JNC RESOURCES INC.

(the “Company” or “JNC”)

MANAGEMENT’S DISCUSSION AND ANALYSIS

For the Period Ended December 31, 2019

Introduction

The following Management’s Discussion and Analysis (“MD&A”) of the operating results and financial condition of the Company should be read in conjunction with the audited financial statements for the period ended December 31, 2019. The financial statements have been prepared in accordance with International Financial Reporting Standards with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The information contained within this MD&A is current to April 29, 2020.

Company Overview

On April 1, 2019, JNC Resources Inc. (“JNC” or the "Company") was incorporated under the laws of the province of British Columbia. The Company’s principal business activity is the exploration for mineral resources in British Columbia, Canada.

The Company’s head office address is Suite 615 – 800 West Pender Street, Vancouver, BC, V6C 2V6. The registered and records office address is 2110 28th Street, West Vancouver, BC, V7V 4M3.

On April 13, 2020, the Company closed its Initial Public Offering (the “Offering”), by issuing 3,033,000 common shares of the Company $0.10 per share for gross proceeds of $303,300. The Company’s common shares were listed on the Canadian Securities Exchange (the “Exchange”) on April 9, 2020 and immediately halted pending closing of the Offering. Following the closing of the Offering, trading in the Company’s common shares resumed at market open on April 14, 2020 under the symbol “JNC".

Pursuant to the agency agreement dated January 13, 2020, Mackie Research Capital Corporation (the “Agent”) acted as agent for the Company in connection with the Offering and received a work fee, and a cash commission equal to 10% of the gross proceeds of the Offering. The Company also granted the Agent and members of its selling group non-transferrable warrants to purchase up to an aggregate of 303,300 common shares of the Company at a price of $0.10 per share until April 13, 2022.

Mineral Property

Triple 9 Property, British Columbia

On April 22, 2019, the Company entered into an Option Agreement (the "Agreement") with Guy Delorme and Christopher Delorme ("the Optionors") pursuant to which the Company has the sole and exclusive option to acquire 100% of the rights and interests in the Triple 9 Copper/Gold Project in British Columbia subject to a 2% net smelter return ("NSR").

The Company's option to acquire the rights and interests in the Triple 9 Project is exercisable by issuing a total of 2,050,000 common shares and making aggregate cash payments of $1,035,000.

The share issuances and cash payments schedule are as follows:

i. $35,000 within five days of signing the Agreement (paid);
ii. 150,000 common shares within 14 days of the Agreement date (issued);
iii. $100,000 and 300,000 common shares on or before April 13, 2021;
iv. $300,000 and 600,000 common shares on or before April 13, 2022;
v. $600,000 and 1,000,000 common shares on or before April 13, 2023.

The Company has the right to buyback 1% of the NSR by paying the Optionors $1,000,000.

In May 2019, JNC Resources undertook a grid and roadside soil sampling program, a stream sediment sampling program and a rock-sampling program to investigate the mineral bearing potential of the Triple 9 property. The Triple 9 project lies in the Kamloops Mining Division in British Columbia. The property lies 6 km north of Sicamous, British Columbia. Access is by a network of logging roads taken northward for 11 km to the southeast border of the property, which consists of 2 claims totalling 717.22 hectares.

For the soil-sampling program handheld GPS unit located each sample. At each sample location a 500 to 1000 gram sample of soil from the "B" horizon was taken and placed in a corresponding soil bag. This soil program identified an elongated 2200 meter, northeasterly trending coincidental Ag, Cu, Pb, Zn anomaly.

For the silt-sampling program, the procedure for recording the station information and marking the station in the field was the same as for the soil sampling except that 500 to 1000 grams of silt material was extracted from stream beds. In 5 instances, dry streambeds were encountered and thus 1000 grams of moss matt was collected at the sample sites.

For the rock sampling program, the procedure for recording the location of the samples was the same as the procedures described for the soil and silt sampling. Rock samples were described as being either float or grab. The rock sampling program identified mineralization in two separate areas known as the Bluenose and Road Zones. The upper Bluenose area returned anomalous rock samples with a highlight select grab sample from the dump grading 14.8 grams per tonne silver and 1.6% copper. The second area returning anomalous values is termed the Road Zone and is an area extending some 200 meters. Channel samples returned weighted-average results of 10.2 g/t silver and 0.14% copper over 1.40 meters and 4.31 g/t silver and 0.23% copper over 2.30 meters. Selected grab samples from this area returned 83.2 g/t silver, 1.23% copper 0.97% lead and 0.79% zinc and 62.3 g/t silver, 0.93% copper, 0.41% lead and 0.27% zinc. In addition, several float samples returned interesting values with sample TRC-40 returning 1.96 g/t silver, 0.22% copper 0.01 % lead and 1.59% zinc and sample 851 returning 35.2 grams per tonne silver, 1.235% copper, 0.633% lead and 6.37% zinc. The rock sampling program outlined mineralization occurring as massive sulfide pods and lenses with associated quartz veins and breccias in both the meta-volcanics and in the orthogniess.

Results of Operations

The following table summarizes selected information from the Company's audited financial statements for the period from incorporation on April 1, 2019 to December 31, 2019:

STATEMENT OF OPERATIONS DATA		From Incorporation on April 1, 2019 to December 31, 2019
Revenues	$	-
Total expenses	$	226,348
Net loss	$	222,956
Basic and diluted loss per share	$	(0.02)
Weighted average number of shares outstanding		9,543,662

BALANCE SHEET DATA		December 31, 2019
Cash	$	131,779
Working capital	$	97,044
Total assets	$	187,160
Equity	$	135,794

For the period from Incorporation on April 1, 2019 to December 31, 2019

The Company incurred a net loss of $222,956 during the period from incorporation to December 31, 2019. The majority of the loss was due to exploration expenditures of $111,386 incurred on the Triple 9 Property as well as management fees of $49,500, professional fees of $40,705 and administration expenses of $9,542. The Company also incurred transfer agent and filing fees of $15,094 related to the filing of its preliminary prospectus and the Offering.

Outstanding Securities

Common Shares

As at December 31, 2019, the Company's share capital was comprised of 16,150,000 Common Shares issued and outstanding.

In April 2019, The Company issued 3,000,000 common shares at $0.01 for gross proceeds of $30,000.

In April 2019, the Company issued 150,000 common shares at a fair value of $0.025 per share per the Triple 9 Option Agreement described above.

In July 2019, the Company completed a 13,000,000 Unit private placement financing at $0.025 per Unit for gross proceeds of $325,000. Each Unit consisted of a Share and a whole Warrant, each Warrant entitling the holder to purchase an additional Share for an exercise price of $0.10 per Share up to five years from issuance.

Incentive Stock Options

At December 31, 2019, no incentive stock options have been issued.

Share Purchase Warrants

At December 31, 2019, the Company had the following share purchase warrants outstanding enabling holders to acquire the following common shares of the Company:

Number	Exercise Price	Expiry Date
13,000,000	$0.10	July 17, 2024

Liquidity and Capital Resources

The Company raised $355,000 during the period from incorporation to December 31, 2019 by way of private placements.

As at December 31, 2019, the Company had cash of $131,779 and working capital surplus of $97,044.

As the Company will not generate funds from operations for the foreseeable future, the Company is primarily reliant upon the sale of equity securities in order to fund operations. Since inception, the Company has funded limited operations through the issuance of equity securities on a private placement basis. This permitted the Company to carry out limited exploration on the Triple 9 Property and address preliminary costs associated with the IPO.

The Company is expected to experience negative cash flow indefinitely. Funds on hand combined with funds raised in the IPO are expected to fund the Company's operations for the next 12 months and the work program recommended by the 43-101 Report. The Company cannot offer any assurances that expenses will not exceed management's expectations. The Company will require additional funds and will be dependent upon its ability to secure equity and/or debt financing, the availability of which cannot be assured.

Although the Company currently has limited capital resources, management believes that, with the completion of the IPO, the Company will not have to rely upon the sale of its equity and/or debt securities required to fund operations for the immediate next 12 months.

Contractual Obligations

The Company is subject to certain contractual obligations associated with the Triple 9 Option Agreement as described in the Mineral Property section above. The future cash obligations related to the agreement are summarized as follows:

- i. $100,000 on or before the April 13, 2021;
- ii. $300,000 on or before April 13, 2022;
- iii. $600,000 on or before April 13, 2023.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The Company had the following transactions with related parties during the period from incorporation to December 31, 2019:

- i. Paid or accrued management fees of $36,000 to 0806827 BC Ltd., a private company controlled by Michael Mulberry, the CEO of the Company;
- ii. Paid or accrued fees of $22,500 for the CFO's services to New Dawn Holdings Ltd., an unrelated private company;
- iii. Paid or accrued costs of $62,157 for geological services and expenses to 0806827 BC Ltd., a private company controlled by Michael Mulberry, the CEO of the Company; and
- iv. Paid or accrued costs of $12,363 for geological services and expenses and $1,200 for professional fees to Warren Robb, a director of the Company.

At December 31, 2019, accounts payable and accrued liabilities included $38,640 owed to related parties of the Company.

Off Balance Sheet Arrangements

The Company has not entered into any off balance sheet arrangements, other than previously disclosed, that have, or are reasonably likely to have, an impact on the current or future results of operations or the financial condition of our Company.

Accounting Policies

The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amount 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 judgement on matters which are inherently uncertain. Details of the significant accounting policies can be found in Note 3 of the audited financial statements for the period from incorporation to December 31, 2019.

Outstanding Share Data – as at April 29, 2020

	Number	Price	Weighted Average Remaining Life in Years
Common shares, issued and outsanding	19,183,000		
Share purchase warrants	13,000,000	$0.10	4.22
Agents' warrants	303,300	$0.10	1.96
Fully Diluted	32,486,300		

Prior to April 9, 2020, the date the Company's shares were listed on the Exchange (the "Listing Date"), 3,000,000 shares were held in escrow. 10% of these escrowed shares were released on the listing date with the balance to be released from escrow in equal blocks of 15% of at six month intervals over the 36 months following the Listing Date. As of the date of this report, 2,700,000 common shares remain held in escrow.

Additional Disclosure for Junior Issuers

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's prospectus and financial statements, which are available on SEDAR (*www.sedar.com*).

Risks and Uncertainties

The Company's principal activity is mineral exploration. As such, the Company is exposed to a number of risks, including the financial risks associated with the fact that it has no operating cash flow and must access the capital markets to finance its activities. There can be no assurances the Company will continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out its desired exploration programs.

Other risks include, but are not limited to, environmental, fluctuating metal prices, political and economical. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable.

The Company has a small management team and the loss of a key individual or the inability to attract suitably qualified personnel in the future could materially and adversely affect the Company's business.

Although the Company has taken steps to verify the title to its mineral property, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant source of operating cash flow and no revenues from operations. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish ore reserves. The Company's mineral property is in the exploration stage only, and has no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. Exploration of the Company's mineral property may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company. The risks and uncertainties described in this section are not inclusive of all the risks and uncertainties the Company may be subject to.

The Company will be subject to normal market risks including fluctuations in foreign exchange rates. While the Company expects to manage its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

Approval

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Going Concern of Operations

The Company has prepared its financial statements in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

As of December 31, 2019, the Company has not generated any revenues and has incurred losses of $222,956 since inception incorporation on April 1, 2019. The Company's continued existence and plans for future growth depend on its ability to obtain additional capital. Subsequent to year-end, there was a global outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the regional economies in which the Company operates and could continue to result in negative impacts on the stock market, including trading prices of the Company's shares, and the ability to raise capital and could impact the Company's operations.

The above material uncertainties raise significant doubt about the Company's ability to continue as a going concern. Although the Company's financial statements have been prepared on a going concern basis, the Company's continuing operations are dependent upon its ability to obtain adequate financing through debt or equity issuance.

Forward-Looking Statements

This report contains forward-looking statements, including statements regarding the future success of our business, exploration and development strategies and future opportunities. Forward-looking statements include, but are not limited to, statements concerning estimates of expected capital expenditures, statements relating to expected future production and cash flows, statements relating to the continued advancement of the Company's exploration, and development projects, and other statements which are not historical facts. When used in this document, the words such as "could", "plan", "estimate", "expect", "intend", "may", "potential", "should", and similar expressions are forward-looking statements. Although the

Company believes that the expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. Important factors that can cause actual results to differ from these forward-looking statements include the potential that the Company's projects will experience technological and mechanical problems, changes in political conditions, changes in the availability to obtain project financings and other risks. Forward-looking statements are based on the opinions and estimates of management at the date that the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in forward-looking statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on forward-looking statements.