

**AMENDED**  
**PROJECT ONE RESOURCES LTD**  
**MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS**  
**AND RESULTS OF OPERATIONS**  
**FOR THE THREE-MONTH PERIOD ENDED NOVEMBER 30, 2019**

The following is management’s discussion and analysis (“MD&A”) of the financial condition and results of operations of Project One Resources Ltd. (the “Company”) for the three-month period ended November 30, 2019. This MD&A should be read in conjunction with the Company’s audited financial statements and the related notes contained therein for the year ended August 31, 2019 and the 162-day period ended November 30, 2018 (the “Financial Statements”) which summarize the financial impact of the Company’s financings, investments and operations. The accompanying Financial Statements and related notes are management prepared. All figures are in Canadian dollars unless otherwise stated.

The information contained within this MD&A is current to January 28, 2020.

## **OVERVIEW**

The Company was incorporated on March 22, 2018 in the Province of British Columbia, Canada by registration of its Incorporation Application and Notice of Articles pursuant to the BC Act. The Company's business and registered office address is located at Suite 1710–1177 West Hastings Street, Vancouver, British Columbia, V6E 2L3.

The Company is a mineral exploration stage company engaged in the evaluation and exploration of mineral property interests. The Company’s common shares trade on the Canadian Stock Exchange (“CSE”) under the symbol PJO.

The Company’s current property is the Christa-Aura Property (the “Property”) situated in the New Westminster Mining Division in South Western British Columbia. The Company's objective is to explore and develop the property which consists of four map staked mineral claims comprising 1,950.5059 hectares.

### **Cautionary Notices Regarding Forward Looking Statements**

While the Company believes that the assumptions underlying any forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this document. The Company disclaims any intention or obligation to update or revise any forward-looking statement, whether or not it should be revised because of new information, future events or otherwise, unless required to do so by the applicable securities laws.

### **History and Description of the Company**

Since incorporation the Company has undertaken steps to develop its business, including, recruiting directors and officers with the skills required to operate a public mining exploration company. During the 162-day period ended November 30, 2018, the Company entered into a Mineral Property Purchase Agreement to acquire the Property for shares, raised sufficient capital to commence initial exploration on the Property, engaged Carl von Einsiedel, P.Geo. to prepare a qualifying Technical Report, and engaged an agent to assist in obtaining a listing on the CSE.

On March 28, 2018, the Company entered into a Property Agreement with Ronald Shenton, a director and officer of the Company pursuant to which the Company acquired from Mr. Shenton all of his right, title and interest in and to the Property. The Company issued 2,350,777 common shares related to the acquisition of the Property at a fair value of \$0.01 per share for a total value of \$23,508.

The Company completed an initial exploration program consisting 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.

On August 28, 2018, the Company raised \$174,500 through the issuance of 3,290,000 common shares at \$0.05 per share.

On June 12, 2019 the Company closed its public offering and raised \$400,000 in gross proceeds through the issuance of 4,000,000 common shares at a price of \$0.10 per share.

### **Exploration Work Completed in 2019**

Subsequent to the closing of the public offering, the Company contracted with Ram Explorations to carry out the next phase of exploration work. This was completed during July through September of 2019 at a cost of \$100,282.( which was spent 80% prior to September 1, 2019 and the balance in September.)

These funds were expended as follows:

Project planning and evaluation of GIS data sets required for field operations	\$5,200
Field operations	\$72,887
Sample analysis	\$10,032
Data interpretation and technical reporting	\$12,163

The field program results confirmed the initial anomalies with positive results from soil sampling. The program was designed to follow up on the encouraging results of a 2018 aeromagnetic survey completed on the property and which were detailed in the Company's Technical Report dated July 15, 2018. A compilation of the historic 3D IP geophysical and the recent aeromagnetic survey indicated that there is an anomaly coincident with the Noranda showing, a mineralized quartz-breccia zone discovered by Noranda in 1988.

A total of 420 soil samples were collected over three new grids that overlay the three priority geophysics targets that are located in the central portion of the property. Sample lines were separated by 50 metres with samples being taken every 25 metres on each line. Two of the grids returned anomalous gold values in excess of 15 ppb. The most significant anomaly was identified in the southern part of the three target areas and consists of an east west trending response that was traced for 300 meters with gold values ranging from 15 to 66 ppb and is open to both the east and west.

This new target lies approximately one kilometer north of the Noranda showing. The target area is heavily forested and will require prospecting and geological mapping as neither of those have been performed through these new target areas. Extension of the soil grids would also be important in determining the potential extent of the mineralization.

The soil samples from the 2019 field program were packaged in sealed plastic bags and transported to the ALS Global assay facility in North Vancouver and were analyzed by standard fire assay (AuAA23) and multi-element trace metal analysis (ME-ICP41).

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.

## OVERALL PERFORMANCE

### Summary of Quarterly Reports

Since incorporation the Company has been exploring and acquiring the Property. The loss incurred each quarter relates to the expenditures incurred in maintaining the operations of the Company and indirect cost in supporting the Company's project.

Results for the most recent quarters ending with the last quarter for the period ended November 30, 2019:

<b>For the three-month period ending</b>	<b>November 30, 2019</b>	<b>August 31, 2019</b>	<b>May 31, 2019</b>	<b>February 28, 2019</b>	<b>November 30, 2018</b>
Revenue	\$nil	\$nil	\$nil	\$nil	\$nil
Operating expenses	\$60,727	\$111,542	\$27,550	\$5,128	\$43,964
Net loss	\$60,727	\$111,542	\$27,550	\$5,128	\$43,964
Basic and diluted loss per share	\$0.006	\$0.02	\$0.00	\$0.00	\$0.007
Total assets	\$344,676	\$221,387	\$47,110	\$52,230	\$74,354
Total non-current financial liabilities	\$nil	\$nil	\$nil	\$nil	\$nil

<b>For the three-month period ending</b>	<b>August 31, 2018</b>
Revenue	\$nil
Operating expenses	\$20,700
Net loss	\$20,700
Basic and diluted loss per share	\$0.01
Total assets	\$109,414
Total non-current financial liabilities	\$nil

### **Three-month period ended November 30, 2019 compared to three months ended November 30, 2018**

G&A expenses are costs associated with the Company's corporate office and other expenditures that are not directly attributable to the Company's exploration project.

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.

#### **Revenues**

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

During the three-month period ended November 30, 2019, the Company incurred a loss of \$60,727 compared to a loss of \$43,964 for the corresponding period to November 30, 2018.

#### **Expenses**

For the three months ended November 30, 2019, G&A expenses totalled \$ 60,727 (2018 \$43,964), an increase of \$16,763.

Rent expense during the period was \$1,500 compared to \$1,500 in the 2018 comparable period, legal and accounting costs were \$15,046 as compared to \$21,215, travel expenses were \$503 as compared to \$917, consulting fees totalled \$16,000 as compared to \$3,000, website design costs were \$3,500 as compared to \$533, Canadian Stock Exchange and filing and listing fees were \$1,950 as compared to \$16,499 in the 2018 period and bank service charges amounted to \$1 as compared to \$300.

In addition, during the period the Company incurred exploration related costs of \$4,980 for engineering, geology and project management; \$13,646.63 for geophysical costs; \$2,432 for technical report preparation; interest expenses of \$249; and shareholder promotion costs of \$688. There were none of these expenditures in the corresponding 2018 period.

#### **Liquidity and Capital Resources**

Cash and cash equivalents as at November 30, 2019, totaled \$146,038 as compared to \$33,266 for the corresponding three-month period ended November 30, 2018. During the period, net cash was reduced by a total of \$24,212 from items which included a prepaid expense reduction of \$21,059, accounts payable was reduced by \$1,844 and share issuance costs were incurred in an amount of \$859.

Additional financing will be required for further exploration programs on the Property or for any potential new property acquisitions. The Company does not currently have sufficient funds to meet its anticipated general and administrative expenses for the 12-month period following the August 31, 2019 year end. Management is currently examining financing opportunities.

Advanced exploration of the mineral property would require additional 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 assets through joint ventures. For the next year, the Company has budgeted \$130,000 for administrative expenses.

### **Financial and Working Capital (deficiency) position**

As at November 30, 2019 the Company's net working capital position was \$80,207 as compared to the balance of \$140,076 as at August 31, 2019, which was the date of the Company's audited year end financials. This is a reduction of \$59,869 comprised primarily of accrued fees owing to management of \$12,500, audit, legal and accounting fees of \$15,046 and website development fees of \$3,500. In addition, exploration related costs expensed during the period for the Aura property included \$4,980 for engineering, \$13,646 for geophysical work and \$2,432 for technical report costs.

The Company has financed its operations to date through the issuance of common shares and debt financing. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The Company's unaudited condensed consolidated interim financial statements for the three months ended November 30, 2019 have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be unable to continue operating. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

### **Off Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements

### **Proposed Transactions**

At the Report Date, the Company does not have any proposed material transactions. All material transactions as at August 31, 2019 are fully disclosed in the Financial Statements for the year ended August 31, 2019.

### **Contractual Obligations**

The Company has no material and long-term contractual obligations other than a short-term working capital loan in the amount of \$20,000 as provided by a shareholder on April 10, 2019. The loan bears interest at 5% per annum, due July 10, 2019 and subsequently extended to January 10, 2020. The Company anticipates the loan repayment will be extended further.

### **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 which are inherently uncertain. Details of the Company's significant accounting policies can be found in Note 3 of the Financial Statements.

### **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 3 of the Financial Statements.

### **Outstanding Share Data**

As at November 30, 2019 there were 9,840,777 common shares issued and outstanding. No stock options were granted during the period ended November 30, 2019 and no options were outstanding as that date. As a component of the public offering in June 2019, the Company issued a total of 380,000 compensation agent warrants which expire on June 11, 2021 with an exercise price of \$0.10 per share purchase warrant.

### **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.

During the quarter, the company director's considered it to be appropriate to enter into consulting agreements with Ronald Shenton, the Company's President and Chief Executive Officer, through his wholly-owned private company, 475175 B.C. Ltd. and with Brian Roberts, the Company's Secretary and Chief Financial Officer, through his wholly-owned private company, 343984 B.C. Ltd. Both agreements allow for monthly fees of \$2500 each to be paid or accrued.

During the three-month period ended November 30, 2019, related party transactions comprised the following:

- (a) Consulting fees accrued in the amount of \$5,000 and fees paid to Brian Roberts of \$2,500 (through 343984 BC Ltd)
- (b) Consulting fees accrued in the amount of \$7500 to Ron Shenton (through 475175 BC Ltd).
- (c) Provision of a \$20,000 working capital loan from Ron Shenton on April 10, 2019 and payable on July 19, 2019, which was verbally extended to January 19, 2020. Interest is accrued at 5% per annum with an amount of \$249 being accrued during the three-month period ended November 30, 2019.

## **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 liquidity risk of the Company, 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.

### **Exploration Stage Mineral Exploration Risks**

Exploration stage mineral exploration companies face a variety of risks with very few exploration projects successfully achieving development stage due to factors that cannot be predicted or anticipated. Even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed.

### **Additional Disclosure for Junior Companies**

The Company expects that the proceeds raised in June 2019 pursuant to the offering will continue to fund operations through to mid 2020 after which further financing will be required. The estimated total general and administrative costs necessary for the Company to achieve its stated business objectives during the following 12 months is \$130,000.