Management's Discussion and Analysis

The following discussion is management's assessment and analysis of the results and financial condition of BeMetals Corp. (formerly BQ Metals Corp. and Miza Enterprises Inc.) (the "Company"), and should be read in conjunction with the accompanying audited financial statements and related notes. The financial information included in this report is derived from the Company's consolidated annual financial statements, which are prepared in accordance with International Financial Reporting Standards ("IFRS") and from the Company's consolidated interim financial statements, which are prepared in accordance with IFRS applicable to interim financial reporting, and all figures are reported in Canadian dollars unless otherwise indicated. The effective date of this report is April 24, 2018.

Description of Business and Corporate Highlights

The Company was incorporated on February 4, 2008 under the Business Corporations Act of the Province of British Columbia. In March 2010, the Company completed its initial public offering and commenced trading on Tier 2 of the TSX Venture Exchange ("TSX-V") as a Capital Pool Company ("CPC"). As a CPC, the Company has no material commercial operations and no material assets other than cash. The Company did not complete its Qualifying Transaction within 24 months as required by the TSX-V and was subsequently transferred to NEX, a separate board of the TSX-V, on July 3, 2012. The Company remains a CPC and the principal business is the identification and evaluation of assets and to negotiate an acquisition of or participation in a business (the "Qualifying Transaction").

In February 2018, the Company entered into an agreement to acquire up to a 72% interest in the Pangeni Project in the Zambian Copperbelt (the "Project"), which the Company intends to file with the TSX-V as its Qualifying Transaction. The Company can acquire a 67.5% interest in the Project over a five year period by expending US $2.5 million on exploration, incurring cash payments of US $1.45 million, and issuing 500,000 shares. Following acquisition of the initial 67.5% interest the Company can acquire an additional 4.5% interest by completing a feasibility study and making a further cash payment of US $750,000.

The Project is located on the western extension of the Zambian Copperbelt underlain by Katangan Supergroup metasediments which are covered by a thin veneer of Kalahari sands. The Sentinel, open pit, Copper Mine is operated by First Quantum Minerals some 130 kilometres to the northeast of the Project. A number of other major international mining companies have identified this region of the Zambian Copperbelt to be prospective for the discovery of tier one copper mines and are conducting exploration field work. Limited historic work on the licence has included soil geochemistry, airborne magnetics and the core drilling of 5 holes totalling 1000 metres in two different initial geochemical anomalies approximately 20 kilometres apart.

The Central target was tested with 3 holes over 500 metres strike length with CT1 intersecting up to 6.1 meters containing 0.34 percent copper. In the South West target area, 2 holes tested 1200 metres of strike length and contained up to 0.48 percent copper over 5.5 metres in SW 1.

These mineralized zones remain open to additional drill testing and other areas of the licence largely unexplored. The encouraging initial drilling results provide significant proof of concept, of the exploration potential and indicate that further copper mineralization can be discovered under the extensive Kalahari sand cover within the license. The agreement and acquisition remains subject to approval by the TSX-V.

In February 2018, the Company appointed John Wilton as Chief Executive Officer and President and to the board of directors of the Company. Additionally, Harry Pokrandt resigned as a director of the Company. The Board of Directors is now comprised of John Wilton, Clive Johnson, Roger Richer and Tom Garagan.

In April 2018, the Company changed its name to BeMetals Corp. from BQ Metals Corp. (previously Miza Enterprises Inc.) In connection with the name change, the Company's trading symbol on the NEX board of the TSX Venture Exchange was changed to "BMET.H". In February 2017, the Company determined to change its financial year end from January 31 to December 31, with the transition year being February 1, 2016 to December 31, 2016. In January 2017, the Company completed a common share stock split on the basis of three new common shares for each one old common share. All common share and per common share amounts in these financial statements have been retroactively restated to reflect the stock split. The Company's head office address is 3123 – 595 Burrard Street, Vancouver, BC, V7X 1J1. The registered and records office address is 2500 – 700 W. Georgia Street, Vancouver BC, V7Y 1B3.

Outlook

The Company intends to file the Project as its Qualifying Transaction with the TSX-V and preparation of an independent 43-101 Technical Report is in advanced stages. The Company plans to commence exploration at the Project in the first half of 2018, led by its new CEO and President John Wilton and in partnership with the other stakeholders in the Project - Copper Cross Zambia and Pangeni Mineral Resources Limited.

The Company continues to aggressively identify and evaluate other potential opportunities as part of its growth strategy with the goal of becoming a significant base metals company through the acquisition of quality exploration, development and production stage base metal projects. This strategy is directed by the Board, key members of which have an extensive, proven track record in delivering considerable value in the mining sector through the discovery and building of mines.

Overall Performance and Results of Operations

Total assets decreased to $148,999 at December 31, 2017, from $495,758 at December 31, 2016. The most significant asset at December 31, 2017, was cash of $105,869 (December 31, 2016: $488,599). The decrease in cash was primarily due to $1,606,712 used in operating activities partially offset by $1,223,982 in proceeds on issuance of common shares, net of share issue costs.

During the year ended December 31, 2017, the Company entered into an agreement to acquire an operating mine with a development asset and subsequently a number of conditions to closing were not met and the Company elected to terminate the transaction (the "Europe Project").

Three months ended December 31, 2017, and two-month period ended December 31, 2016

Loss and comprehensive loss for the three months ended December 31, 2017, decreased by $100,630 from $181,729 for the two-month period ended December 31, 2016, to $81,099 for the three months ended December 31, 2017. The decrease in loss and comprehensive loss is largely due to:

- A decrease of $145,135 in share-based compensation. Share-based compensation was $nil for the three months ended December 31, 2017, compared to $145,135 for the two-month period ended December 31, 2016. No share options were granted or vested during the current period, whereas 3,270,000 share options were granted and fully vested in the prior period.

The decrease in loss was partially offset by:

- An increase of $33,216 in professional fees. Professional fees were $32,916 for the three months ended December 31, 2017, compared to $nil for the two-month period ended December 31, 2016. This was due to higher legal fees in the current period, mainly in connection with the Europe Project.

Year ended December 31, 2017, and eleven-month period ended December 31, 2016

Loss and comprehensive loss for the year ended December 31, 2017, increased by $1,537,965 from $249,825 for the eleven-month period ended December 31, 2016, to $1,787,790 for the year ended December 31, 2017. The increase in loss and comprehensive loss is largely due to:

- An increase of $989,944 in professional fees. Professional fees were $1,015,690 for the year ended December 31, 2017, compared to $25,746 for the eleven-month period ended December 31, 2016. This was due to higher legal fees relating to the Europe Project in the current period compared to the prior comparative period.

- An increase of $639,860 in consulting fees. Consulting fees were $669,225 for the year ended December 31, 2017, compared to $29,365 for the eleven-month period ended December 31, 2016. This was due to consulting expenses relating to the Europe Project and payments made in accordance with a corporate administration mandate agreement entered into in December 2016.

Liquidity and Capital Resources

As at December 31, 2017, the Company had a working capital deficit of $118,875. The Company does not currently have a recurring source of revenue and does not currently have sufficient financial resources to cover its operating costs and undertake its currently planned programs for the next twelve months. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms that are acceptable to the Company. The uncertainty of the Company's success in raising additional capital funding casts significant doubt on the Company's ability to continue as a going concern.

During the year ended December 31, 2017, the Company closed a non-brokered private placement of 24,000,000 common shares at a price of $0.06 per share for gross proceeds of $1,440,000. Proceeds of $199,980 relating to this non-brokered private placement were received during the period ended December 31, 2016. Cash share issue costs of $16,038 were incurred in relation to the private placement.

The Company has no bank debt or banking credit facilities in place.

Selected Annual Information

	Year ended December 31, 2017	Eleven-month period ended December 31, 2016	Year ended January 31, 2016
Total assets	**$ 148,999**	$ 495,758	$ 2,086
Net loss and comprehensive loss	**$ (1,787,790)**	$ (249,825)	$ (71,208)
Basic and diluted loss per share	**$ (0.03)**	$ (0.01)	$ (0.03)

Summary of Quarterly Results

	Three months ended December 31, 2017	Three months ended September 30, 2017	Three months ended June 30, 2017	Three months ended March 31, 2017
Revenue	$ -	$ -	$ -	$ -
Net loss and comprehensive loss	(81,099)	(38,118)	(1,157,423)	(511,150)
Basic and diluted loss per share	(0.00)	(0.00)	(0.02)	(0.01)

	Two-month period ended December 31, 2016	Three months ended October 31, 2016	Three months ended July 31, 2016	Three months ended April 30, 2016
Revenue	$ -	$ -	$ -	$ -
Net loss and comprehensive loss	(181,729)	(34,167)	(13,161)	(20,768)
Basic and diluted loss per share	(0.01)	(0.00)	(0.00)	(0.00)

The increase in net loss for the three months ended June 30, 2017, and March 31, 2017, and the two-month period ended December 31, 2016, was primarily the result of increased consulting expenses and legal fees relating to the Europe Project.

Outstanding Share Data

As at the date of this report, there were 56,798,577 common shares issued and outstanding, of which 4,108,572 common shares remain in escrow.

In February 2018, the Company granted 2,250,000 share options to a director, exercisable at a price of $0.24 per share until February 27, 2028, with vesting over a period of three years.

As at the date of this report, there were 5,520,000 share options outstanding.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

There was no key management personnel compensation during the year ended December 31, 2017 (period ended December 31, 2016: $139,809). During the year ended December 31, 2017, a former director of the Company agreed to forgive $7,560 of trade and other payables owing to this former director, and accordingly the Company recorded this amount as a write-off of trade and other payables in the statement of loss and comprehensive loss. As at December 31, 2017, $nil was due to this former director of the Company (December 31, 2016: $10,862).

Critical Accounting Policies and Estimates

The Company has prepared the accompanying financial statements in accordance with IFRS. Significant accounting policies are described in Note 3 of the Company's financial statements as at and for the year ended December 31, 2017.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 9: New standard that replaced IAS 39 for classification and measurement of financial assets, which is effective for annual periods beginning on or after January 1, 2018. The Company does not expect the adoption of this standard to have a significant measurement impact on its consolidated financial statements.

Risks and Uncertainties

The Company is engaged in the acquisition and exploration of natural resource properties, an inherently risky business, and there is no assurance that economically recoverable resources will ever be discovered and subsequently put into production. Most exploration projects do not result in the discovery of economically recoverable resources. Exploration activities require large amounts of capital. There is a risk that during the current difficult economic situation the Company will not be able to raise sufficient funds to finance its projects to a successful development and production stage.

While the Company's management and technical team carefully evaluate all potential projects prior to committing the Company's participation and funds, there is a high degree of risk that the Company's exploration efforts will not result in discovering economically recoverable resources.

The Company depends on the business and technical expertise of its management team and there is little possibility that this dependence will decrease in the near term.

Financial Instruments and Financial Risk Management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk arises from the potential for non-performance by counterparties of contractual financial obligations. The Company's exposure to credit risk is on its cash and amounts receivable. The Company reduces its credit risk by maintaining its bank accounts at a large international financial institution. Amounts receivable is comprised of GST refundable from the Canadian Government. The maximum exposure to credit risk is equal to the fair value or carrying value of these financial assets.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company attempts to ensure there is sufficient access to funds to meet on-going business requirements, taking into account its current cash position and potential funding sources. Historically, the Company's source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain and there can be no assurance of continued access to significant funding from these sources. Management has concluded that the Company does not have adequate financial resources to settle obligations as at December 31, 2017, and will require additional funding to continue operations for the next twelve months.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the Company's functional currency. The Company's reporting currency is the Canadian dollar and major purchases are transacted in Canadian and US dollars.

The Company maintains Canadian and US dollar bank accounts in Canada. The Company is subject to gains and losses from fluctuations in the US dollar against the Canadian dollar.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. Changes in short term interest rates will not have a significant effect on the fair value of the Company's cash account.

Caution Regarding Forward Looking Information

This Management Discussion and Analysis may contain certain "forward-looking statements" within the meaning of Canadian securities legislation. Forward-looking statements are statements that are not historical facts; they involve predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "aims", "potential", "goal", "objective", "prospective", and similar expressions, or that events or conditions "will", "would", "may", "can", "could" or "should" occur. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they include a number of known and unknown risks and uncertainties and other factors. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward looking information	**Assumptions**	**Risk Factors**
The Company's anticipated plans, costs, timing and capital for future development of the Company's mineral exploration properties.	Financing will be available for future exploration and development of the Company's properties; the actual results of the Company's exploration and development activities will be favourable; exploration and development costs will not exceed the Company's expectations; the Company will be able to retain and attract skilled staff, all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of precious and base metals and applicable interest and exchange rates will be favourable to the Company; no title disputes exist with respect to the Company's properties.	Precious and base metals price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; availability of financing for and actual results of the Company's exploration and development activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff.
The Company's ability to carry out anticipated exploration on its mineral exploration properties	The operating and exploration activities of the Company for the twelve months ending December 31, 2018, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions.

Forward looking information	Assumptions	Risk Factors
Plans, costs, timing and capital for future exploration and development of the Company's property interests, including the costs and potential impact of complying with existing and proposed laws and regulations	Financing will be available for the Company's exploration and development activities and the results thereof will be favourable; actual operating and exploration costs will be consistent with the Company's current expectations; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company' the Company will not be adversely affected by market competition; debt and equity markets, exchange and interest rates and other applicable economic and political conditions are favourable to the Company' the price of precious and base metals will be favourable to the Company; no title disputes exist with respect to the Company's properties.	Precious and base metals price volatility, changes in debt and equity markets; timing and availability of external financing on acceptable terms; the uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff.
Management's outlook regarding future trends	Financing will be available for the Company's exploration and operating activities; the price of precious and base metals will be favourable to the Company; required regulatory approvals for the acquisition of mineral properties will be received.	Precious and base metals price volatility; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions.

Inherent in forward looking statements are risks, uncertainties and other factors beyond the control of the Company's ability to predict or control. Please make reference to those risk factors referenced in the "risk factors" section above and as discussed in greater detail in the Company's various filings on SEDAR (www.sedar.com) with Canadian Securities Regulators. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and development are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements outlined in this MD&A.

Forward-looking statements include known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by the cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise review any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Management's Report on Internal Control over Financial Reporting

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim consolidated financial statements and the audited annual consolidated financial statements and respective accompanying Management's Discussion and Analysis.

The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

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