PROJECT ONE RESOURCES LTD.

MANAGEMENT DISCUSSION AND ANALYSIS
For the 3 and 6 Months Ended February 28, 2019

This MD&A is for the three and six month periods ended February 28, 2019 and should be read in conjunction with the Company’s audited financial statements and the related notes contained therein for the financial period ended August 31, 2018 (the “Financial Statements”). The Financial Statements summarize the financial impact of the Company’s financings, investments and operations up to that date.

All figures are in Canadian dollars unless otherwise stated.

The MD&A was prepared on the basis of information available as at February 28, 2019.

Caution Regarding Forward Looking Statements

This MD&A contains certain forward-looking information. All statements in this disclosure, other than statements of historical facts, that address permitting, exploration drilling, exploration activities and events or developments, are expected by the Company to be forward looking statements. Although the Company believes the expectations expressed in such forward looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward looking statements. Factors that could cause actual results to differ materially from those in the forward looking statements include market prices, exploration successes, continuity of mineralization, potential environmental issues and liabilities associated with exploration, development and mining activities, uncertainties related to the ability to obtain necessary permits, licenses and title and delays due to third party opposition, changes in government policies regarding mining and natural resource exploration and exploitation, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward looking statements.

Nature of Activities

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of mineral properties. The Company’s principal property is the Aura Property situated in the New Westminster Mining Division in South Western British Columbia. The Company's current objective is to explore and develop the Property. The Property consists of five map staked mineral claims comprising 2,705.5 hectares.

History of the Company

Since incorporation in March 2018, the Company has undertaken certain steps to develop its business, including, among other things, recruiting directors and officers with the skills required to operate a public mining exploration company, entering into the Property Agreement to acquire the Aura Property for shares, raising sufficient capital to commence initial exploration on the Aura Property, engaging Carl von Einsiedel, P.Geo., to prepare the Technical Report and engaging the Agent to assist in its application for listing on the Exchange and to complete a public offering.

On March 28, 2018, the Company entered into the Property Agreement with Ronald Shenton on his own behalf and on behalf of his wholly-owned private company, 475175 B.C. Ltd. Mr. Shenton is a director and officer of the Company Pursuant to the terms of the Property Agreement, the Company agreed to purchase and Mr. Shenton agreed to sell all right, title and interest in and to the initial four claims comprising the Property. Subsequently, the Company staked one (1) additional mineral claim.

The Company retained a qualified geologist to prepare a Technical Report which included recommended exploration activities that could be undertaken. An initial exploration program was carried out which consisted of airborne magnetic and radiometric surveys, satellite image analysis and digital elevation modelling and a systematic evaluation of available stream, soil and rock geochemical data for the project area. The total cost of this exploration program was $81,597.21.

To date the Company has raised $174,500 through the sale of securities. The Company intends to raise additional funding through a Prospectus Offering with which to carry out additional exploration on the Property. The Company's Prospectus has been filed with the British Columbia Securities Commission and was accepted on March 28, 2019.

Description of Business

The Company's main emphasis is on the exploration for precious metals in the New Westminster Mining Division, British Columbia where the Company has acquired a 100% undivided interest in the Aura Property.

In February 2018, Ronald Shenton, (a director and officer of the Company, commenced funding operations on the Property. That funding totaled $23,507.77 in acquisition and exploration costs. The principal exploration costs totaled $9,590.00. The Company was incorporated in March 2018. Since incorporation to February 28, 2019, the Company has spent $72,007.21 on the exploration of the Property and $1,519.54 in acquisition costs. The resultant total of eligible exploration expenditures since incorporation through to February 28, 2019 totals $81,597.21 ($9,590.00 + $72,007.21).

The Company intends to expend existing working capital and net proceeds from the planned public offering to undertake Phase 1 of the exploration program on the Property, to pay the balance of the estimated costs of the public offering, to pay for administrative costs for the next 12 months and for working capital.

As consideration for the Property, the Company issued a total of 2,350,777 Property Shares at a deemed price of $0.01 per Property Share. The deemed value of this acquisition is $23,507.77, which represented a repayment of Mr. Shenton's acquisition and exploration costs in respect of the Property. Mr. Shenton has agreed to deposit the Property Shares into escrow.

Exploration Work Completed to February 28, 2019

Based on the results published by Noranda and Longacre, the Company acquired the Aura project in March of 2018 and completed a follow up program designed to assess the potential for discovery of additional mineralized breccia zones, consisting of airborne magnetic and radiometric surveys, satellite image analysis, digital elevation modelling and a systematic evaluation of available stream, soil and rock geochemical data for the project area.

Results of these programs were encouraging. The airborne geophysical survey identified a cluster of three high priority target areas centred approximately 1.5 kilometers north of the Noranda Target and identified a series of magnetic lineaments interpreted as possible structurally controlled mineralization localized at or near the bedrock - overburden interface approximately 2.5 kilometers west of the Noranda Target. Satellite imaging and alteration analysis and results of the compilation studies show that the cluster of new targets to the north of the Noranda Target are overburden covered but are localized upslope of a strong “gold in stream” anomaly reported by the BCGS. The series of magnetic lineaments reported to the west of the Noranda Target exhibit sericite – illite alteration responses in satellite imagery and are localized along the projected extension of a northwest trending series of precious and base metal, vein type occurrences (reported by the BCGS Minfile database) located on mineral tenures controlled by unrelated third parties.

Recommended Work Program

The author of the Technical Report recommended that the next stage of exploration work (Stage 1) at the Aura Property consist of stream sampling and grid or contour based soil geochemical surveys as well as geological mapping. This work program will be designed to assess the three high priority target areas centred approximately 1.5 kilometers north of the Noranda Target. It is also recommended that reconnaissance scale geochemical surveys and geological mapping be carried out to assess the series of magnetic lineaments interpreted as possible structurally controlled mineralization localized at or near the bedrock - overburden interface approximately 2.5 kilometers west of the Noranda Target. These programs are considered low impact and do not require permitting. The total estimated cost of the proposed Stage 1 program is $110,000.

In the event that additional, gold bearing, silicified breccia zones are identified during Stage, 1 follow up IP surveys and drilling would be warranted however the costs of these programs cannot be estimated at this stage. This type of follow up work will require permitting through the Ministry of Mines and consultation with affected First Nations.

<u>Proposed Stage 1 Exploration Program</u>

Project supervision, reports	$15,000
Field costs, vehicle rentals, helicopter charter	$20,000
Field personnel (2 man crew) reconnaissance soil surveys geological mapping (allow 20 days @ $2,500 incl.)	
-allowance for mapping and sample collection (1,000 samples)	$50,000
-soil and rock sample assays (approx. 500 samples)	$15,000
Contingency	$10,000
Total estimated cost of Stage 1	$110,000

Overall Performance

Results of Operations

As disclosed above, since formation, the Company has experienced only limited activity and has incurred minimal initial exploration costs and minor general corporate administration costs. See the heading “Description of the Business” .

The risks associated with the project are outlined under the heading “Risk Factors”.

Selected Financial Information

The following table represents selected financial information derived from the Company’s financial statements and should be read in conjunction with the financial statements.

The Company anticipates that, for the foreseeable future, quarterly results of operations will primarily be impacted by several factors, including the timing of exploration and the efforts and timing of expenditures related to the development of the Company. Due to fluctuations in these factors, the Company believes that the period-to-period comparisons of operating results are not a good indication of its future performance.

	For the period- Inception through August 31,2018	**Sept 1,2018-Nov 30,2018**	**Dec 1,2018-Feb 28, 2019**
Gross Revenue	$Nil	$Nil	$Nil
Operating expenses	$20,700.31	$38,964	$5,128.27
Net Loss	-$20,700.31	-$38,964.00	-$5,128.27
Basic and diluted loss per share	$0.01	$0.06	$0.01
Total Assets	$109,414.00	$74,354	$52,230.31
Long term debt	Nil	Nil	Nil
Cash dividends per share	Nil	Nil	Nil

Revenues

Given its status as a recently incorporated mining exploration company, the Company does not generate any steady income, and must finance its activities by issuing equity instruments.

Expenses for the three month period ended February 28, 2019

The Company's general and administrative expenses for the three month period ended February 28, 2019, totaled $5,128 and included transfer agent fees of $131, management fees of $nil, rental expenses of $1,500, website design fees of $150, consulting fees of $3,000, promotional expenses of $301 and bank charges and fees of $45.

Expenses for the six month period ended February 28, 2019

For the six month period ended February 28, 2019, total administrative and general expenses were $49,092. These included transfer agent fees of $131, accounting, legal and professional fees of $20,113 management consulting fees of $6,000, public company and exchange fees and costs of $16,499, travel costs of $919, rental expenses of $3,000, website design fees of $683, consulting fees of $1,100, promotional expenses of $302 and office and bank charges and fees of $345.

Liquidity and Capital Resources

Cash and cash equivalents as at February 28, 2019, totaled $22,721. It is management's intention to secure further capital funding in the form of equity to support current and future exploration and evaluation assets development.

For the next year, the Company has budgeted $140,000 for administrative expenses. Management is of the opinion that, based on its plan to raise additional equity financing, the Company will be able to meet its current exploration obligations and keep its property in good standing for the next 12 months. Advanced exploration of the mineral property would require substantially more financial resources. There is no assurance that such financing will be available when required, or under terms that are favourable to the Company. The Company may also select to advance the exploration and development of exploration and evaluation assets through joint ventures. Management is currently considering opportunities for further financing.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Contractual Obligations

The Company has no material and long-term contractual obligations.

Significant Accounting Policies and Estimates

The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amounts of assets, liabilities, revenues and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances and require judgment on matters that are inherently uncertain. Details of the Company's significant accounting policies can be found in Note 2 of the audited financial statements for the period from incorporation to August 31,2018.

New Accounting Standards

The Company is aware of certain new accounting standards which are reasonably expected to have an impact on disclosures, financial position or performance when applied at a future date. Details of these changes can be found in Note 4 of the audited financial statements for the period from incorporation to August 31,2018.

Related Party Transactions

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

Risks

Currency Risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

Interest Rate Risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company would intend to place these instruments with a high-quality financial institution.

Liquidity Risk

In the management of its liquidity risk, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

Additional Disclosure for Junior Companies

The Company expects that the proceeds raised pursuant to the Offering will fund operations for a minimum of 12 months after the completion of the Offering. The estimated total operating costs necessary for the Company to achieve its stated business objectives during the 12 months subsequent to the completion of the Offering is $250,000, including all material capital expenditures during that period.