Management's Discussion and Analysis

The following discussion is management's assessment and analysis of the results and financial condition of BeMetals Corp. (the "Company"), and should be read in conjunction with the accompanying unaudited condensed interim consolidated financial statements and related notes. The preparation of financial data is in accordance with International Accounting Standard 34 - Interim Financial Reporting ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") and all figures are reported in Canadian dollars unless otherwise indicated. The effective date of this report is May 30, 2019.

Business Overview and Corporate Highlights

BeMetals Corp. is a base metals exploration and development company. The Company recently signed an option agreement, with Thunder Mountain Gold Inc. ("Thunder Mountain"), to acquire up to 100% interest in the South Mountain zinc-silver focused polymetallic development project (the "South Mountain Project") in southwest Idaho (see 'South Mountain Project' below). BeMetals also has rights to acquire up to a 72% interest in the Pangeni copper project (the "Pangeni Copper Project") in the Zambian Copperbelt (see 'Pangeni Copper Project' below) The Company's corporate strategy is to progress both the South Mountain Project and Pangeni Copper Project and evaluate other, high quality, potential base metal projects for acquisition with the goal of becoming a significant base metals producer.

In July 2018, the Company launched on the TSX Venture Exchange ("TSX-V") under the symbol 'BMET' after completing its Qualifying Transaction related to the Pangeni Copper Project. In connection with the Qualifying Transaction, the Company raised gross proceeds of $2,240,000 through a private placement of 11,200,000 common shares at a price of $0.20 per share. Following the Qualifying Transaction, the Board of Directors remains comprised of John Wilton (President and CEO), Clive Johnson, Roger Richer, Tom Garagan, and Kristen Reinertson (CFO & Corporate Secretary) and have been joined by Derek Iwanaka as Vice-President of Investor Relations and Corporate Development in October 2018.

In September 2018, Dr. Richard Sillitoe joined the BeMetals team as a strategic and technical advisor. Dr. Sillitoe is one of the world's foremost economic geological experts on base metal and other deposits. He provides additional valuable insight and technical recommendations to senior management and the board, key members of which have an extensive, proven track record in delivering considerable value in the mining sector, for the Company's current and potential future projects.

In January 2019, the Company announced further encouraging copper geochemical results from its Phase 2 aircore drilling program on the Pangeni Copper Project in Zambia. Highlights of this included; the newly identified H1 target, the highest tenor aircore sample returned to date of 1,268 ppm copper at the D2 target, and an independent accredited laboratory confirmation of field geochemical results, from a Desktop XRF analyser ("pXRF"), through analysis of a representative set of samples. The Phase 2 program generated H1 target, is located in a compelling geological setting below the thin Kalahari sand, near the contact between basement units and interpreted Katangan stratigraphy. This geological setting is known to host many of the significant copper deposits in the world class Zambian Copperbelt. The Phase 2 program confirmed and built upon the Company's Phase 1 results announced in November 2018 that provided several copper anomalies below relatively thin Kalahari sand cover units. The combined Phase 1 & 2 aircore program show the efficient nature of this exploration approach to the initial testing of the Pangeni Project, the thin to moderate thickness of the Kalahari cover units, and the critical identification of copper anomalies below the cover units. The Company, with its strong technical and local optionees on this project, Copper Cross Zambia and Pangeni Mineral Resources Limited, has designed and implemented its exploration work with the objective to identify tier one scale deposits.

In February 2019, the Company entered into an option agreement (the "South Mountain Agreement") with Thunder Mountain and certain of its wholly-owned subsidiaries, to acquire up to a 100% interest in the South Mountain Project which the Company believes has the potential to become a high-grade zinc-silver polymetallic mine, subject to successful completion of resource expansion studies and final permitting. This agreement and the transactions pursuant thereto (the "South Mountain Transaction") remains subject to approval by the TSX-V.

In May 2019, in connection with the South Mountain Transaction, the Company raised gross proceeds of $6,250,000 through the issuance of 25,000,000 subscription receipts at a price of $0.25 per subscription receipt in a non-brokered private placement (the "2019 Financing"). The gross proceeds will be held in escrow until the completion of South Mountain Transaction at which time each subscription receipt will automatically convert into a unit of the Company. Each unit consists of one common share in the capital of the Company and one-quarter common share purchase warrant. Each whole warrant will entitle the holder thereof to purchase one additional common share at an exercise price of $0.35 per common share for two years until May 6, 2021. If the closing price of the common shares of the Company quoted on the TSX-V is greater than $0.70 for 15 consecutive trading days (the "Trading Period"), the Company may accelerate the expiry date of the warrants to the 30th day after the date on which the Company provides notice to the warrant holders of such acceleration, via a news release issued within 10 business days of the last day of the Trading Period.

South Mountain Project

Terms of the Agreement

Under the terms of the South Mountain Agreement, the Company through its wholly owned subsidiary has the right to acquire from Thunder Mountain and certain of its subsidiaries all of its interest in the South Mountain Project over a two year period by way of acquiring 100% of the outstanding shares of South Mountain Mines Inc. ("SMMI"), a wholly owned subsidiary of Thunder Mountain (the "SMMI Acquisition"). SMMI currently holds a 75% interest in the South Mountain Project and has the right to acquire the remaining 25% subject to a 5% Net Returns Royalty capped at US$5 million on or before November 3, 2026.

In order to complete the SMMI Acquisition, the Company must:

1. Make an initial cash payment of US$100,000 upon Thunder Mountain delivering voting support agreements from shareholders controlling over 50% of outstanding Thunder Mountain shares (completed);
2. Upon satisfaction of certain conditions precedent, including receipt of TSX-V acceptance and all requisite Thunder Mountain shareholder approvals:
    a. purchase 2.5 million shares of common stock of Thunder Mountain at US$0.10 per share by way of private placement; and
    b. issue 10 million common shares of the Company to Thunder Mountain.
3. Make four cash payments of US$250,000 each on or before the 6, 12, 18 and 24 month anniversary dates, respectively, from when Thunder Mountain has satisfied certain conditions precedent and items 1 and 2 above have been completed;
4. Complete a Preliminary Economic Assessment for the South Mountain Project; and
5. Make a final payment to Thunder Mountain consisting of cash, common shares of the Company, or a combination of both at the discretion of the Company. The final payment can be the greater of either US$10 million or 20% of the after-tax net present value of the property as calculated in a Preliminary Economic Assessment study completed by an agreed independent author. The final payment can be decreased by US$850,000 to account for certain cash payments previously made under items 1 and 2 above, the value of the 10 million BeMetals shares issued under item 2 above, as well as certain liabilities of SMMI to be assumed upon the SMMI Acquisition. The final payment is also capped at a maximum of 50% of the market capitalization of the Company as of the completion date of the SMMI Acquisition if applicable.

Pursuant to the South Mountain Agreement, BeMetals will have two years to complete the SMMI Acquisition (subject to extension in certain limited circumstances). BeMetals' wholly owned subsidiary will become the operator of the South Mountain Project upon the completion of certain conditions precedent and will solely fund the exploration programs and completion of the PEA.

About the Project

The South Mountain Project is a high-grade zinc/silver, polymetallic development project that is located approximately 70 miles southwest of Boise, Idaho. The project was intermittently mined from the late 1800s to the late 1960's and its existing underground workings remain intact and well maintained. Historic production has largely come from skarn-hosted and high-grade massive sulfide bodies that remain open for resource expansion at depth and along strike. These high-grade bodies comprise South Mountain's current mineral resource. According to historical smelter records approximately 53,642 tons of ore have been mined to date. These records also indicate average grades; 14.5% Zn, 10.6 o.p.t Ag, 0.058 o.p.t Au, 2.4% Pb, and 1.4% Cu were realised.

The South Mountain Project is largely on and surrounded by private surface land, and as such, the permitting and environmental aspects of the project are expected to be straightforward. Permits are in place for exploration and BeMetals does not anticipate any significant barriers to any future development through following normal procedures at the South Mountain Project.

Since 2008, Thunder Mountain completed 27 drill holes for a total of 5,500 metres on the property. Thus far, drill results have been encouraging and significant potential exists to increase the known mineral resource with additional drilling, as well as to expand the existing measured and indicated mineral resource classifications with in-fill drilling. Last year a technical report for the South Mountain Project was completed by Hard Rock Consulting, LLC, entitled, "National Instrument 43-101 Technical Report: Updated Mineral Resource Estimate for the South Mountain Project, Owyhee County, Idaho USA". In connection with the South Mountain Transaction, an updated and revised version of this technical report will be completed and filed under the Company's issuer profile on SEDAR at www.sedar.com.

Pangeni Copper Project

Terms of the Agreement

In February 2018, further to a November 2017 letter agreement, the Company confirmed the agreement (the "Pangeni Agreement") with Copper Cross Zambia Limited (the "Pangeni Vendor") for the right to acquire up to a 72% interest in the Pangeni Copper Project. Pursuant to the Pangeni Agreement, the Company can acquire an initial 67.5% interest in the Pangeni Copper Project by making cash payments of US$300,000, issuing a total of 500,000 common shares, and expending US$2.5 million in exploration work, all prior to the second anniversary, and then completing a preliminary economic assessment, making a further cash payment of US$450,000 (a portion of which may be paid in common shares at the option of the Company), and making a payment of US$700,000 as an advanced royalty reduction payment, all prior to the fifth anniversary. The US$2.5 million to be spent on exploration work is a firm obligation under the Pangeni Agreement and is required to be satisfied by either expenditures on exploration activities or by cash payments to the Pangeni Vendor by February 2020. Approximately US$700,000 of the remaining obligation is due in June 2019. As of May 30, 2019, the Company has made aggregate payments of $194,455 (US$150,000) towards the cash payment obligation and has issued a total of 300,000 common 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 (a portion of which may be paid in common shares at the option of the Company).

At the commencement of the mine development phase, and following a feasibility study, a one-off milestone payment would be payable, based upon total proven and probable mineral reserves, as follows: US$2 million if less than 500 kilotonnes ("kt") contained copper, US$3 million if the contained copper is between 500 kt and 1,000kt, and US$6 million if greater than 1,000kt contained copper. Upon commencement of production, Pangeni Mineral Resources Limited is entitled to a 3% Net Smelter Royalty (which may be reduced to 2.5% following the US$700,000 royalty reduction payment above and further reduced to 1% following an additional royalty reduction payment by the Company, determined by an internationally recognised valuator, which is not to exceed US$3.3 million).

About the Project

The Pangeni Copper Project is located on the western extension of the Zambian Copperbelt, within the Lufilian Arc, 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 Pangeni Copper 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.

An independent technical report (the "Technical Report") has been completed by African Mining Consultants Limited in accordance with the requirements of National Instrument 43-101 and filed under the Company's issuer profile on SEDAR at www.sedar.com. The Technical Report concludes the property remains at an early exploration stage with only five boreholes having been completed to date (three boreholes at the Central Target and two at the Southwest Target). All five holes intersected hypogene copper mineralisation. The most significant intersections included borehole CT1: 6.1m @ 0.34%TCu (from 39m depth) and borehole SW1: 5.5m @ 0.48%TCu (from 142.5m depth). At the Central Target the drilling results indicate there is associated anomalous cobalt with the copper intersections, CT1 returning: 6.1m @ 320ppm Co (for the same copper intersection as quoted above). These boreholes results provide encouraging proof of concept for the geological models generated for the property, and support the strategy for further exploration.

The Pangeni Copper Project property is geologically prospective for the following deposit types; Basement-hosted Cu (analogues: the Lumwana Deposit, Nyungu Prospect), Sediment-hosted stratiform Cu-Co (analogues: Nchanga, Konkola, Nkana, and Mufulira Deposits), the Domes Region Deposits e.g. Sentinel, and Kansanshi and DRC Copperbelt Deposits e.g. Lonshi, Frontier, Kamoa-Kakula).

The combined Phase 1 and 2 aircore programs were completed through 113 boreholes totalling 3,782 metres of drilling. This shows the efficient nature of this exploration approach to the initial testing of the Pangeni Project, and the Company's focus upon money-in-the-ground exploration investment, a view supported by its strong technical and local optionees on this project. The thin to moderate thickness of the Kalahari cover units, and the critical identification of copper anomalies below the cover units strongly motivated further exploration and follow up of priority targets. The next phase of exploration work envisaged will include core drill testing of the priority H1, SW and D2 targets.

Summary of capitalized expenditures

The following table summarizes the exploration costs and advances associated with the Pangeni Copper Project as at March 31, 2019:

	Pangeni Copper Project
Balance December 31, 2018	$ 901,674
Camp supplies	16,697
Consulting & wages	22,188
Drilling	-
Licenses/Permitting	-
Travel	-
Balance March 31, 2019	940,559
Advances unspent at March 31, 2019	28,259
Balance March 31, 2019	$ 968,818

Outlook

The Company is diligently working to complete the South Mountain Transaction to begin its planned underground drilling exploration program immediately thereafter. The Company is completing detailed planning work to design the optimum drilling layout utilizing the current underground development for drill platforms. This underground core drilling will be targeted at indicating the potential to expand the current high-grade zinc/silver, polymetallic resource. The work plan may also include appropriate initial metallurgical testing of the mineralization.

In addition the Company continues to move forward the Pangeni Copper Project with an initial core drilling program planned for the start of the 2019 field season. This work plan will be designed by the Company in partnership with the other stakeholders in the Pangeni Copper Project – Copper Cross Zambia Limited and Pangeni Mineral Resources Limited.

BeMetals also continues to aggressively identify and evaluate other potential, high quality, opportunities as part of its growth strategy, with the goal of becoming a significant base metals producer 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. The Board, its advisors, and senior management also provide outstanding deal flow of projects to the Company based upon an extensive international minerals business network of contacts.

Overall Performance and Results of Operations

Total assets increased to $4,266,075 at March 31, 2019, from $3,840,480 at December 31, 2018. The most significant assets at March 31, 2019, were cash of $279,575 (December 31, 2018: $342,849), deferred transaction costs of $313,226 (December 31, 2018: $nil) and exploration and evaluation assets of $3,628,052 (December 31, 2018: $3,456,132).

Three months ended March 31, 2019 and 2018

Loss and comprehensive loss for the three months ended March 31, 2019, decreased by $8,884 from $175,084 for the three months ended March 31, 2018, to $166,200 for the three months ended March 31, 2019. The decrease in loss and comprehensive loss is largely due to:

- A gain on foreign exchange of $54,569. There was a gain on foreign exchange of $53,061 for the three months ended March 31, 2019, compared to a loss on foreign exchange of $1,508 for the three months ended March 31, 2018. This was due mainly to gain on foreign exchange of $50,135 in connection with the Pangeni Copper Project expenditure commitment.

- A decrease of $32,378 in professional fees. Professional fees were $3,469 for the three months ended March 31, 2019, compared to $35,847 for the three months ended March 31, 2018. This was due to higher professional fees in the prior period in connection with the Pangeni Copper Project.

The decrease in loss and comprehensive loss was partially offset by:

- An increase of $54,093 in management fees. Management fees were $92,156 for the three months ended March 31, 2019, compared to $38,063 for the three months ended March 31, 2018. In connection with completion of the Company's Qualifying Transaction, the Company increased its management team, resulting in an increase in compensation.

- An increase of $15,619 in office and administration expenses. Office and administration expenses were $18,805 for the three months ended March 31, 2019, compared to $3,186 for the three months ended March 31, 2018. This was due to increased activity in the current period.

Liquidity and Capital Resources

As at March 31, 2019, the Company had a working capital deficit of $2,371,862. The Company does not currently have a source of revenue. In May 2019, the Company closed the 2019 Financing and the funds raised pursuant thereto will be available to the Company upon completion of the South Mountain Transaction. While the Company anticipates that the net proceeds of the 2019 Financing will be sufficient to fund current obligations and planned exploration programs, the Company will need to raise additional funds within the next twelve months to meet its long-term commitments and growth strategy.

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.

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

Summary of Quarterly Results

	Three months ended March 31, 2019	Three months ended December 31, 2018	Three months ended September 30, 2018	Three months ended June 30, 2018
Revenue	$ -	$ -	$ -	$ -
Loss and comprehensive loss	(166,200)	(417,034)	(99,801)	(317,885)
Basic and diluted loss per share	(0.00)	(0.01)	(0.00)	(0.01)

	Three months ended March 31, 2018	Three months ended December 31, 2017	Three months ended September 30, 2017	Three months ended June 30, 2017
Revenue	$ -	$ -	$ -	$ -
Loss and comprehensive loss	(175,084)	(81,099)	(38,118)	(1,157,423)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.02)

The increase in loss and comprehensive loss for the three months ended December 31, 2018, was primarily the result of foreign exchange loss and share-based compensation. The increase in loss and comprehensive loss for the three months ended June 30, 2018, and March 31, 2018, was primarily the result of share-based compensation. The increase in loss and comprehensive loss for the three months ended June 30, 2017, was primarily the result of increased consulting expenses and legal fees relating to the contemplated project in Europe, which did not proceed.

Outstanding Share Data

Issued and fully paid common shares

In January 2019, the Company issued 750,000 common shares pursuant to the exercise of share options.

In February 2019, the Company issued 200,000 common shares to the Pangeni Vendor.

As at the date of this report, there were 69,048,577 common shares issued and outstanding.

Escrowed shares

In July 2018, in connection with completion of the Qualifying Transaction, an additional 11,430,002 shares were placed into escrow resulting in an aggregate amount of 15,538,574 common shares in escrow. These escrowed shares are being released in semi-annual tranches until July 2021.

As at the date of this report, 11,653,928 shares remain in escrow.

Share options

In January 2019, 750,000 share options were exercised for proceeds of $45,000.

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.

During the three months ended March 31, 2019, key management personnel compensation, including directors and officers, was comprised of $144,330 (three months ended March 31, 2018: $98,557), of which $52,174 related to share-based payments and $92,156 related to management fees and wages.

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, 2018, except for newly adopted accounting policies as noted below.

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.

Recently Adopted Accounting Standards

The following standard has been adopted by the Company, effective January 1, 2019:

IFRS 16 – Leases

IFRS 16 is a new standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019. Adoption of this standard did not have a significant measurement or disclosure impact on the Company's unaudited condensed interim consolidated financial statements.

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. The maximum exposure to credit risk is equal to the 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. As at March 31, 2019, the Company had current liabilities of $2,696,659 and a working capital deficit of $2,371,862. Subsequent to March 31, 2019, and in connection with the proposed South Mountain Transaction, the Company has closed the 2019

Financing for gross proceeds of $6,250,000, to be released from escrow upon completion of the South Mountain Transaction.

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. A portion of the Company's exploration and evaluation expenditures are incurred in Zambia, but are predominantly transacted in 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. The Company held a net monetary liability position of $2,241,166 in US dollars as of March 31, 2019, with the effect on profit or loss before tax of a 10% fluctuation to the CAD dollar being $224,117.

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.

Risks and Uncertainties

The risk factors described below summarize and supplement the risk factors contained in the Company's filing statement dated July 18, 2018, (the "Filing Statement") and available on SEDAR at www.sedar.com, and should be read in conjunction with the more detailed risk factors outlined in the Filing Statement:

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.

The completion of the South Mountain Transaction is subject to several conditions precedent, some of which are outside the control of the Company. There can be no assurances that the South Mountain Transaction will be completed on the terms set out in the South Mountain Agreement, as negotiated, or at all. In the event that any of the conditions precedent are not satisfied or waived, the South Mountain Transaction may not be completed. In addition, there is no guarantee that the Company will be able to satisfy the requirements of the TSX-V such that it will issue the Final Exchange Bulletin.

The subscription receipts issued pursuant to the 2019 Financing will only be converted to units if the South Mountain Transaction is completed. In the event that the South Mountain Transaction is not completed, the gross proceeds of the 2019 Financing will be returned to the subscribers and the Company will require additional capital for further exploration on, and development of, the Pangeni Copper Project. There is no assurance that the Company will be successful in obtaining the required financing for this or other purposes, including for general working capital. If the Company is unable to fund its commitments under the Pangeni Agreement, the Company will lose its option to acquire interest in the Pangeni Copper Project.

There is no guarantee that the Company will exercise its option pursuant to the Pangeni Agreement and/or South Mountain Agreement. The completion and exercise of one or both of those options is affected by the success of the Company's exploration efforts and is contingent upon certain conditions precedent as well as the price of metals which are affected by numerous factors including inflation, investor speculative activities, relative exchange rate of the U.S. dollar to other currencies, global and regional demand and production, global and regional political and economic conditions, and production costs in major producing regions. These factors are beyond the Company's control and are impossible to predict.

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.

Qualified Person

The technical information included in this MD&A has been reviewed and approved by John Wilton, CGeol FGS, the Company's CEO and President and a "Qualified Person" as defined by National Instrument 43-101 standards.

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 statement:

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 next twelve months 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.
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.