Retrieval").

Comment on COVID-19:

On March 11, 2020, the World Health Organization declared the coronavirus COVID-19 a global pandemic. This contagious disease outbreak has continued to spread resulting in adverse public health developments. It has adversely affected global workforces, economies, and financial markets, triggering an economic downturn. It is not possible at this time for the Company to predict the duration or magnitude of the adverse results of the outbreak nor its effects on the Company's business or operations.

The Company takes the threat very seriously and its first priority is the health and safety of its workers. We are following the guidelines, recommendations, orders and proclamations as they are issued by local health authorities and all levels of government in Canada. The Company is working with its suppliers, subcontractors and other stakeholders, specifically to seek pathways towards executing its exploration programs in 2020. The Company's management, administration, exploration team, investor relations and corporate communications functions transitioned to home-based work until the office was reopened on May 25, 2020. A COVID-19 Operating Safety Plan was developed and outlines health and social distancing guidelines for the office. These measures ensure the continuation of the Company's operations during this period of uncertainty. The two key risk factors currently facing the Company and influenced by the COVID-19 crisis are the likelihood of being able to conduct meaningful field exploration this summer and the ability to finance such exploration.

Cautionary Note Regarding Forward-Looking Information

Readers are cautioned that management's discussion and analysis 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. 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 risks discussed under "Risk Factors" and "Financial Risks". 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 or information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Forward-looking statements contained in this MD&A are made as of the date of this report. 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.

Description of Business

The Company is a mineral exploration company without any operating revenues. Its principal project is in the Liard Mining Division in northwestern British Columbia where it has a 100% interest in the Rock & Roll Property (the "Property"), a group of 39 contiguous mineral claims totaling 21,955 hectares ("Ha"). Previous drilling on the Property by other operators primarily between 1989-1991 totaled 103 holes, outlining a volcanogenic massive sulphide "VMS" deposit, known as the Black Dog Deposit. The Company intends to continue exploration of the Property using improved technologies with a goal to expand the scope, depth and grade of the Deposit.

Mineral exploration involves a high degree of risk. The recoverability of the amounts expended on exploration by the Company is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete its exploration programs, the development of its mineral properties and the future profitable production of any reserves or the proceeds from the disposition of its properties. The Company has not yet determined whether the Property contains economically recoverable reserves.

Rock & Roll Property Highlights

The Property is located in the prolific Golden Triangle of northwestern British Columbia, 150 km north of Stewart's Deep-Sea Port and hosts the polymetallic Black Dog Deposit, a known VMS deposit, geologically similar to the VMS deposits at the Eskay Creek Mine and Granduc Mine. Historic drilling on the Property resulted in the discovery of the massive sulphide "Black Dog Horizon" as well as the "SRV Zone". Black Dog is a poly-metallic VMS deposit primarily based on silver, zinc and gold values (refer to Table 1 below) which are worldwide saleable commodities subject to normal price variations in the global market. Numerous geochemical anomalies and geophysical conductors remain untested and potential for finding other massive sulphide lenses remains high as these types of deposits often form in clusters. The Black Dog Deposit is located at low elevations (150 m above sea level) close to infrastructure, 10 km from the Bronson Creek Airstrip, 27 km from an all-weather road and 33 km from a 195 MW power line.

In December 2018, a National Instrument 43-101 compliant technical report (the "Technical Report") was filed on SEDAR containing the following pit constrained Inferred Resource estimate prepared by Dr. A. Armitage, an independent Qualified Person as defined by NI 43-101:

Table 1: Rock & Roll Inferred Mineral Resource Estimate, August 3rd, 2018
(Cut-off Grade 0.5 g/t AuEq)

Resource		**Grade**					**AuEq**
Inferred	2,015,000 Tonnes	**Au** (g/t)	**Ag** (g/t)	**Cu** (%)	**Pb** (%)	**Zn** (%)	(g/t)
		0.71	87.1	0.23	0.23	0.98	2.63
	Contained Metal	46,000 Ozs	5,643,000 Ozs	10,246,000 Lbs	10,180,000 Lbs	43,503,000 Lbs	170,000 Ozs

**Mineral resources are reported at a base case cut-off grade of 0.5 g/t gold equivalent (AuEq) considering metal prices in USD of $1,250.00/oz Au, $17.00/oz Ag, $3.00/lb Cu, $1.00/lb Pb and $1.20/lb Zn, and assuming metal recoveries of 95% for zinc, 80% for lead, 90% for copper, 85% for silver and 80% for gold or 85% for AuEq. Metallurgical recoveries will be adjusted with future metallurgical testing. AuEq = (Au g/t * 0.8) + (Ag g/t * 0.012) + (Cu% * 1.48) + (Pb% * 0.44) + (Zn% * 0.63).*

The reporting of the updated Mineral Resource Estimate complies with all current disclosure requirements for mineral resources set out in the NI 43-101 Standards of Disclosure for Mineral Projects. The classification of the revised mineral resource is consistent with current CIM Definition Standards - For Mineral Resources and Mineral Reserves (2014). Using a cut-off grade of 0.50 g/t AuEq, Armitage estimates that the Rock & Roll deposit contains 2.02 million tonnes of 0.71 g/t Au, 87.1 g/t Ag, 0.23% Cu, 0.23% Pb, and 0.98% Zn for a contained total of 46,000 oz gold, 5,643,000 oz silver, 10.2 million pounds ("Mlb") copper, 10.2 Mlb lead and 43.5 Mlb zinc. Mineral resources, which are not mineral reserves, do not have demonstrated economic viability.

Corporate Outlook

The Property's location in BC's Golden Triangle offers an exciting, historic region for exploration and mining development. According to the 2018 BC Mineral and Coal Exploration Survey (the most recently released survey), completed jointly by the Government of British Columbia, the Association for Mineral Exploration, and Ernst and Young LLP, $165 million was spent on mineral exploration in the Golden

Triangle in 2018, representing 50% of all exploration expenditures in B.C. Management views the following as key factors contributing to its outlook:

- Positive drilling results from the Company's first year of work on the Property showed opportunities to potentially expand the Black Dog Deposit and discover new zones of mineralization, beyond those outlined from historical drilling results on the Property;

- With a BC-based exploration property, accessibility is not an issue during this period of global travel restrictions, and the Company is also able to utilize Canadian government incentives and programs, such as flow-through share issuances which provide certain exploration tax credits. This reduces financing risks relative to foreign properties that do not have such support; and

- Most of the initial shareholder positions have remained long, with original positions still being held, reflecting the market's willingness to allow the Company the time needed to work towards meeting longer-term objectives.

For all these reasons, management remains optimistic about the Company's foreseeable future.

The only extraordinary circumstances expected to have an effect on the Company's operations outside the normal risks inherent in the global economy are those caused by the COVID-19 pandemic. While global growth before the pandemic was slow and continuous, the recent crisis has resulted in global economic contractions, with market fears driving stocks on wild volatility swings and pushing the price of gold to US $1,800/oz, closer to its record high of US $1,918 reached in 2011, and fresh record highs in Canadian dollars. The price of silver has ranged between US$12 - $20 per ounce over the past five years, and was at the upper end of that range at the date of this report. The TSX-V index is up 16% since January 1, 2020 to the date of this report, but more importantly is up 98% from the lowest point during the pandemic crisis on March 18, 2020. Market trading volumes have increased and exploration financings in the sector have also increased.

Management believes that in 2020 it will be able to raise financing to meet its exploration objectives and overhead requirements through the ensuing year. In the past 6 months, the Company entered into Canadian and European market awareness campaigns involving its social media channels. One of the campaigns was temporarily suspended due to COVID-19. Management believes these advertising campaigns will improve market liquidity especially as the Company meets its target milestones.

The Rock & Roll Property

The Property's 39 wholly-owned contiguous mineral claims total 21,955 Ha, centered at 50º 43' north latitude and 131º 12' west longitude. The Property is accessed from the AltaGas Hydroelectric Facility road located 25 km up the Iskut River Valley northwest of Stewart, BC. Access is by helicopter, as no roads yet exist on the Property. However, a road being planned by third parties will extend to the Bronson Mining Camp, just 7 km from the Property. The area has seen intermittent exploration going back several decades. Most of the prior work on the Property was done during 1988 – 1991 including 103 drill holes, which led to the discovery of a polymetallic volcanogenic massive sulphide ("VMS") deposit primarily based on silver, zinc and gold values. It became known as the Black Dog Zone, for which a current National Instrument 43-101 compliant resource estimate has been filed. The Company intends to continue exploration of the project, using improved technologies with a goal to expand the scope, depth and grade of the deposit.

Costs incurred on the Property are capitalized under exploration and evaluation assets and during the year ended March 31, 2020 total exploration costs of $1,671,325 were incurred, including $1,043,526 for drilling, helicopter support and field camp accommodations. Qualifying expenditures are eligible for the BC Mineral Exploration Tax Credit ("BCMETC") and accordingly, an amount of $267,658 was accrued as a receivable as at March 31, 2020, and offset as a recovery against capitalized exploration costs, in respect of exploration carried out during the 2019 season. The Company completed an 8-hole drilling program and other field exploration programs, as further discussed below.

Acquisition history

The initial 14 claims acquired from Equity are subject to a 2% net smelter return ("NSR") royalty, held by a group of 6 parties (the "Royalty Holders"). The Company received an option to purchase one-half of the 2% NSR ("NSR Buyout Option") whereby a future payment of $2,000,000 would be made to the Royalty Holders within 30 days of the commencement of commercial production or December 31, 2030, whichever comes earlier. The NSR Buyout Option was granted by the issuance of 300,000 common shares (issued at a fair value of $75,000) to the group of Royalty Holders within three days of the listing of the Company's shares for trading on the CSE Exchange.

In 2019, additional staking to the north and northwest of the initial group of claims brought the contiguous Property land package to 21,955 ha. This tripled the Rock and Roll land package and has increased the potential for a large-scale VMS system to be found on the property. The Property also remains highly prospective for a number of other common ore deposits found in the Golden Triangle such as porphyry deposits, shear hosted gold deposits and magmatic nickel sulfide deposits. This high, mountainous terrain has seen limited geological work and remains highly prospective due to the rapid glacial retreat of the Hoodoo and Twin Glaciers.

Three of the most recently staked claims were staked in the northwestern extension, located north of the Iskut River, due to their location within the favorable Stuhini Group Geology which hosts the Company's Black Dog Deposit. This high, mountainous terrain has seen limited geological work but remains highly prospective due to the rapid glacial retreat of the Hoodoo and Twin Glaciers.

Property Geology

The Property hosts a VMS deposit that displays similarities to other precious metal-rich deposits such as Eskay Creek, Greens Creek, and other deposits in the Cordillera. VMS deposits are syn-volcanic accumulations of sulphide minerals that occur in geological environments characterized by submarine volcanic and sedimentary rocks. The VMS deposits are commonly spatially related to syn-volcanic faults, paleotopographic depressions, rhyolite domes, caldera rims and sub-volcanic intrusions, suggesting a genetic link to volcanic processes (Lydon, 1990).

Specifically, the Property hosts an Ag-Au-Zn-Cu-Pb deposit, partially delineated by 103 historic drill holes totalling 13,155m, all by previous operators. The deposit comprises multiple massive sulphide lenses containing pyrrhotite, pyrite, chalcopyrite and sphalerite and has a surface projection of 600m by 150m. Mineralization is hosted by fine-grained carbonaceous sedimentary rocks representing a basin within a package of volcanic and sedimentary rocks that have been intruded by voluminous mafic to intermediate dykes. The Black Dog Zone fits in with a broad group of submarine, volcanic associated Ag-Au-Zn-Cu massive sulphide deposits. A secondary zone called the SRV Zone, outside of the NI 43-101 pit design, shows similar geology and mineralization to the Black Dog Zone. Age dating completed recently by the

B.C. Geological Survey has designated the Black Dog mineralizing event to an approximate age of 210 million years, which is correlative with the historic Granduc mine located 78 km southeast (Mihalynuk, 2018).

Exploration – 2019 summary:

The Company's Technical Report updated in late 2018 outlined a $2 million comprehensive exploration program in two phases. The first phase program would include geological and geochemical surveying along strike from the Black Dog Zone and a detailed interpretation of the 2009 airborne geophysical survey.

Contingent upon favourable results from Phase I, a follow up Phase II drill program comprising 2,500 metres in 10-12 drill holes was proposed to test both existing and newly developed targets for additional massive sulphide mineralization, accompanied by baseline environmental studies, initial metallurgical testing and community consultation.

During the summer 2019 exploration season, the Company successfully met its primary exploration objectives that were set out in the Company's Technical Report as follows:

- to complete the recommended Phase 1 work program estimated to cost $300,000 (done, and divided into Phases 1 and 2);

- to map and sample the Property, including a biogeochemical sampling program across much of the original Rock & Roll claims and rock sampling at the 25 new additional contiguous claims staked by the Company to generate further targets of interest (done); and

- to complete a recommended 2,500m Phase 2 drill program (since renamed as Phase 3), by drilling 8 holes in 2019, totaling 2,622m (done).

The drilling program was the culmination of a multi-phase exploration program in 2019, following the Technical Report's suggestion that exploration should focus on the discovery of additional massive sulphide resources outside the currently defined resources of the Black Dog Zone. Metallurgical testing for the purpose of upgrading the existing Black Dog resource estimate to the Indicated Category was also recommended but not completed.

The 2019 drilling was a technical success as the Company expanded the mineralized system to a total length of 2.7 km, more than 4 times the original strike length. Additional geophysical targets within this extended mineralized horizon remain untested. These results continue to support the targeting of silver and gold-enriched VMS systems on the western flank of the Eskay Camp near the past-producing high-grade Snip gold mine.

Key highlights of the drilling program:
- Intersecting a sulphide mineralized horizon in a 1.75 km step-out to the northwest of the precious metal-enriched Black Dog system;
- Intercepting a mineralized horizon in a 400m step-out to the southeast;
- A lengthy intercept of rhyolites that are commonly related to VMS systems, including nearby Eskay Creek, was intersected in RR19-03; and
- Drill hole RR19-03 also demonstrated the conformable nature of the extensive carbonate terrain west of the Black Dog Deposit, opening this previously underexplored area to be tested for VMS mineralization.

Exploration – 2019 detail:

In April 2019, the Company began its Phase I exploration program on the Property, to assess the existing geological setting and confirm trends that may define extensions or fold repetitions of the Black Dog Horizon. The Company conducted a bio-geochemical orientation survey (the "Survey") to test the effectiveness of bio-geochemical (bark) sampling to identify elevated pathfinder elements in areas with thick overburden where traditional soil sampling is ineffective. Bio-geochemical surveys are growing in use world-wide over the past number of years and have proven to be able to identify overburden-covered mineralization that have led to material discoveries in Canada, Australia, and elsewhere around the globe. Trees are abundant, easy to sample, and provide reproduceable results. A total of 58 bark samples were collected, including duplicates. The distribution of sampling was designed to test known mineralized and barren areas surrounding the Black Dog Deposit. The sampling was broken down to 17 samples across the exposed massive sulphide deposit, 19 samples across a projection of the favorable stratigraphy (1.2 km south of the exposed massive sulphide), and 22 samples in a remote area 1.7 km northwest of the exposed massive sulphide.

The Survey succeeded in identifying anomalous elements overtop of the Black Dog Deposit as well as expected low results in known areas of low mineralization. Selected pathfinder elements show a wide range with maximum values 12 to >2000 times detection limits and up to 19 times the average values. This shows a clear and robust difference between anomalous and background values in the sampling. All duplicates yielded results within 0.2 standard deviations of the original value, except for gold, which yielded more erratic duplicates. Very elevated single elements and combined standardized elements clearly identify both the exposed massive sulphide deposit as well as the favorable stratigraphy to the south.

An initial structural analysis was also performed over the sampling area and combined with a review of the historic information by the geological team and technical advisors, a more complex structural history exists than previously thought, leading to potential offsets and fold repetitions of the exposed Black Dog Zone.

On June 4, 2019, a Phase II 12-day follow-up bio-geochemical ground sampling program began. Based on the proven validity of the bark sampling technique in identifying known mineralization, a larger and more intensive program was put in place. The 5-person exploration team collected a total of 429 samples across a 27 km^2 area, covering all projections of favorable stratigraphy. Concurrently, focused structural measurements were taken to help understand the structural complexity of the property. The programs helped the Company's exploration team to prioritize geophysical anomalies for drill testing, as well as highlight a handful of new previously unidentified geochemical anomalies.

Secondary to the bark sampling program, a first pass site visit was made on certain prioritized areas of the recently staked claims contiguous to the original Property. A total of 101 rock samples were collected across multiple areas including Hoodoo West and Hoodoo North as well as at the historic Black Dog Zone. These areas include previously recorded mineral occurrences to the northwest of Hoodoo Mountain and west of Crystal Lake Resources' Newmont Lake Project.

One additional day was spent on July 22, 2019 with Dr. Peter Lightfoot to investigate a gabbroic intrusion located at Hoodoo North for possible magmatic nickel sulfide potential. His findings outline the next steps in mapping the full extent of the intrusion as well as obtaining petrographic thin sections on the most mafic-looking gabbros.

The team spent multiple days infilling the previous bark sampling by taking 47 additional bark samples in high priority areas of the Property to improve the resolution of the data. Two days of reconnaissance mapping and sampling were also done on the northern extended claim block, adding another 41 rock samples taken on the property.

On August 16, 2019, the Phase III drilling campaign began. Following the Technical Report's recommendations, the exploration team put forward 13 prioritized drill collar locations across the southeastern portion of the property. Target priority was based primarily on geophysical data that was extracted from a 2009 Airborne EM-Mag survey completed by Pacific North West Capital Corp. These targets were further supported by bio-geochemical bark results as well as known geological structures to bolster each target's priority.

Two collar locations (SRV, Ziggy) were each drilled with 2 drill holes to test downdip and along strike extensions of the Black Dog Horizon through the SRV Zone. Both holes were located outside of the inferred resource and looked to extend the size of the deposit by 400m along strike and 100m down dip. The southern extent of the mineralization as demonstrated in RR19-04 and RR19-05 at the Ziggy target has returned multiple mineralized horizons representing folding, faulting, or primary depositional features. These newly identified horizons increase the potential for stacked lenses to be discovered at depth.

Drill hole RR19-03 at White Swan, located 1,800m southeast of the Black Dog Zone, was designed to test a strong electromagnetic conductor similar to the Black Dog Deposit. This target was further enhanced due to its position along strike from the Black Dog Horizon in favourable geology for hosting more VMS style lenses. The drill hole identified a thick, new rhyolite package in the footwall of the Black Dog stratigraphy that demonstrates striking similarities to the nearby Eskay Creek deposit. Significantly, the drill hole was collared in overlying carbonates that are mapped in a large area to the southeast of the Black Dog Deposit. The drill hole penetrated through conformable carbonates into the Black Dog sequence intersecting an important marker horizon seen previously in mineralized holes. The recognition of the conformable nature of the carbonate rocks sitting on top of the prospective Black Dog Horizon, as confirmed in a 2019 research paper published by the B.C. Geological Survey, means that favourable mineralized rocks may underly the terrain west of Black Dog at shallow levels. This implies that the various biogeochemical and geophysical anomalies in this terrain could be related to economically significant mineralization. This terrain to the southwest was previously discounted as a package of older, over-thrusted rocks and was therefore barely investigated in previous drill programs.

Another drill target (Angie), located on the north side of the Iskut River, was tested with 2 drill holes from a single pad location. The holes were designed to test another strong electromagnetic conductor coincident with a low magnetic response similar to the Black Dog Horizon. This conductor is also located along strike in favourable stratigraphy with supporting bio-geochemical anomalies. Drill hole RR19-07 was drilled 1.75 km northwest of the Black Dog deposit and tested a discrete conductive anomaly, intersecting 10 cm of massive, banded sulphides within a mixed sequence of carbonaceous argillites and volcanic rocks similar to the Black Dog Horizon. RR19-06 was drilled from the same collar location and hit blebby and stringer chalcopyrite, sphalerite and pyrrhotite that occupied weaknesses or fractures in intermediate volcanic rocks. The significant strike length of the mineralized horizon to the north provides a large package of newly prospective areas to test for other massive sulphide zones. The additional conductors within this Horizon remain untested.

The final hole drilled in the program was from the Roxanne site that represented a moderate electromagnetic conductor associated with favourable bio-geochemical (bark) anomalies. This hole encountered mainly silicified fine grained sediments that coarsened downhole. It is likely this hole was drilled into the footwall and therefore was stratigraphically below the Black Dog horizon although strong silicification would suggest the alteration system is still present here. This hole was helpful in guiding geologists further south to more prospective geology striking through Lost Lake.

In total, 2,622m were drilled in 8 different holes from 5 different site locations. Notable intercepts include 1.8m grading 0.04 grams per ton ("gpt") gold (Au), 39.0 gpt silver (Ag), 0.23% copper (Cu), 0.14% lead (Pb) and 1.04% zinc (Zn) in RR19-05, and 0.8m grading 0.01 gpt Au, 21.0 gpt Ag, 0.45% Cu, 0.05% Pb, and 1.71% Zn in RR19-04.

See Table 2 below for details on each hole's location and depth:

Table 2- 2019 Drill hole summary:

Hole ID	Name	Easting	Northing	Elevation	Azimuth	Dip	Length (m)
RR19-01	SRV	363521	6287725	165	41	-45	325
RR19-02	SRV	363521	6287725	165	60	-48	311
RR19-03	White Swan	364205	6286159	60	50	-50	415
RR19-04	Ziggy	363727	6287525	177	70	-45	327
RR19-05	Ziggy	363727	6287525	177	70	-70	228
RR19-06	Angie	361954	6289493	116	5	-70	339
RR19-07	Angie	361954	6289493	116	30	-60	354
RR19-08	Roxanne	364204	6287161	63	70	-70	323
						Total (M)	2,622

During the 2019 drilling season the Company cleared a total of 5 sites on the Property for 4 helicopter pads and 5 drill pads to accommodate the planned drill holes. All pre-existing pads built prior to 2019 had been previously reclaimed. Two of the newly constructed pads were reclaimed with all of the lumber removed and repurposed. The remaining 3 sites will be reclaimed or reused next year during the 2020 exploration programs.

Ongoing work and 2020 plans:

The Company is undertaking the planning of its 2020 drill program with the use of multiple vectoring tools to target new sulphide horizons. Current work is underway to outline possible VTEM surveys across large portions of the new claims. Continued bark sampling in new areas as well increased sampling over top of anomalous areas will help prioritize targets. This will be in conjunction with continued structural mapping and rock sampling to help guide the team along prospective horizons. Ongoing 3-dimensional structural interpretation is also being used to help add possible tonnage to the existing ore body. The 2019 Technical Assessment report was filed in the spring of 2020 and has extended the expiry date of Property's mineral claims to May 2026.

Sugar Property

During the year ended March 31, 2020, the Company staked 11 contiguous mineral claims totaling 5,181 Ha at a cost of $9,566 which is capitalized to exploration and evaluation assets as an acquisition cost. During the year ended March 31, 2020 the Company incurred $12,998 of exploration costs, and a BCMETC tax credit of $3,250 in respect of these qualifying expenditures was accrued as a receivable and offset as a recovery of capitalized exploration costs. The group of claims also lie in the Liard Mining Division and is known as the Sugar Property ("Sugar"), located approximately 7 km northwest of the Rock & Roll Property and 25 km southwest of the Galore Creek deposit. No drilling has ever been done on these claims. The decision to stake the claims followed an extensive review and technical analysis of historical data available, including but not limited to, past Assessment Reports and publicly available B.C. Minfiles.

Past mapping on the property has outlined multiple Texas Creek intrusive units that are commonly associated with important copper and/or gold deposits within the Golden Triangle including the Red Chris Mine, KSM copper-gold deposit and Pretium's Brucejack (Valley of the Kings) gold deposit.

Sugar includes several types of copper and copper/zinc occurrences which are mainly associated with skarns and/or quartz veins/stockworks. A 4 km long mineralized skarn trend, a nearby, copper-bearing quartz vein stockworks and a prominent gossan have been located on Sugar. Historic rock samples have returned numerous results greater than 1% copper and 5% Zinc. All the available data is being incorporated into a detailed GIS compilation in order to assess the potential and guide further work on the property.

Exploration

Exploration on the Sugar property in 2019 was limited to one day of reconnaissance mapping and sampling. Sixteen rock samples were collected by a team of 4 geologists. These samples were focused in areas of known mineralization. Carbonaceous units were identified in the areas of skarn mineralization as well as large intrusive bodies near some of the major quartz veining. Rock sample highlights included 3.63% zinc and 0.12% copper near a skarn showing and 0.82% copper in a newly identified quartz vein.

Based on the findings of past and present work, Etruscus is looking to tie together the 8 km copper trend that exists across the length of the Property. The ongoing goal would be to identify the source of the hydrothermal mineralization along this trend and outline drill targets to test depth potential for large scale porphyry targets. Also, further prospecting in recently deglaciated terrain will be helpful in adding value to this property.

Separately, Teck Resources Limited and Newmont Corporation continue their work on an access road to their Galore Creek Deposit. This road runs east-west from Highway 37 and will bring road access to within 10 km of Sugar. This could drastically improve economics of exploration and development of Sugar, and the Property.

Community Relations

In February 2020, the Company renewed an annual Communications Agreement with the Tahltan Central Government ("TCG"), the administrative body of the Tahltan Nation, located in northwest British Columbia, whose traditional territory encompasses both the Rock & Roll and Sugar properties. The TCG protects Tahltan Aboriginal rights and title, the ecosystems and natural resources of the Tahltan traditional territory by managing sustainable economic development and supporting the cultural wellness of the

Tahltan community. The agreement establishes a solid framework and collaborative working arrangement between the parties, based on open dialogue, transparent communications and mutual co-operation with regards to the company's exploration activities on the Property. In addition, the agreement offers opportunities for employment, cultural, economic and educational support for Tahltan members. For more information about the TCG, visit www.tahltan.org.

Also in February 2020, the Company executed an Opportunity Sharing Agreement with the TCG, to provide further commercial opportunities for Tahltans and their businesses. The Company also supports certain Tahltan community events, youth causes, exploration symposiums and job fairs in local communities near the Company's mineral properties.

QA/QC and Analytical Procedures

The Company has adopted a rigorous quality assurance and quality control ("QA/QC") program to ensure best practices in sampling both diamond drill core and surface rock chip samples of approximately 1 kg in weight. NQ drill core is flown from drill site to the core shack facility where it is sampled at 1-3m intervals. The samples are then half cut with one half sent to ALS Limited, an independent commercial laboratory in Terrace via reputable expeditor. Intervals of half NQ drill core are crushed to 70% pass 2mm fraction, and then a 250g split was pulverized to better than 85% passed a 75-micros screen. The geochemical analyses are being performed by ALS Limited in Vancouver using multi-element aqua-regia digestion ICP-MS package (ME-MS41). Gold is analyzed by fire assay technique Au-ICP21. Higher gold grades (>3 g/t) analyzed by fire assay and gravimetric finish. ALS Limited is a global testing, inspection and certification business with facilities and laboratories in dozens of global locations, which is an ISO/IEC 17025:2005 accredited laboratory independent of the Company. In addition to ALS's internal QA/QC program, the Company inserts 10% duplicates into the overall sampling stream.

Selected Annual Financial Information

The following table provides a brief summary of the Company's annual financial operations since incorporation:

	As at and for the year ended March 31, 2020	As at and for the year ended March 31, 2019	As at and for the period from incorporation on July 1, 2017 to March 31, 2018
Total assets	$ 1,866,852	$ 1,625,640	$ 521,474
Total liabilities	(189,249)	(56,564)	(47,510)
Shareholders' equity (deficiency)	1,677,603	1,569,076	473,964
Selected operating expense items			
Consulting fees	212,009	204,000	30,000
Professional fees	21,502	78,975	29,590
Regulatory and transfer agent fees	17,316	29,284	483
Share-based compensation	7,504	430,585	-
Net loss	$ (355,517)	$ (748,085)	$ (61,036)
Basic and diluted loss per share	$ (0.02)	$ (0.04)	$ (0.02)

Analysis of annual cash flows:

During the year ended March 31, 2020, the Company raised a total of $486,590 from a private placement, incurring issuance costs of $2,085. The private placement consisted of 1,435,000 units at a price of $0.25 per unit and 399,500 flow-through units at a price of $0.32 per unit. The primary cash outflows in the year include $1,348,100 spent on resources properties and $342,484 spent on operations, reflecting that 80% of cash disbursed was spent on properties and 20% was spent on corporate overhead and administration. Other smaller cash flows during the year include interest income of $14,772, property and equipment purchases of $9,266, and payment of lease liability of $15,188. Total cash and cash equivalents declined during the year by $1,230,533.

During the year ended March 31, 2019, the Company raised a total of $1,379,500 from private placements, incurred issuance costs of $888 and rescinded $41,000 of subscriptions, for a net inflow of $1,337,612 from private placements. All financings were completed before the Company's shares were listed for trading on January 15, 2019 and were issued at $0.25 per unit, with each unit consisting of one common share and ½ share purchase warrant exercisable for 2 years at $0.50 per share. No finder's fees were paid.

During the year ended March 31, 2019, the Company spent $86,839 on the Property. A reclamation deposit of $20,000 was lodged with the BC Ministry of Mining, which secured an exploration permit valid until 2024. The Company spent $11,227 on computer and office equipment. Operating cash used was $326,363 and as a result of all these cash flows, the net cash increased $893,183 during the year and the cash and cash equivalents at March 31, 2019 was $1,276,494.

In its initial period from incorporation July 1, 2017 to March 31, 2018, the Company raised a total of $455,000 from private placements. No finders' fees were paid. The Company spent $50,000 for the cash portion of the Property acquisition and paid $5,250 to update the Technical Report on the Property. After operating costs of $21,189, the Company had cash and cash equivalents at March 31, 2018 of $383,311.

Analysis of annual operating results- year ended March 31, 2020:

During the year ended March 31, 2020, a net loss of $355,517 (2019 - $748,085) was recorded, comprised of operating costs of $367,463 (2019 - $769,643), interest income of $10,506 (2019 - $21,558), amortization of discount of $2,826 and other income from settlement of flow-through share premium liability of $4,266. Operating costs includes share-based compensation, a non-cash item determined by the Black-Scholes pricing model in respect of options granted by the company from time to time. Operating costs not including share-based compensation was $359,959 (2019 - $339,058), an increase of 6% in 2020.

Operating costs consist of advertising, marketing and promotion of $47,302 (2019 - $3,222), consulting fees of $212,009 (2019 - $204,000), professional fees of $21,502 (2019 - $78,975), regulatory and transfer agent fees of $17,316 (2019 - $29,284), share-based compensation of $7,504 (2019 - $430,585), and other operating costs of $61,830 (2019 - $23,577) which includes depreciation, office and general, rent and travel. The Company has not retained an investor relations consultant and currently the CEO communicates with investors and shareholders.

Higher advertising, marketing and promotion in the current year was due to a 6-month contract for email and marketing awareness that ended in March 2020, which the Company credits for bringing subscriptions into its private placement that closed in late December 2019.

Consulting fees remained consistent between 2019 and 2020, rising only 4%. The same individuals perform work as they did in 2019, with the exception of the corporate secretary who resigned in September 2019. The critical corporate secretarial duties are being managed by the CFO, with other tasks being done by a part-time administrator.

Professional fees were much higher in 2019, as were regulatory and transfer agent fees, because of the public listing process that endured through much of the fiscal year up to the Listing Date in January 2019. Ongoing professional fees are expected to mainly consist of the annual audit fee and occasional legal work needed from time to time, which is what the current year fees represent.

Share-based compensation in 2020 ($7,504) was low relative to 2019 ($430,585) because only one 60,000 stock option grant occurred this year compared to 1,885,000 stock options that were granted in the prior year. The following parameters were used for determination of fair value of the option grants over the past two years:

	Year ended March 31, 2020	Year ended March 31, 2019
Risk-free interest rate	1.1%	1.61% – 1.93%
Expected life	5 years	5 years
Annualized volatility	89.5%	**150%
Forfeiture rate	0%	0%
Dividends	0%	0%

**Note: Share-based compensation reflects the estimated fair value of stock options granted by the Company pursuant to the Black-Scholes option pricing model. One of the model's inputs is the volatility of the Company's share price. For the comparative year, stock options were granted on or soon after the Listing Date, as to 1,500,000 at $0.25 per share granted on January 15, 2019, 335,000 at $0.25 per share granted on January 21, 2019, and 50,000 at $0.28 per share granted on March 15, 2019, all for a five-year period. There was insufficient trading in the newly listed Etruscus shares up to March 31, 2019 to yield a mathematically accurate volatility and accordingly, management used market comparables by averaging the disclosed volatilities of a group of 11 similar mineral exploration companies, to establish Etruscus' initial volatility at 150%.

Other operating costs in 2020 were all higher than the prior year including depreciation, office and general, rent and travel as shown in the statements of operations and comprehensive loss. One highlight is the depreciation which now includes straight-line amortization of right-of-use ("ROU") assets, which are capitalized leased assets, over the lease term. The ROU portion of depreciation is $13,554 of the total depreciation of $19,958, compared to total 2019 depreciation of $2,678, of which the ROU portion was Nil.

Analysis of annual operating results- year ended March 31, 2019:

For the year ended March 31, 2019, a net loss of $748,085 was incurred, compared to a loss of $61,036 for the initial period from incorporation on July 1, 2017 to March 31, 2018. The net loss was comprised of operating costs of $769,643 (2018 - $61,096) and interest income of $21,558 (2018 - $60). The interest primarily came from the Company's investment of its cash reserves in a fully redeemable bank GIC. Before share-based compensation of $430,585 (2018 - $nil), the operating expenses were $339,058 (2018 - $61,096), as detailed in the statements of operations and comprehensive loss. Consulting fees were $204,000 (2018 - $30,000) including $157,500 (77%) to four officers of the company. The CEO worked full time for the Company while the CFO, Corporate Secretary, Executive Chairman and V.P. of Exploration worked less than full-time for the Company. The other key components of operating expenses were professional fees of $78,975 (2018 - $29,590) and regulatory and transfer agent fees of $29,284 (2018 - $483), which together with consulting fees comprise 92% (2018 - 98%) of operating costs, not including share-based compensation. Higher professional fees and regulatory and transfer agent fees in 2019 reflect the efforts and work done ahead of the Company's shares listing on the CSE Exchange, including audit, financial statement and prospectus review engagements, legal fees, and various listing and share issuance fees. The Company subleased a small office of 440 sq. ft. on September 1, 2018 for a period expiring in December 2019, at a rate of $1,546 per month.

In its initial period from incorporation July 1, 2017 to March 31, 2018, the Company incurred a net loss of $61,036, consisting mainly of consulting fees of $30,000 and professional fees of $29,590. The Company began operations in the second half of 2017 with a seed capital private placement raising $15,000. Then, during the quarter ended March 31, 2018 (which is the Company's final quarter of the fiscal year, or "Q4 2018"), the Company raised $440,000 which allowed it to acquire a property of merit and initiate the process of going public. Since the Company's officers were also appointed in Q4 2018, all material expenses of the Company in its initial fiscal year occurred during the final quarter, consisting of legal and audit expenses and consulting fees mostly paid to related parties.

Selected Quarterly Financial Information

	Three Months Ended March 31, 2020	Three Months Ended December 31, 2019	Three Months Ended September 30, 2019	Three Months Ended June 30, 2019
Total assets	$ 1,866,852	$ 1,930,204	$ 2,016,280	$ 1,522,049
Total liabilities	(189,249)	(141,555)	(589,667)	(24,173)
Shareholders' equity	1,677,603	1,788,649	1,426,613	1,497,876
Major operating expenses:				
Advertising, marketing, promotion	22,717	22,369	126	2,090
Consulting fees	51,059	44,500	54,450	62,000
Professional fees	16,250	5,252	-	-
Share-based compensation	7,504	-	-	-
Regulatory and transfer agent	5,428	5,418	4,219	2,251
Net income (loss)	(117,965)	(95,089)	(71,263)	(71,200)
Earnings (loss) per share- basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)

	Three Months Ended March 31, 2019	Three Months Ended December 31, 2018	Three Months Ended September 30, 2018	Three Months Ended June 30, 2018
Total assets	$ 1,625,640	$ 1,642,170	$ 1,652,999	$ 1,702,252
Total liabilities	(56,564)	(63,926)	(20,125)	(12,686)
Shareholders' equity	1,569,076	1,578,244	1,632,874	1,689,566
Major operating expenses:				
Advertising, marketing, promotion	2,592	414	-	216
Consulting fees	54,000	45,000	45,000	60,000
Professional fees	12,363	31,028	15,179	20,405
Regulatory and transfer agent	430,585	-	-	7,735
Share-based compensation	10,797	10,752	-	-
Net income (loss)	(514,753)	(88,630)	(56,692)	(88,010)
Earnings (loss) per share- basic and diluted	(0.03)	(0.00)	(0.00)	(0.01)

Results of Quarterly Operations

In the following discussion concerning the results of operations, as the fiscal year end is March 31, the quarterly periods are referenced as follows:

Three-month period ended March 31, 2020: Q4 2020
Three-month period ended December 31, 2019: Q3 2020
Three-month period ended September 30, 2019: Q2 2020
Three-month period ended June 30, 2019: Q1 2020
Three-month period ended March 31, 2019: Q4 2019

Three months ended March 31, 2020 compared to three months ended March 31, 2019:

The Company had a net loss of $117,965 (Q4 2019 - $514,753) in the final quarter of the fiscal year. The net loss is composed of operating expenses of $121,372 (Q4 2019 - $520,729), amortization of discount of $859 (Q4 2019 - $Nil), interest income of $Nil (Q4 2019 - $5,976) and other income on settlement of flow-through share premium liability of $4,266 (Q4 2019 - $Nil). Of note, other income on settlement of flow-through share premium liability represents the proportion of amount of qualifying expenses incurred relative to the total flow-through financing that was completed, as applied to the flow-through share premium liability. Accordingly, the Company must still spend $108,340 on qualifying exploration expenditures in the 2020 exploration season, contingent upon both the implications of COVID 19 which may delay the exploration, and potential government relief which the industry has been lobbying for.

Operating expenses include share-based compensation, the amount of which is derived from the Black-Scholes option pricing model as a result of the granting of stock options, which totalled $7,504 (Q4 2019 - $430,585). The large disparity of share-based compensation between the two years follows from the granting of 1,885,000 stock options subsequent to the Listing Date in the final quarter of the 2019 fiscal year, while in the current quarter there was only one grant of 60,000 stock options.

Operating costs, not including share-based compensation, were $113,868 (Q4 2019 - $90,144), an increase of 26% compared to the prior year. The main components include consulting fees of $51,059 (Q4 2019 - $54,000), advertising, marketing and promotion of $22,717 (Q4 2019 - $2,592), professional fees of

$16,250 (Q4 2019 - $12,363) and regulatory and transfer agent fees of $5,428 (Q4 2019 - $10,797), which together represent 84% (Q4 2019 - 88%) of total operating expenses. Consulting fees to management remained at the same rates as the prior year, and the 6% decline in 2020 is attributable to variable consulting work performed by other individuals. The increase in advertising, marketing and promotion of $20,125 compared to the prior year reflects the final three months of a six-month contract with a Toronto-based specialist in digital video marketing, to create awareness of the Company primarily in the Canadian capital markets through video interviews, republication on social media of Company press releases and other publicly available information and management of the Company's social media channels. Management completed a December 2019 private placement of $486,590 and attributes certain subscriptions as having been generated by the marketing awareness campaign. The Company expects to initiate a further web-based marketing campaign to assist with its 2020 financing efforts. Professional fees include audit fees and legal fees; the former is relatively stable year-to-year and is accrued only in the final quarter of each fiscal year, while the latter is more variable depending on the needs of the Company. The remaining operating costs also vary depending on the scale of operations and the day-to-day needs and includes depreciation, office and general, rent and travel, which are itemized in the Statements of Operations and Comprehensive Loss. We note that rent was $3,828 (Q4 2019 - $4,757) with the current period rent only including variable lease costs because the fixed portion of office lease payments is now reflected on the balance sheet through lease liability, while both fixed and variable portions of lease payments were included in rent in the prior year. Therefore, a rent decrease was expected compared to the prior year, despite the Company's move on July 1, 2019 to a larger and more expensive premise.

In the current quarter, the Company spent net cash of $168,130, composed of net operating cost disbursements of $122,964, net exploration disbursements of $40,378, share issuance costs of $585 and payment of lease liability of $4,203. Although the field season ended in October 2019, exploration disbursements in the current quarter relate to payment of assay fees and geological analysis and interpretations of the exploration results.

Three months ended March 31, 2020 compared to three months ended December 31, 2019:

The Company had a net loss in the current quarter of $117,965 (Q3 2020 - $95,089) which is composed of operating costs of $121,372 (Q3 2020 - $94,528) and other total income (expenses) of $3,407 (Q3 2020 - ($561)) which includes interest income, lease amortization other income on settlement of flow-through share premium liability. Operating costs increased $26,844 or 28% in Q4 2020 compared to Q3 2020, primarily due to professional fees rising $10,998, consulting fees rising $6,559 and share-based compensation rising $7,504, which together represent 93% of the increase.

The increase in professional fees is due to the audit accrual recorded in Q4, consulting fees increased due to seasonal changes with the increase attributable to third party consultants as related party consulting fees remained the same at $37,500 per quarter, and share-based compensation in Q4 was due an option grant, previously discussed in this MD&A. Advertising, marketing and promotion is also a key component of operating costs and was $22,717 (Q3 2020 - $22,369) of which $21,000 per quarter related to a market awareness email and internet campaign, also previously discussed in this MD&A.

Other operating expenses include depreciation, office and general, rent, regulatory and transfer agent fees and travel which together totalled $23,842 (Q3 2020 - $22,407) and are not highly variable quarter to quarter but do change according to the level of corporate activities and day-to-day needs. Of note, office and general totalled $3,615 (Q3 2020 - $6,848) and includes office supplies, insurance, , postage and courier, communications, press release dissemination, website and IT maintenance, printing, dues, fees and subscriptions and other general expenses.

Overall, there are 6 individuals working full or part-time for the Company, encompassing management, administration, and exploration personnel. Management expects these roles to continue for the foreseeable future, with general responsibilities and business functions to remain materially the same over the ensuing fiscal periods. Going forward, we expect total operating costs to continue at an average of $90,000 per quarter, and may range from $65,000 to $120,000 per quarter, depending on timing of certain annual expenses such as audit fee accruals, annual listing and filing fees and the occasional engagement of consultants for short-term marketing and email programs.

Change of auditor

In late April 2019, the Company changed its auditors from Davidson & Company LLP (the "Former Auditor") to Manning Elliott LLP (the "Successor Auditor"). There were no reservations in the Former Auditor's audit report for the most recent audited financial statement at the time, which was for the initial fiscal period from incorporation on July 1, 2017 to March 31, 2018. In accordance with NI 51-102 – Continuous Disclosure Obligations, the Company filed a Change of Auditor Notice (the "Notice") on SEDAR together with letters from both the Former Auditor and Successor Auditor, with each letter confirming agreement with the statements contained in the Notice, as applicable. There were no reportable events as defined in NI 51-102 between the Former Auditor and the Company. The board of directors had decided to change auditors and removed the Former Auditor, appointing the Successor Auditor as the Company's auditor, until the next Annual General Meeting of the Company.

New accounting policies

IFRS 16:

The new standard on leases, IFRS 16, supersedes IAS 17, *Leases*, and related interpretations and sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard is effective for fiscal years beginning on or after January 1, 2019 and was therefore adopted by the Company as at April 1, 2019. Its purpose is to report information that faithfully represents lease transactions and provides financial statement users with a base to assess the amount, timing, and uncertainties of cash flows arising from leases. The main effect of IFRS 16 is the introduction of a single lessee accounting model requiring a lessee to recognize assets and liabilities for almost all leases, effectively eliminating the off-balance sheet treatment of many leases that were historically classified as operating leases.

At inception, the Company assesses whether a contract is or contains a lease. The assessment involves the exercise of judgment about whether the lease depends on a specified asset, whether the Company obtains substantially all the economic benefits for the use of that asset during the lease term, and whether the Company has the right to direct the use of the asset. If the lease contains an extension option that the Company considers reasonably certain to be exercised, the term of lease for the purpose of adopting IFRS 16 becomes the base lease plus the renewal option, including any associated costs. If the lease includes a purchase option, the cost of the purchase is included in the calculation of lease payments. For leases structured with fixed and variable components in the lease payments, only non-index-linked variable payments are excluded from IFRS 16, which are accounted for on an expense-as-incurred basis and are included in rent expense.

Once all the lease terms have been identified and assessed, the Company recognizes a lease liability and a right-of-use ("ROU") asset at the commencement of the lease, as follows:

a) The lease liability recognized upon lease inception represents the present value of the net remaining lease payments, discounted at an interest rate otherwise required if the asset was acquired through a financing arrangement, using the effective interest method. Lease liability is subsequently reduced by the lease payments made and increased by the interest cost on the liability. Lease liability is allocated between current and non-current liabilities.

b) ROU assets are initially measured based on the present value of the lease payments not yet made at the date of adoption, plus initial direct costs and obligations to refurbish the asset, if any, less any incentives received. ROU assets are included in Equipment and are depreciated over the shorter of the lease term or the useful life of the underlying asset. ROU assets are also subject to testing for impairment if there is an indicator for impairment.

In situations where a company acts as a lessor, or a sublessor when it subleases an ROU asset to a lessee, it only classifies the sublease as an operating lease if the head lease is a short-term lease; otherwise, the sublease is classified as a finance lease. When the lease or sublease is classified as a finance lease, the lessor derecognizes the ROU asset pertaining to the head lease, if any, that it transfers to the sublessee, at the sublease commencement date, and continues to account for the original lease liability.

The lessor or sublessor recognizes a net investment in lease or sublease and evaluates it for impairment and may use the discount rate in the head lease to measure the net investment in sublease. The lessor company recognizes finance income on the net investment in the lease or sublease, and also records income relating to variable lease payments not included in the measurement of the net investment in the lease, which are excluded under IFRS 16.

Impact of IFRS 16 on Etruscus:

The Company had signed an office sublease agreement effective September 1, 2018 at a rate of $1,546 per month expiring on December 31, 2019. The adoption of IFRS 16 on April 1, 2019 applied to this sublease and at the time of adoption, the Company considered the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with similar characteristics;
- accounting for operating leases than have remaining terms of less than 12 months as at April 1, 2019;
- the exclusion of low-value leases;
- the use of hindsight to determine lease terms where contractual rights exist to extend or terminate; and
- the exclusion of initial direct costs in the measurement of ROU assets at the date of adoption.

Accordingly, the Company elected not to recognize the subleased ROU assets or lease liabilities where the total lease term remaining was less than or equal to 12 months at the date of adoption. The Company also elected, for certain low-value assets, to treat them as operating leases and to expense as incurred. The payments for such short-term and low-value leases are recognized in the statement of operations and comprehensive loss on a straight-line basis over the lease term. Consequently, there no was impact to the Company's financial statements on the date of adoption of IFRS 16.

On July 1, 2019, the Company entered into a three-year office premises sublease agreement. The terms of the sublease follow those of the head lease. The lessor is Metallis Resources Inc. ("MTS"), a public company related by 2 common directors and a common officer. The sublease is for ½ of the space leased by MTS under a head lease. Fixed monthly sublease payments are $1,688 per month. The lease liability was measured at the present value of the remaining lease payments, discounted at the Company's incremental borrowing rate of 8%, the same discount rate as that used by MTS under the head lease. At the inception of the sublease, the Company recognized a lease liability of $54,210 and a corresponding ROU asset value of the same amount. Leasehold improvement costs of $6,617 were also recorded as ROU assets.

The Company has no other material equipment or service leases for the year ended March 31, 2020.

The following tables show the impact and effects of IFRS 16 on the Company's financial statements, including reconciliations of assets and liabilities as at the date of adoption on April 1, 2019, as at March 31, 2020, and for the year ended March 31, 2020:

Rent and non-finance lease transactions for the year ended March 31, 2020:

Variable lease costs not included in finance leases, and other rent from short-term leases, all recorded as rent expense	$ 16,106

Effects of IFRS 16 on the Company's financial statements:

	Date of adoption on April 1, 2019	As at March 31, 2020	Year ended March 31, 2020
Changes to Statements of financial position:			
Equipment - Right of use asset	$ -	$ 40,656	$ 40,656
Current liabilities	-	(17,676)	(17,676)
Long term liabilities	-	(24,172)	(24,172)
Deficit	-	1,192	1,192
	$ -	$ -	$ -
Changes to Statements of operations and comprehensive loss:			
Operating expenses:			
Increase in depreciation			$ 13,554
Decrease in rent expense			(15,188)
Net decrease in operating expenses:			(1,634)
Other: Increase in amortization of discount			2,826
Net increase in loss for the year			$ 1,192

Lease liability and short and long-term allocations as at March 31, 2020:

Operating lease commitment as at July 1, 2019	$ 60,750
Discount using incremental borrowing rate	(6,540)
Lease liability recognized as at July 1, 2019	54,210
Lease payments	(15,188)
Lease interest	2,826
Balance as at March 31, 2020	$ 41,848

Current portion	$ 17,676
Long-term portion	24,172
Balance as at March 31, 2020	$ 41,848

Use of judgements and estimates:

In preparing the Company's financial statements, management has made judgements and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Significant assumptions about the future and other sources of estimation uncertainty that management has made could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from the expected results, based on the assumptions made. The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

The significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty for the year ended March 31, 2020 were the same as those described in the annual financial statements for the year ended March 31, 2019, except for new significant judgements related to lessee accounting under IFRS 16, which affect the present value of lease liabilities, the value of the right-of-use assets, and the amounts of finance expense and depreciation.

The key assumptions, judgements and estimates made by management include but are not limited to the following:

a) The carrying value of the investment in exploration and evaluation costs and the recoverability of the carrying value which are included in the statement of financial position;

b) The Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, but these procedures do not guarantee the Company's title. Properties may be subject to prior agreements or transfers and title may be affected by undetected defects;

c) Significant judgment is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. As a result, the Company recognizes tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognized when, despite the Company's belief that its tax return positions are supportable, the Company believes that certain positions are likely to be challenged and may not be fully sustained upon review by tax authorities. This assessment relies on estimates and assumptions and may involve a series of complex judgments about future events. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made;

d) The inputs used in accounting for share-based compensation expense in the statement of operations and comprehensive loss, including share price volatility and risk-free interest rates;

e) The significant judgements, estimates and assumptions made by management as they relate to IFRS 16 - *Leases*, primarily include evaluating the appropriate discount rate to use to discount the lease liability, the determination of the lease term when the lease contains an extension option, and assessing if the Company is reasonably certain that it would exercise an extension option; and

f) The assumption that the Company is a going concern and will continue in operating for the foreseeable future and at least one year is a judgment.

Liquidity and capital management

The Company has no commercial operations or source of revenue, no long-term debt other than a lease liability, and no externally imposed capital requirements other than those specified under continuous listing requirements. The Company's capital is, therefore, its issued share capital. The capital for operations and property exploration has and is expected to continue to come from the issuance of common shares or units for the foreseeable future. The Company's objectives when managing its capital are to fund critical exploration work, meet its on-going liabilities and maintain creditworthiness, continue as a going concern, and to ultimately maximize returns for shareholders over the long term. The Company completed a December 2019 private placement which eliminated a working capital deficiency at the time and provided working capital for the 2020 pre-exploration period. However, as the table below shows, financing is currently required to fund the upcoming 2020 exploration programs, as a significant part of the current working capital is the BCMETC tax credit which is not expected to be received until after the 2020 exploration season. In that respect, on July 8, 2020 the Company announced a proposed private placement to raise up to $1 million through a combination of 1.3 million flow-through units at $0.50 per flow-through unit and 1.0 million non-flow-through units at $0.35 per unit.

Management considers that it will likely close the $1 million private placement which will finance the start of the field programs and finance the initial drilling. The Company may seek additional funds as it rolls out its exploration programs. The Company expects to start field operations later in July. This planning has also considered the potential constraints presented by COVID-19 including reduced subcontractor capacity and availability, process or activity curtailments and possible suspensions. The Company continues to work with project stakeholders and the industry in general with a view to executing its exploration programs this summer. Meeting capital management objectives, as a non-revenue early stage explorer, requires the Company to consider its internal, exploration and financing risks as it considers alternative exploration programs and different financing structures.

The Company's working capital at the date of this report is $171,000 as follows:

Current working capital:		(000's)
Cash and cash equivalents	$	78
Receivables		8
BC METC		271
Accounts payable and accrued liabilities		(63)
Due to related parties		(81)
Flow-through premium liability		(24)
Lease liability		(18)
Total net working capital	$	171

This calculation has been prepared by management.

Disclosure of Outstanding Security Data

The total number of common shares outstanding as of the date of this report is 22,453,501 shares, (March 31, 2020 – 21,228,501 shares) with 26,670,751 fully diluted shares outstanding.

Share transactions during the year ended March 31, 2020:

a) On December 27, 2019, the Company completed a private placement of 1,834,500 units, raising gross proceeds of $486,590, as follows:

   i) The Company issued 1,435,000 units at a price of $0.25 per unit, raising $358,750. Each unit consists of one common share and ½ of one non-transferrable share purchase warrant with each full warrant exercisable at a price of $0.40 per share for a two-year period. Total issuance costs of $1,500 were incurred and no value was attributed to the warrants under the residual value method; and

   ii) The Company also issued 399,500 flow-through units at a price of $0.32 per flow-through unit, raising $127,840. Each flow-through unit consists of one flow-through common share and ½ of one non-flow-through, non-transferrable share purchase warrant with each full warrant exercisable at a price of $0.50 per share for a two-year period. The Company recorded a flow-through premium liability of $27,965 as a deduction from share capital, being the difference between the amounts recognized in common shares and the amounts investors paid for the units. Total issuance costs of $585 were incurred and no value was attributed to the warrants under the residual value method.

b) On July 15, 2019, 1,500,000 common shares were released from escrow, leaving 7,500,000 shares remaining in escrow.

c) On January 15, 2020, 1,500,000 common shares were released from escrow, leaving 6,000,000 shares remaining in escrow.

Stock options:

During the year ended March 31, 2020, the Company granted 60,000 stock options to a consultant, exercisable at $0.25 per share for a period of five years. The options vested upon grant.

At the date of this report, there are 1,695,000 stock options outstanding and exercisable, an increase of 230,000 from March 31, 2020, as follows:

Expiry Date	Number of Options outstanding	Exercise Price ($)
January 15, 2024	1,250,000	0.25
January 21, 2024	335,000	0.25
March 15, 2024	50,000	0.28
February 27, 2020	60,000	0.25
May 25, 2025	230,000	0.25
Total outstanding options	1,925,000	0.25

Warrants:

There are 2,292,250 warrants outstanding as of the date of this report, a reduction from 3,614,250 warrants outstanding at March 31, 2020, as 2,547,000 warrants subsequently expired and 1,225,000 warrants were issued in June 2020 as part of a private placement. Current outstanding warrants are as follows:

Expiry Date	Number of Warrants outstanding	Exercise Price ($)
December 19, 2020	150,000	0.50
December 19, 2021	37,500	0.40
December 27, 2021	680,000	0.40
December 27, 2021	199,750	0.50
June 1, 2022	1,225,000	0.40
Total	2,292,250	

Directors, Officers and Management

The directors of the Company are Gordon Lam, Fiore Aliperti, Michael Sikich and Jason Leikam. The officers are Gordon Lam (CEO), Fiore Aliperti (Executive Chairman), Jon Lever (CFO) and Dave Webb (Vice-President of Exploration). Mrs. Sameen Oates resigned as Corporate Secretary on September 25, 2019. Her duties and responsibilities are being managed by the Company's CFO.

The Company's Advisory Board consists of Lindsay Bottomer, David Dupre and Murray Jones. The MD&A issued by the Company for the year ended March 31, 2019 (pages 14-15), contains the biographies of the advisory board members.

Transactions with Related Parties

The following related parties for the periods presented include directors and key management personnel, including those entities in which such individuals may hold positions that result in them having control or significant influence over the financial or operation policies of these entities:

a) Hatch 8 Consulting is a company controlled by the current Chief Executive Officer and director of the Company, and provides consulting services to the Company;

b) Lever Capital Corp. is a company controlled by the Chief Financial Officer and provides consulting services to the Company;

c) The Company's Corporate Secretary provided corporate secretarial, general administrative and bookkeeping services to the Company up to September 25, 2019;

d) Avanti Consulting Inc. is a company controlled by a director of the Company who acts as Executive Chairman of the Board, and provides consulting services to the Company; and

e) DRW Geological Consultants Ltd. is a company controlled by the Company's Vice-President of Exploration and provides the Company with geological consulting services, the amounts of which are capitalized under exploration and evaluation assets.

The aggregate value of fee-based transactions and outstanding balances relating to the above noted related parties are as follows:

		Transactions for the year ended March 31, 2020	Transactions for the year ended March 31, 2019	**Balance payable as at March 31, 2020**	Balance payable as at March 31, 2019
Hatch 8 Consulting	**(a)**	**$ 90,000**	$ 67,500	**$ 10,750**	$ 7,875
Lever Capital Corp.	**(b)**	**30,000**	30,000	**15,750**	7,875
Sameen Oates	**(c)**	**15,000**	30,000	**-**	7,875
Avanti Consulting Inc.	**(d)**	**30,000**	30,000	**15,750**	7,875
DRW Geological Consultants Ltd.	**(e)**	**48,000**	8,000	**4,200**	4,200
Total		**$ 213,000**	$ 165,500	**$ 46,450**	$ 35,700

For the year ended March 31, 2020, the Company did not grant any stock options to related parties. During the year ended March 31, 2019, the Company granted 1,200,000 stock options to directors and officers with a fair value at grant date of $319,200.

Other related party transactions

During the year ended March 31, 2020, the Company reimbursed MTS for certain expenses that were paid by MTS on the Company's behalf. Over 90% of the reimbursements were for exploration costs. The Company utilized some of MTS's exploration subcontractor relationships, mainly involving its work camp arrangements, which the Company did not have in place at the inception of the 2019 field exploration season. At no time did MTS loan or advance any cash to the Company. Henceforth, the Company expects to have all critical vendor relationships in place and directly pay for all of its exploration expenses going forward.

The following schedule shows the nature and summary of transactions with MTS during the year ended March 31, 2020:

	Billed or paid by MTS on behalf of the Company during the year ended March 31, 2020	Amounts repaid to MTS	Balance due to MTS as at March 31, 2020	Balance Payable as at March 31, 2019
Exploration costs:				
Camp and accommodations	$ 182,448	$ 182,448	$ -	$ -
Helicopter	63,501	63,501	-	-
Other exploration	20,268	20,268	-	-
Office rent and shared expenses	35,951	27,061	8,890	-
GST	14,706	14,262	444	-
Total	$ 316,874	$ 307,540	$ 9,334	$ -

The Company repaid the $9,334 due to MTS subsequent to March 31, 2020.

Off Balance Sheet Arrangements

Aside from the aforementioned office premises leases, the Company has no other asset or equipment leases or other off-balance-sheet arrangements. Accordingly, as at March 31, 2020 the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on the results of operations or financial condition of the Company.

Risk Factors

Common shares should be considered highly speculative due to the nature of the Company's business (mineral exploration) and the current state of its development (early stage without revenue). In evaluating the Company and its business, investors should carefully consider, in addition to the other information contained in this MD&A and in the Company's financial statements, the risk factors described below. 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.

No Production History

The Company is a mineral exploration company with no history of earnings or revenue. There are no known commercial quantities of mineral reserves on any of its resource properties. Few exploration properties are ultimately developed into producing properties. There is no assurance that the Company will ever discover any commercially economic quantities of mineral reserves.

Negative Operating Cash Flow

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

Possible Trading Suspension or Delisting

The CSE may suspend from trading or delist the securities of the Company where the Company has failed to submit documents to the CSE in the time periods required or has otherwise failed to meet minimum standards. Suspension from trading of the common shares may, and delisting of the common shares will, result in the regulatory securities authorities issuing a consolidated interim cease trade order against the Company. In addition, delisting of the common shares would result in the cancellation of all the currently issued and outstanding common shares of the Company held by insiders. Trading in the common shares of the Company may be halted at other times for other reasons also.

Requirement for Further Financing

The Company has limited financial resources and must raise additional funds to finance most of its 2020 exploration programs and working capital needs. There is no assurance the Company will be able to raise additional funds or will be able to do so on terms acceptable to it.

If the Company's exploration programs are successful and favorable exploration results are obtained, this may lead towards economic feasibility and mine construction. The Company would therefore require significantly more capital to place the properties into production. The sources of funding that would be available are from the issuance of equity, debt, joint venture or the sale of property interests and even if such financing is available, there is no assurance that such funds will be sufficient to bring any resource 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 it to forfeit its interest in its properties and reduce or terminate its operations.

Dilution

When the Company issues treasury shares to finance acquisition or participation opportunities, or to raise exploration funds and working capital, shareholders could suffer dilution of their investment and/or control of the Company could change, depending upon the issuance price.

Escrowed Shares

The possible sale of common shares released from escrow on each release date could negatively affect the market price of the Company's common shares and result in an excess of sellers of common shares to buyers of common shares and seriously affect the liquidity of the common shares.

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 its properties for which it holds an option to acquire concessions, royalties or other mineral leases or licenses and the Company is satisfied with its review of the title to its properties, the Company cannot give an assurance that such title will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. The Company does not carry title insurance on its properties. A successful claim that the Company does not have title could cause the Company to lose its rights to its properties, perhaps without compensation for its prior expenditures on its properties.

Resource properties may now or in the future be the subject of indigenous land claims. The legal nature of indigenous land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in its properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of indigenous rights in the area in which the properties are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities.

Surface Rights

The Company does not own the surface rights to its properties. 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 a resource 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. Directors and officers other than the CEO of the Company may not be devoting 100% of their time to the affairs of the Company but do and will continue to devote such time as required to effectively manage the Company.

Requirement for Permits and Licenses

The Company follows all regulations and legal compliance requirements in regard to its exploration activities, including the application and terms of all necessary 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. It does however currently have a valid BC Mines Act exploration permit allowing drilling, expiring March 31, 2024, for the initial group of 14 Rock & Roll Property claims acquired from Equity in March 2018 and the first 3 contiguous claims staked in June 2018. The other mineral claims held by the Company do not require a permit for airborne work, basic prospecting and sampling, and if the Company reaches the drilling phase of exploration on those claims, it will apply for such permit.

Community Relations

Public scrutiny of mining projects has brought community relations into strategic planning, encompassing all stakeholders. Garnering community and public support for continued exploration, future mine development and construction includes public engagement and involvement of key community stakeholders throughout the exploration and development process. The Company's resource properties lie within the traditional territory of the Tahltan Nation, a key stakeholder with which the Company has jointly signed a Communications Agreement. Key areas of concern include the sharing or transfer of economic benefits and environmental stewardship. The lack of a social license to operate could impair the value of the Company's resource properties or delay or prevent exploration, development or construction activities.

Environmental Risks and other Regulatory Requirements

The current or future operations of the Company, including the exploration activities and commencement of production on any resource 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 a 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 the 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 due to 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 currently maintain insurance against environmental risks.

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 this MD&A.

No Cash Dividends

The Company has not declared any cash dividends to date, has no current earnings, and therefore the Company does not anticipate declaring any cash dividends for the foreseeable future.

Ore Reserves and Reserve Estimates

The Company's business relies upon the ability to determine whether a given resource 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 also require revision (either up or down) based on actual production experience.

Financial Risks

The Company’s financial risk exposures and their impact on the Company’s financial instruments are summarized below:

Credit risk

Credit risk arises from the potential that one or more counterparties fail to meet their obligations. The Company is normally exposed to credit risk through its cash and cash equivalents and receivables. The Company manages credit risk associated with its cash and cash equivalents by using reputable financial institutions, from which management believes the risk to be remote. Receivables generally consist of recoverable Canadian sales taxes and accrued interest on short-term money market investments and management believes the collectability of these amounts to be assured.

Liquidity risk

Liquidity risk is related to the ability of the Company to meet its obligations as they come due. The Company has historically relied on equity financings to satisfy its capital requirements and will continue to depend upon equity capital as the main source of capital but could also enter into earn-in arrangements or the sale of certain property interests. There is no assurance that the Company will be able to obtain its future financings on acceptable terms. The ability of the Company to continue on this course will depend, in part, on the prevailing market conditions and the market interest in financing the Company's mineral property exploration programs, and the scope of such programs.

The Company's basic approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2020, the Company had cash and cash equivalents of $45,961 (2019 - $1,276,494) to settle current liabilities of $165,077 (2019 - $56,564). The Company subsequently completed at private placement of $306,250 and had announced a further $1 million private placement at the date of this report. Such funding, upon completion, will finance the start of the field programs and early drilling of the properties in 2020. The Company believes it will be able to complete these and any additional such financings in order to provide sufficient liquidity for the ensuing year.

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has no long-term debt other than an office premises lease and has not entered into any interest rate swaps or other financial arrangements to mitigate the exposure to interest rate fluctuations, and current interest rates remain historically low.

Market risk

The Company is subject to limited market risk as the price of its short-term money market investments fluctuates due to market forces. The Company has no control over their fluctuating prices, does not hedge its investments and the fluctuations are limited in scope and volatility. At the date of this report however, the Company held no short-term money market investments.

Foreign currency risk

The Company's functional currency is the Canadian dollar and an immaterial amount of transactions are based on other currencies. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

Corporate Governance

The Company's Board of Directors and its audit committee substantially follow the recommended corporate governance guidelines for public companies to ensure transparency and accountability to the shareholders. The current Board of Directors is 4 individuals comprised of 2 independent members and 2 executive officers. The audit committee consists of 3 financially literate members comprised of 2 independent directors and the chief executive officer.