

# BeMetals Corp.

Management's Discussion and Analysis  
of Financial Condition and Results of Operations  
Six Months Ended June 30, 2019

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## Management's Discussion and Analysis

The following discussion is management's assessment and analysis of the results and financial condition of BeMetals Corp. ("BeMetals" or 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 August 28, 2019.

## Business Overview and Corporate Highlights

BeMetals is a base metals exploration and development company, with option agreements to acquire interest in mineral projects in Idaho and Zambia. Pursuant to the option agreements, the Company has rights to acquire up to a 100% interest in the zinc-silver focused polymetallic South Mountain development project (the "South Mountain Project" or "South Mountain") in southwest Idaho, USA (see 'South Mountain Project' below) and rights to acquire up to a 72% interest in the Pangeni copper exploration project (the "Pangeni Copper Project" or "Pangeni") on the western extension of 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.

Following the Company's launch on the TSX Venture Exchange ("TSX-V") in July 2018, two phases of aircore drilling have been completed on the Pangeni Copper Project and an initial follow up core drilling program is now underway. Additionally, the Company furthered its business objectives by quickly securing rights to the South Mountain Project. The Company signed an option agreement with Thunder Mountain Gold, Inc. ("Thunder Mountain") in February 2019, completed Tranche 1 in March 2019, and obtained TSX-V approval and closed Tranche 2 in June 2019. An initial core drilling program at the South Mountain Project has already commenced.

The Company has successfully raised \$8.5 million through private placements of \$2,240,000 in July 2018 and \$6,250,000 in May 2019 to advance the Company's current projects and for ongoing working capital.

Founding directors of the Company include John Wilton (President and CEO), Clive Johnson, Roger Richer and Tom Garagan. They are joined by Derek Iwanaka (VP of Investor Relations and Corporate Development) and Kristen Reinertson (CFO, Corporate Secretary and a director). Dr. Sillitoe, one of the world's foremost economic geological experts on base metal and other deposits, provides technical input into the Company's projects and new project assessments as an advisor. He contributes 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.

### Pangeni Key Highlights

In January 2019, BeMetals announced further encouraging copper geochemical results from its Phase 2 aircore drilling program at the Pangeni Copper Project. The Company has now completed two phases of aircore drilling, which has totaled some 3,600 metres in 113 boreholes on the property. Based on the combined aircore programs, BeMetals generated the following three high-priority drill targets:

- **D2 Target:** the highest tenor copper sample from the aircore programs to date on the property, of 1,459 parts per million ("ppm") copper ("Cu") in borehole D2-09. This sample is at a depth of 27 metres, some 3 metres below Kalahari sand.
- **H1 Target:** as identified by aircore boreholes H1-05 and H1-07 that returned 703 ppm and 269 ppm Cu respectively where thickness of Kalahari cover on this line averages some 26 metres.
- **E2 Target:** defined as a broad anomalous zone including 632 ppm, 565 ppm, and 530 ppm Cu from boreholes E2-05, E2-04 and E2-03 respectively. The Kalahari cover thickness across this line averages 24 metres.

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In July 2019, the Company launched a 1,400 metre core drilling program at the Pangeni Copper Project, comprising approximately six shallow boreholes to test the three targets generated by the aircore drilling programs. Initial results are expected to be released in the coming months.

### South Mountain Key Highlights

In August 2019, BeMetals commenced an approximately 2,500 metre underground resource expansion and confirmation drilling program at the South Mountain Project. The current drilling campaign is designed to test potential extensions and confirm the grade distribution of the mineral resource outlined in the independent technical report. The initial boreholes, and targeted mineralised zones are based on the highly encouraging results of previous underground rib sampling of the Sonneman Level ribs which were conducted in 2013-2014 by Thunder Mountain.

### HIGHLIGHTS FROM 2013-2014 RIB-SAMPLING PROGRAM

- **DMEA Zones 1/2/3:** 39.62m @ **16.76% Zinc** ("Zn"), **140.91 grams per tonne ("g/t") Silver** ("Ag"), 3.08 g/t Gold ("Au"), 0.78% Copper ("Cu") and 0.38% Lead ("Pb").
- **Muck Bay #4 Zone:** 7.01m @ **14.69% Zn, 246.17 g/t Ag**, 0.34% Cu and 0.65% Pb.
- **Laxey Zone:** 12.19m @ **16.44% Zn, 478.97 g/t Ag**, 0.68 g/t Au, 0.70% Cu and 0.86% Pb.

Over the past few months BeMetals has formed a project team based in Boise, Idaho that is focused on advancing South Mountain. This team includes key management of Thunder Mountain, the Optionees of the Property, who have coordinated re-establishment of the South Mountain Project site for the start of drilling. In addition, BeMetals has appointed a project manager and project geologist. Recent work at the project included; grading of access road sections to the site, reconnecting the electrical power system generated onsite, and restarting of the underground ventilation system. The drilling program is now underway, targeting the DMEA zones.

### South Mountain Project

#### Terms of the Agreement

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. In June 2019, the Company received final approval from the TSX-V of the option agreement and related transactions (the "South Mountain Transaction").

Under the terms of the South Mountain Agreement, the Company through its wholly owned subsidiary has the right to acquire from Thunder Mountain, 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% upon satisfying a 5% Net Returns Royalty capped at US\$5,000,000 which is due 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 (completed); and
  - b. issue 10 million common shares of the Company to Thunder Mountain (completed);
3. Make four cash payments of US\$250,000 each on or before the 6, 12, 18 and 24 month anniversary of June 10, 2019, respectively;

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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. An independent technical report for the South Mountain Project has been completed by Hard Rock Consulting, LLC, effective April 1, 2019, and is available on the Company's website at [www.bemetalscorp.com](http://www.bemetalscorp.com) and under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

In August 2019, BeMetals commenced an underground resource expansion and confirmation drilling program at the South Mountain Project, expected to consist of approximately 2,500 metres of diamond drilling. The Company is drilling from the existing underground workings in the Sonneman Level. The drilling will be conducted as a series of fans from approximately five drill platform locations within the existing Sonneman level. A number of the initially planned boreholes, and targeted mineralised zones are based on the highly encouraging results of previous underground rib sampling of the Sonneman Level ribs which were conducted in 2013-2014 by Thunder Mountain.

#### Summary of Exploration Expenses

The following table summarizes the exploration costs associated with the Company's South Mountain Project as at June 30, 2019:

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	South Mountain Project
Balance December 31, 2018	\$ -
Camp supplies	5,178
Consulting & wages	65,455
Licenses/Permitting	4,799
Travel	7,698
Balance June 30, 2019	\$ 83,130

### 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. In July 2018, the Company received final approval from the TSX-V of the option agreement and related transactions.

Under the terms of the Pangeni Agreement, to complete the acquisition of the initial 67.5% interest in the Pangeni Copper Project, the Company must, before the second anniversary in February 2020:

1. make cash payments of US\$300,000 (US\$150,000 completed) (CA\$194,455);
2. issue a total of 500,000 common share (300,000 common shares issued);
3. expend US\$2.5 million in exploration work which 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 (US\$1,440,700 advanced) (CA\$1,911,063);

and then, before the fifth anniversary in February 2023:

4. complete a preliminary economic assessment;
5. make 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
6. make a payment of US\$700,000 as an advanced royalty reduction payment.

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

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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 has been completed by African Mining Consultants Limited, effective April 10, 2018, and is available on the Company's website at [www.bemetalscorp.com](http://www.bemetalscorp.com) and under the Company's profile on SEDAR at [www.sedar.com](http://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, Kamoakakula).

In July 2019, the Company launched a 1,400 metre core drilling program at the Pangeni Copper Project, comprising approximately six shallow boreholes to test the three targets generated by the aircore drilling programs. A single rig is currently being used to drill approximately two holes at each target. Initial results are expected to be released in the coming months and further updates will be reported as the drilling program progresses.

#### Summary of Exploration Expenses

The following table summarizes the advances & expenditures associated with the Company's Pangeni Copper Project expenditure commitment as at June 30, 2019:

	Pangeni Copper Project
Balance December 31, 2018	\$ 901,674
Camp supplies	16,593
Consulting & wages	85,930
Drilling	4,641
Licenses/Permitting	20,506
Travel	15,127
Balance June 30, 2019	1,044,471
Advances unspent at June 30, 2019	866,592
Balance June 30, 2019	\$ 1,911,063

#### **Outlook**

The Company is advancing its core drilling programs at both South Mountain and Pangeni.

At the South Mountain Project, following a target zone identification and priority study, the underground core drilling has commenced and is targeting to expand the current high-grade zinc/silver, polymetallic resource. The work plan may also include appropriate initial mineralogy and metallurgical testing of the mineralization. Initial results of the estimated 2,500 metre program are expected to be released in the coming months and further updates will be reported as the drilling program progresses.

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At the Pangeni Copper Project, the Company continues to move forward with an initial core drilling program designed by the Company in partnership with the other stakeholders in the Pangeni Copper Project – Copper Cross Zambia Limited and Pangeni Mineral Resources Limited. Initial results of the 1,400 metre program are expected to be released in the coming months and further updates will be reported as the drilling program progresses. Future programs will be determined after the Company has collected and reviewed all the data from this year's drilling campaign.

BeMetals also continues to 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 \$11,250,139 at June 30, 2019, from \$3,840,480 at December 31, 2018. The most significant assets at June 30, 2019, were cash of \$3,789,374 (December 31, 2018: \$342,849), investments of \$196,305 (December 31, 2018: \$nil), and exploration and evaluation assets of \$7,200,203 (December 31, 2018: \$3,456,132).

#### ***Three months ended June 30, 2019 and 2018***

Loss for the three months ended June 30, 2019, decreased by \$97,604 from \$317,885 for the three months ended June 30, 2018, to \$220,281 for the three months ended June 30, 2019. The decrease in loss is largely due to:

- A decrease of \$135,850 in professional fees. Professional fees were \$9,554 for the three months ended June 30, 2019, compared to \$145,404 for the three months ended June 30, 2018. This was due to higher professional fees in the prior period in connection with the Qualifying Transaction and due diligence related to the Pangeni Copper Project.

The decrease in loss was partially offset by:

- An increase of \$32,449 in salaries and benefits. Salaries and benefits were \$86,056 for the three months ended June 30, 2019, compared to \$53,607 for the three months ended June 30, 2018. In connection with completion of the Company's Qualifying Transaction, the Company increased its management team, resulting in an increase in compensation.

Unrealized loss on available-for-sale investments of \$138,420 was recorded during the three months ended June 30, 2019.

#### ***Six months ended June 30, 2019 and 2018***

Loss for the six months ended June 30, 2019, decreased by \$106,488 from \$492,969 for the six months ended June 30, 2018, to \$386,481 for the six months ended June 30, 2019. The decrease in loss is largely due to:

- A decrease of \$168,228 in professional fees. Professional fees were \$13,023 for the six months ended June 30, 2019, compared to \$181,251 for the six months ended June 30, 2018. This was due to higher professional fees in the prior period in connection with the Qualifying Transaction and due diligence related to the Pangeni Copper Project.

The decrease in loss was partially offset by:

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- An increase of \$86,542 in salaries and benefits. Salaries and benefits were \$178,212 for the six months ended June 30, 2019, compared to \$91,670 for the six months ended June 30, 2018. In connection with completion of the Company's Qualifying Transaction, the Company increased its management team, resulting in an increase in compensation.

Unrealized loss on available-for-sale investments of \$138,420 was recorded during the six months ended June 30, 2019.

### Liquidity and Capital Resources

As at June 30, 2019, the Company had working capital of \$2,406,297. The Company does not currently have a source of revenue. While the Company anticipates that it will have sufficient capital to fund current obligations, the Company expects it 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 June 30, 2019	Three months ended March 31, 2019	Three months ended December 31, 2018	Three months ended September 30, 2018
Revenue	\$ -	\$ -	\$ -	\$ -
Loss and comprehensive loss	(358,701)	(166,200)	(417,034)	(99,801)
Basic and diluted loss per share	(0.00)	(0.00)	(0.01)	(0.00)

	Three months ended June 30, 2018	Three months ended March 31, 2018	Three months ended December 31, 2017	Three months ended September 30, 2017
Revenue	\$ -	\$ -	\$ -	\$ -
Loss and comprehensive loss	(317,885)	(175,084)	(81,099)	(38,118)
Basic and diluted loss per share	(0.01)	(0.00)	(0.00)	(0.00)

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, 2019, was primarily the result of unrealized loss on available-for-sale investments.

### 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 pursuant to the Pangeni Agreement.

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In May 2019, the Company issued 25,000,000 subscription receipts in a private placement, which were automatically converted to units upon completion of the South Mountain Transaction, consisting of one common share in the capital of the Company and one-quarter warrant.

In June 2019, in connection with the South Mountain Transaction, the Company issued 10,878,863 common shares with a value of \$2,819,716.

As at the date of this report, there were 104,927,440 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, 9,323,140 shares remain in escrow.

#### ***Warrants***

In May 2019, the Company issued 6,249,993 warrants in a private placement. Each warrant entitles the holder thereof to purchase one additional common share at an exercise price of \$0.35 per common share 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.

As at the date of this report, there were 6,249,993 warrants outstanding.

#### ***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 six months ended June 30, 2019, key management personnel compensation, including directors and officers, was comprised of \$270,816 (Six months ended June 30, 2018: \$213,683), of which \$92,604 related to share-based payments and \$178,212 related to salaries and benefits.

#### **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.



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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 June 30, 2019, the Company had current liabilities of \$1,447,334 and working capital of \$2,406,297.

#### **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 \$649,694 in US dollars as of June 30, 2019, with the effect on profit or loss before tax of a 10% fluctuation to the CAD dollar being \$64,969.

#### **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.

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### **Price risk**

The Company's ability to raise capital to fund exploration or development activities is subject to risk associated with fluctuations in the market prices of base and precious metals including copper, zinc, silver, gold, and lead, and the outlook for these metals. The Company does not have any hedging or other derivative contracts respecting its operations. In addition, the Company's investments which comprise publicly traded equity securities and warrants exercisable into common shares of a public company, are subject to price risk.

Market prices for metals historically have fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, levels of worldwide production, short-term changes in supply and demand, industrial and retail demand, central bank lending, and forward sales by producers and speculators. The Company has elected not to actively manage its commodity price risk, as the nature of the Company's business is in exploration.

Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

### **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](http://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.

There is no guarantee that the Company will exercise its option pursuant to the Pangen 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.

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Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://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.

## BeMetals Corp.

Management's Discussion and Analysis  
of Financial Condition and Results of Operations  
Six Months Ended June 30, 2019

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](http://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.