LIBERO COPPER CORPORATION

Management's Discussion and Analysis

For the year ended December 31, 2018

INTRODUCTION

This management's discussion and analysis ("MD&A") focuses on significant factors that affected Libero Copper Corporation ("Libero" or the "Company") during the year ended December 31, 2018 and to the date of this report. This MD&A supplements but does not form part of the audited consolidated financial statements of the Company and the notes thereto for the year ended December 31, 2018. This MD&A should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2018, and the notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts presented in this MD&A are in Canadian dollars unless otherwise indicated.

Additional information related to Libero is available on SEDAR at **www.sedar.com** and on the Company's website at **www.liberocopper.com**.

This MD&A contains information up to and including April 12, 2019.

FORWARD-LOOKING INFORMATION

Certain statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. For more information on forward-looking information, please refer to page 17 of this MD&A.

COMPANY OVERVIEW

The Company was incorporated under the Business Corporations Act (British Columbia) on June 5, 2008. The Company changed its name from Libero Mining Corporation to Libero Copper Corporation on November 1, 2017. The Company is listed on the TSX Venture Exchange ("Exchange") as a Tier 2 Mining Company under the symbol "LBC" and on the OTCQB market under the symbol "LBCMF". The Company is engaged in the acquisition and exploration of mineral properties.

QUALIFIED PERSONS

The technical information contained in this MD&A has been reviewed and approved by Libero Copper's Executive Vice President of Exploration, Leo Hathaway P.Geo., who is a Qualified Person, as defined under NI 43-101.

COMPANY DEVELOPMENTS AND OUTLOOK

The Company has acquired high-quality copper deposits in the Americas with significant resources but without any fatal flaws or significant holding costs. These assets will be advanced and de-risked by a seasoned team to minimize dilution and maximize shareholder value. The portfolio currently includes the Big Red exploration project in Canada, as well as the Tomichi deposit in the United States and the Mocoa deposit in Colombia, which both contain large inferred mineral resources. In total, the properties contain 7.9 billion pounds of copper and 1.1 billion pounds of molybdenum.

The Company expects drill permits for all of its properties in the first half of 2019.

MINERAL PROPERTIES

Mocoa Porphyry Copper-Molybdenum Deposit

In June 2018, the Company acquired 100% of the Mocoa porphyry copper-molybdenum deposit ("Mocoa") in Colombia from B2Gold Corp. ("B2Gold") in return for issuance of 10,400,000 common shares, which comprised a 19% stake in the Company, and a 2% net smelter return royalty on the project. The Company has retained a right of first refusal on any sale of the royalty. B2Gold has been granted a right to participate in future equity financings to maintain its ownership interest in the Company.

The Mocoa property is located 10 kilometres from the town of Mocoa, near the Ecuador border, in the Eastern Cordillera of Colombia. The Eastern Cordillera is a 30-kilometre-wide tectonic belt underlain by volcano-sedimentary, sedimentary and intrusive rocks that range in age from Triassic-Jurassic to Quaternary, and by remnants of Paleozoic metasediments and metamorphic rocks of Precambrian age. This belt hosts several other porphyry-copper deposits, such as Mirador, San Carlos, Panantza, and Warintza, located in Ecuador.

Copper-molybdenum mineralization is associated with a dacite porphyry intrusion of Middle Jurassic age emplaced into andesitic and dacitic volcanics. The Mocoa porphyry system exhibits a classical zonal pattern of hydrothermal alteration and mineralization, with a deeper central core of potassic alteration overlain by sericitization and surrounded by propylitization. Mineralization consists of disseminated chalcopyrite, molybdenite and local bornite associated with multiphase veins, stockworks and hydrothermal breccias. The Mocoa deposit forms a continuous zone of copper and molybdenum mineralization over an area measuring approximately 1,200 metres by 1,400 metres and extending to depths of more than 1,000 metres below surface.

Mocoa was discovered in 1973 by the predecessor of the El Servicio Geológico Colombiano. Between 1978 and 1983, 18,321 metres of diamond drilling in 31 holes were completed. In 2008 and 2012, B2 Gold completed 5,123 metres in 9 holes, and 1,768 metres in 3 holes, respectively.

The resource estimate for Mocoa consists of an Inferred mineral resource of 636 million tonnes at a grade of 0.45% copper equivalent containing 4.6 billion pounds of copper and 511 million pounds of molybdenum. Table 1 shows the sensitivity of the resource, listed at a variety of cut-off grades for comparison purposes, contained inside a resource limiting pit shell that has been generated based on a copper price of US $3/lb and a molybdenum price of US $10/lb. The base case resource assumes a cut-off grade of 0.25% copper equivalent.

Table 1: Sensitivity of Inferred Mineral Resource at Mocoa

Cut-off (CuEq%)*	Million Tonnes	CuEq* (%)	Copper (%)	Molybdenum (%)	Contained Metal		
					CuEq* (Blbs)	Copper (Blbs)	Molybdenum (Mlbs)
0.15	721	0.42	0.31	0.035	6.68	4.85	550
0.20	683	0.43	0.32	0.035	6.54	4.77	530
0.25	**636**	**0.45**	**0.33**	**0.036**	**6.31**	**4.60**	**511**
0.30	553	0.48	0.35	0.039	5.81	4.24	470
0.35	433	0.52	0.38	0.042	4.96	3.62	405
0.40	330	0.57	0.41	0.047	4.12	2.99	342
0.45	259	0.61	0.44	0.051	3.47	2.50	293
0.50	201	0.65	0.46	0.056	2.87	2.04	248
0.55	148	0.69	0.49	0.061	2.26	1.60	200
0.60	106	0.74	0.52	0.067	1.73	1.21	156

*CuEq% is based on US$3/lb. Cu, US$10/lb. Mo

MINERAL PROPERTIES (CONTINUED)

Mocoa Porphyry Copper-Molybdenum Deposit (continued)

For further details, refer to press release dated May 9, 2018 and technical report entitled "NI 43-101 Technical Report for the Mocoa Copper-Molybdenum Project, Colombia", dated effective October 6, 2016, and authored by Michel Rowland Brepsant, FAusIMM, Robert Sim, P.Geo., and Bruce Davis, FAusIMM, all independent "qualified persons" as defined by Canadian Securities Administrators *National Instrument 43-101 ("NI-43101")*, which are both available on www.sedar.com.

Tomichi Porphyry Copper-Molybdenum Deposit

On December 16, 2016, the Company entered into an option agreement to purchase the Tomichi porphyry copper-molybdenum deposit ("Tomichi") in Colorado and incurred a total of $288,457 of acquisition costs as at December 31, 2018. The Company has a five-year option until December 16, 2021 to acquire 100% of Tomichi for an exercise price of US $4 million (the "Exercise Price"). The Company must make the following option payments in order to maintain rights under the Option Agreement:

- US $7,500 on December 16, 2016 *(paid)*;
- US $40,000 on January 16, 2017 *(paid)*;
- US $60,000 on December 16, 2017 *(paid)*;
- US $80,000 on December 16, 2018 *(paid)*;
- US $125,000 on December 16, 2019; and
- US $150,000 on December 16, 2020.

Option payments made to maintain the option are not credited against the Exercise Price, however, at any time the option may be exercised early by paying the Exercise Price with no further option payments required.

Tomichi is located on the southern edge of the Sawatch Range in the Tomichi Mining District, Gunnison County, Southwestern Colorado and consists of 49 unpatented lode mining claims with a total area of 409 hectares located on US Department of Agriculture Forest Service land.

Mineralization at Tomichi is a typical porphyry deposit characterized by disseminated and fracture controlled molybdenite and chalcopyrite hosted by a mid-Tertiary, potassic altered, intrusive system dominated by a porphyritic quartz monzonite. The mineralized porphyry is exposed at surface on top of Copper Hill. Diamond drilling has intersected copper-molybdenum mineralization over a surface area in excess of 1,500 metres by 800 metres, to a depth of at least 600 metres and remains open to the north, east and at depth.

Tomichi was initially worked on in the 1950's by Climax Molybdenum Co. and in the 1980's by Molycorp Inc. The only drilling that has been carried out since then were five diamond holes in 2012. In total 52 diamond core drill holes were completed comprising 16,612 metres of drilling.

The resource estimate for Tomichi consists of an Inferred mineral resource of 711 million tonnes at a grade of 0.33% copper equivalent containing 3.3 billion pounds of copper, 555 million pounds of molybdenum, 393 thousand ounces of gold, 46 million ounces of silver and 339 thousand pounds of rhenium. Table 1 shows the sensitivity of the resource, listed at a variety of cut-off grades for comparison purposes, contained inside a resource limiting pit shell that has been generated based on a copper price of US $3/lb and a molybdenum price of US $10/lb. The base case resource assumes a cut-off grade of 0.25% copper equivalent. The copper equivalent number only includes molybdenum and excludes gold, silver and rhenium as older drill holes were not assayed for those minerals.

MINERAL PROPERTIES (CONTINUED)

Tomichi Porphyry Copper-Molybdenum Deposit (continued)

Table 1: Sensitivity of Inferred Mineral Resources to Cut-off Grade

		Average Grade						Contained Metal				
Cut-off CuEq%*	**Million tonnes**	**CuEq* (%)**	**Cu (%)**	**Mo (%)**	**Au (g/t)**	**Ag (g/t)**	**Re (g/t)**	**Cu (Blbs)**	**Mo (Mlbs)**	**Au (koz)**	**Ag (Moz)**	**Re (klbs)**
0.1	1,002	0.29	0.19	0.031	0.015	1.8	0.193	4.17	689	493	57.2	426
0.15	990	0.30	0.19	0.032	0.015	1.8	0.194	4.15	687	490	56.9	423
0.2	906	0.31	0.20	0.033	0.016	1.8	0.202	3.93	655	460	53.7	402
0.25	**711**	**0.33**	**0.21**	**0.035**	**0.017**	**2.0**	**0.216**	**3.31**	**555**	**393**	**45.6**	**339**
0.3	480	0.36	0.23	0.039	0.019	2.1	0.231	2.42	412	287	33.2	244
0.35	264	0.39	0.25	0.043	0.020	2.3	0.247	1.43	249	168	19.8	144

*CuEq% is based on US$3/lb. Cu, US$10/lb. Mo

For further details, refer to press release dated June 1, 2017, and technical report entitled "NI 43-101 Updated Technical Report for the Tomichi Copper-Molybdenum Project Gunnison County, Colorado", dated effective March 1, 2017, and authored by Paul D. Gray and Robert C. Sim, both of Gault Group, LLC, who are both independent "qualified persons" as defined by NI 43-101, which are both available on www.sedar.com.

Exploration expenses

The following is a summary of the Mocoa and Tomichi exploration expenses. Exploration expenses for Mocoa represent those expenditures from the acquisition date, June 15, 2018, to December 31, 2018:

For the year ended December 31, 2018	**Mocoa**	**Tomichi**	**Total**
Field and camp	$ 10,573	$ 21,703	$ 32,276
Technical and geological consulting	2,250	24,237	26,487
Legal and office administration	18,887	-	18,887
License and permits	5,746	9,893	15,639
Travel and transportation	2,911	-	2,911
Depreciation	347	-	347
Total exploration expenses	$ **40,714**	$ **55,833**	$ **96,547**

For the year ended December 31, 2017	**Mocoa**	**Tomichi**	**Total**
Field and camp	$ -	$ 97,572	$ 97,572
Technical and geological consulting	-	146,476	146,476
License and permits	-	7,702	7,702
Total exploration expenses	$ **-**	$ **251,750**	$ **251,750**

Big Red Porphyry Copper-Gold Property in the Golden Triangle

On February 11, 2019, the Company closed an option agreement to acquire 100% of the Big Red porphyry copper-gold property in the Golden Triangle in British Columbia, Canada ("Big Red"). The Company, at its option, may acquire 100% of Big Red in return for the issuance of 2,000,000 common shares of the Company and cash payments of $440,000 over four years (the "Option") as follows:

- $20,000 and 100,000 common shares on January 25, 2019 *(paid and issued, respectively)*;
- $30,000 and 200,000 common shares on January 25, 2020;
- $40,000 and 300,000 common shares on January 25, 2021;
- $50,000 and 400,000 common shares on January 25, 2022; and
- $300,000 and 1,000,000 common shares on January 25, 2023.

The vendors have retained a 1% net smelter return royalty, 0.5% of which may be repurchased by the Company at any time for $10 million.

Big Red comprises 12 contiguous claims totalling 17,538 hectares in northwestern British Columbia, 45 kilometres southwest of Telegraph Creek. Big Red lies within the Golden Triangle 70 kilometres north of Galore Creek and 80 kilometres west of GT Gold's Tatogga discovery. Big Red is located 18 kilometres from paved highway with dirt roads extending to the claim block. This transaction represents the first time that the entire project has been consolidated under one operator.

The Golden Triangle is a geological province of prodigious copper and gold mineralisation and host to some of Canada's most famous mines, including Premier, Red Chris, Snip, Brucejack and Eskay Creek. Within the Golden Triangle porphyry copper and gold, epithermal gold and silver and volcanogenic massive sulfide styles of mineralisation have all been recognised. At Big Red all three of these styles exist, indicating that a large mineralised system has been preserved from erosion. The porphyry centre to the mineralization is centred on a distinct magnetic-high feature that coincides with a radiometric potassium anomaly, copper, gold and molybdenum anomalies and a mapped Jurassic aged porphyry intrusion.

The Company understands that previous work programs returned surface rock chip sample assays over 0.3% copper and 0.3 grams per tonne gold from the porphyry copper-gold target including results of over 1% copper and 0.5 grams per tonne gold. Five kilometres to the west, 36 boulders of up to two metres in diameter from an epithermal gold-silver target exposed by a retreating glacier returned up to 252 grams per tonne gold with an average of 24 grams per tonne gold.

Due to the consolidation of this property and the numerous data packages that have to be combined, the Company has embarked on a data compilation exercise that, when complete, will better illustrate the property's potential and allow a work plan and drill targets to be developed.

The scientific and technical information included above with respect to Big Red has been provided to the Company by third party sources and has not been independently verified. The Company cannot at this time comment on or verify the key assumptions, parameters, and methods used to prepare the scientific and technical information included above. There have not been any current or historical mineral resources calculated on Big Red.

For further details, refer to press releases dated January 28, 2019 and February 11, 2019.

RESULTS OF OPERATIONS

THREE MONTHS ENDED DECEMBER 31, 2018 COMPARED TO THE THREE MONTHS ENDED DECEMBER 31, 2017

The Company reported a net loss of $173,437 for the three months ended December 31, 2018, compared to a net loss of $79,606 for the three months ended December 31, 2017. Net loss for the three months ended December 31, 2018, includes the net loss of $19,481 from the results of operations of Mocoa, which was acquired on June 15, 2018.

Following is an analysis of the significant items and variances between the three months ended December 31, 2018 and 2017:

For the three months ended	December 31, 2018	December 31, 2017	
Share-based payments	**63,036**	40,502	Increase due to an increase in non-cash share-based payment expense as a result of the grant of additional stock options with a higher value and additional vesting.
Exploration expenses	**41,779**	12,004	Increase in exploration activities including Mocoa, which was acquired on June 15, 2018.
Professional fees	**34,987**	4,765	Increase in accounting fees, legal fees and consulting fees as a result of a higher level of corporate activities.
Investor relations and business development	**18,551**	2,718	Increase due to expanded investor relations activity in Q4 2018.
General and administration	**6,310**	11,354	Decrease in insurance fees and general cost reductions.

YEAR ENDED DECEMBER 31, 2018 COMPARED TO THE YEAR ENDED DECEMBER 31, 2017

The Company reported a net loss of $350,299 for the year ended December 31, 2018, compared to a net loss of $495,387 for the year ended December 31, 2017. Net loss for the year ended December 31, 2018, includes the net loss of $38,195 from the results of operations of Mocoa, which was acquired on June 15, 2018.

Following is an analysis of the significant items and variances between the year ended December 31, 2018 and 2017:

For the year ended	December 31, 2018	December 31, 2017	
Exploration expenses	**96,547**	251,750	Decrease due to reduced exploration activities at Tomichi in the year, partially offset by increased exploration activities at Mocoa, which was acquired on June 15, 2018.
Share-based payments	**73,749**	62,653	Increase due to an increase in non-cash share-based payment expense as a result of the grant of stock options and additional vesting.

RESULTS OF OPERATIONS (CONTINUED)

Following is an analysis of the significant items and variances between the year ended December 31, 2018 and 2017 (continued):

For the year ended	December 31, 2018	December 31, 2017	
Professional fees	**72,464**	30,772	Increase in accounting fees, legal fees and consulting fees as a result of higher corporate activities.
Investor relations and business development	**47,646**	54,036	Decrease relates to a reduction of selected investor relation activities from 2017 that did not recur in 2018.
General and administration	**26,631**	36,032	Decrease in one-time consulting fees, insurance fees and general cost reductions.
Project evaluations	**-**	23,319	Decrease due to reduced activity related to the evaluation of new projects.

SELECT ANNUAL INFORMATION

The following table provides select annual information:

	For the year ended December 31, 2018	For the year ended December 31, 2017	For the year ended December 31, 2016
Net loss	$ 350,299	$ 495,387	$ 320,261
Basic and diluted loss per share (1)	0.01	0.01	0.01
Total assets	1,858,683	738,819	725,008
Total non-current assets	1,235,722	182,633	51,888

(1) Basic/Diluted (loss) per share has been adjusted to reflect a 2 for 1 common share consolidation that occurred on February 4, 2016.

The Company does not have any revenue. Net loss decreased in 2018 compared to 2017 primarily due to a decrease in exploration expenditures at Tomichi, partially offset by an increase in expenditures as a result of the Mocoa acquisition on June 15, 2018. Net loss increased in 2017 compared to 2016 due to an increase in exploration and evaluation expenditures at Tomichi.

Total assets have increased in 2018 compared with 2017 and 2016 primarily as a result of the acquisition of Mocoa and the capitalization of Tomichi option payments.

SUMMARY OF QUARTERLY RESULTS

Following is a summary of quarterly results for the eight most recently completed quarters. These results are taken from the interim consolidated financial statements of Libero Copper Corporation, which are prepared in accordance with IFRS applicable to interim financial statements.

For the three months ended:	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Net loss	$ 173,437	$ 84,591	$ 51,362	$ 40,909
Basic and diluted loss per share	0.006	0.002	0.001	0.001

For the three months ended:	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017
Net loss	$ 79,606	$ 68,276	$ 212,356	$ 135,149
Basic and diluted loss per share	0.000	0.002	0.005	0.003

The analysis provided in the Results of Operations section above provides information regarding the movements during the three months ended December 31, 2018, compared with the three months ended December 31, 2017. During the three months ended September 30, 2018, net loss increased compared to the three months ended June 30, 2018 as well as September 30, 2017 due to increased exploration activities at Tomichi and Mocoa. Net loss for the three months ended March 31, 2018, decreased due to reduced exploration activities at Tomichi. Net loss for the three months ended December 31, 2017, increased due to the grant of stock options in that quarter. During the three-month period ended March 31, 2017, the Company started incurring exploration expenses on Tomichi, including preparation of a technical report, and in the three months ended June 30, 2017, the Company incurred costs related to set-up and organization of the storage of historical drill core samples.

LIQUIDITY AND CAPITAL RESOURCES

As at	December 31, 2018	December 31, 2017	December 31, 2016
Working capital	$ 516,930	$ 524,373	$ 629,727
Total assets	1,858,683	738,819	725,008
Total liabilities	106,031	31,813	43,393
Share capital	7,353,000	6,030,804	5,388,295
Deficit	(6,031,915)	(5,681,616)	(5,186,229)

The Company had cash and cash equivalents of $416,844 as at December 31, 2018 (December 31, 2017: $525,376).

At present, the Company has no operations that generate cash flow and its financial success is dependent on the Company's ability to successfully acquire mineral properties and develop economically viable mineral deposits, and to raise required funding through future equity issuances, asset sales, or a combination thereof.

The Company relies on equity financings and the exercise of options and warrants to fund its mineral property acquisitions, exploration activities, and its general and administrative expenses. During the year ended December 31, 2018, the Company closed a non-brokered private placement of 6,666,667 common shares at a price of $0.075 per common share for aggregate gross proceeds of $500,000. The net proceeds of the private placement will be used for drill permitting the Tomichi and Mocoa porphyry copper deposits and for general working capital purposes.

LIQUIDITY AND CAPITAL RESOURCES (CONTINUED)

Many factors influence the Company's ability to raise funds, including the health of global commodity prices, the climate for mineral exploration investment, the Company's track record, and the experience and quality of its management team. Actual funding requirements may vary from those expected due to a number of factors, including the progress of exploration activities.

There is no guarantee that the Company will be able to secure additional financing in the future at terms that are favourable. Refer to note 1 – Nature of Operations and Going Concern of the Company's audited consolidated financial statements for the year ended December 31, 2018. To date, the Company has not used debt or other means of financing to further its exploration programs, and the Company has no plans to use debt financing at the present time.

OUTSTANDING SHARE DATA

Common shares

As at December 31, 2018, the Company had 61,256,631 common shares issued and outstanding (December 31, 2017: 44,189,964). As at the date of this MD&A, the Company had 61,356,631 common shares issued and outstanding.

Warrants

As at December 31, 2018, and as at the date of this MD&A, the Company had 4,250,000 warrants outstanding.

Options

As at December 31, 2018, the Company had 5,350,000 share purchase options outstanding. As at the date of this MD&A, the Company had 5,200,000 share purchase options outstanding.

TRANSACTIONS WITH RELATED PARTIES

The following table provides the total amount of transactions, which have been entered into by the Company with related parties during the year ended December 31, 2018 and 2017:

For the year ended		December 31, 2018		December 31, 2017
Purchases:				
Costs recharged from a company controlled by director Ian Slater	$	12,000	$	12,000
Legal fees to Farris, Vaughan, Wills & Murphy LLP in which a director, Jay Sujir, is a partner	$	67,259	$	6,711
Amounts owed to:				
Farris, Vaughan, Wills & Murphy LLP in which a director, Jay Sujir, is a partner	$	11,900	$	56

There was no cash compensation paid to directors or officers of the Company during the year ended December 31, 2018 and 2017. The share-based payment expense related to members of executive management for the year ended December 31, 2018 was $51,799 (December 31, 2017: $ 34,417). There were no other forms of compensation paid to management during the year ended December 31, 2018 and 2017.

Related party transactions are measured at the amounts agreed upon by the parties.

FINANCIAL INSTRUMENTS

Refer to note 14 of the Company's audited consolidated financial statements for the year ended December 31, 2018, for disclosure regarding the Company's financial instruments. The Company has designated its cash and cash equivalents and amounts receivable as a financial asset at amortized cost and accounts payable and accrued liabilities as financial liabilities at amortized cost.

Fair value

Management assessed that the fair values of cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities approximate their carrying amounts, largely due to the short-term maturities of these instruments. The Company currently has no financial instruments measured at fair value.

Credit risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to fulfil its contractual obligations. The Company's credit risk is attributable to its liquid financial assets including cash and cash equivalents and receivables.

The Company is exposed to credit risk with respect to its cash and cash equivalents. All cash and cash equivalents are on deposit with major Canadian or Colombian financial institutions.

The risk arises from the non-performance of counterparties of contractual financial obligations. The Company manages credit risk by purchasing highly liquid, short-term investment-grade securities held at major financial institutions.

The Company's concentration of credit risk arises from its cash and cash equivalents and as at December 31, 2018, the maximum exposure thereto is $416,844 (December 31, 2017: $525,376).

Interest rate risk

The Company is not exposed to significant interest rate risk.

Foreign currency risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company's currency risk is presently limited to cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities of the parent entity that are denominated in US dollars ("USD") and of the subsidiaries that are denominated in Colombian peso ("COP").

The Company also has transactional currency exposures such as the Tomichi option agreement payments and various working capital requirements for the Mocoa deposit. Such exposures arise from purchases in currencies other than Canadian dollars, typically the USD and the COP. The Company manages this risk by matching receipts and payments in the same currency and monitoring the movements in foreign currency.

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 anticipates that there is sufficient capital and liquidity to meet liabilities when due.

During the year ended December 31, 2018, the Company closed a non-brokered private placement of 6,666,667 common shares at a price of $0.075 per common share for aggregate gross proceeds of $500,000. There is no guarantee that the Company will be able to secure additional financing in the future at terms that are favourable. Refer to note 1 – Nature of Operations and Going Concern of the Company's audited consolidated financial statements for the year ended December 31, 2018.

CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS

The Company has to make cash payments in order to meet the terms of the option agreements entered into to purchase Tomichi and Big Red as described in note 6 and note 15, respectively, of the audited consolidated financial statements for the year ended December 31, 2018 and in the "Mineral Properties" section of this MD&A.

The Company has a number of operating leases relating to offices and core warehouses. The following is a summary of the commitments:

	Less than 1 year	1 - 5 years	More than 5 years	Total
Office leases	$ 107,383	$ 511,119	$ -	$ **618,502**
Core warehouse leases and other	86,670	24,695	-	**111,365**
	$ 194,053	$ 535,814	$ -	$ **729,867**

CONTINGENCIES

The Company may be subject to various contingent liabilities that occur in the normal course of operations. The Company is not aware of any pending or threatened proceedings that would have a material adverse effect on the consolidated financial condition or future results of the Company.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The accounting estimates and judgments considered to be significant to the Company include the carrying values of mineral properties and the computation of share-based payments expense and warrants.

Management reviews the carrying values of its mineral properties on at least an annual basis, or when an impairment indicator exists, to determine whether an impairment should be recognized. In making its assessment, management considers, among other things, exploration results to date and future exploration plans for a particular property. Capitalized costs in respect of the Company's mineral properties amounted to $1,219,564 as at December 31, 2018. These costs may ultimately prove not to be recoverable and there is a risk that these costs may be written down in future periods.

The Company uses the fair-value method of accounting for incentive stock options and warrants granted, modified or settled. Under this method, cost attributable to options granted is measured at fair value at the grant date and expensed over the vesting period. In determining the fair value, the Company makes estimates of the expected volatility of the stock, the expected life of the options, and an estimated risk-free interest rate. Changes to these estimates could result in the fair value of the share-based payments costs being less than or greater than the amount recorded. In determining the fair value of the warrants, the Company makes estimates of the expected volatility of the stock, the expected life of the warrants, and an estimated risk-free interest rate.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Effective January 1, 2018, the Company adopted new IFRS pronouncements – IFRS 9 – Financial Instruments ("IFRS 9") Financial instruments and IFRS 15 – Revenue from Contracts with Customers ("IFRS 15"). The effect of adoption of these new pronouncements is outlined in the audited consolidated financial statements for the year ended December 31, 2018.

Standards and interpretations issued but not yet effective

The following new standard, and its amendments and interpretations, were not yet effective as of December 31, 2018, and have not been applied in preparing the audited consolidated financial statements for the year ended December 31, 2018.

IFRS 16 Leases

The IASB issued IFRS 16, Leases ("IFRS 16"). This standard is effective for annual periods beginning on or after January 1, 2019, and permits early adoption provided that IFRS 15 is also adopted. The objective of IFRS 16 is to bring all leases on-balance sheet for lessees. IFRS 16 requires lessees to recognize a "right of use" asset and lease liability calculated using a prescribed methodology. The Company is assessing IFRS 16's impact on its consolidated financial statements and currently expects to bring on certain office and core warehouse leases on to the balance sheet and is in process of quantifying the impact.

RISKS AND UNCERTAINTIES

The Company is in the business of acquiring, exploring and developing mineral properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subject to variations in commodity prices, market sentiment, exchange rates for currency, inflation and other risks. The Company currently has no source of revenue other than interest income. The Company will rely mainly on equity financing to fund acquisitions and its other activities.
The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may exist.

Risks Associated with Potential Acquisitions

The Company is actively evaluating opportunities to acquire mining assets and businesses. These acquisitions may be material in size, may change the scale of the Company's business and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities depends on its ability to identify suitable acquisition targets, acquire them on acceptable terms and integrate their operations successfully with those of the Company. Any acquisitions would be accompanied by risks, such as the difficulty of assimilating the operations and personnel of any acquired companies; the potential disruption of the Company's ongoing business; the inability of management to maximize the financial and strategic position of the Company through the successful incorporation of acquired assets and businesses; additional expenses associated with amortization of acquired intangible assets; the maintenance of uniform standards, controls, procedures and policies; the impairment of relationships with employees, customers and contractors as a result of any integration of new management personnel; and the potential unknown liabilities associated with acquired assets and businesses, including environmental liabilities. In addition, the Company may need additional capital to finance any such acquisitions. Debt financing related to acquisitions would expose the Company to the risk of leverage, while equity financing may cause existing shareholders to suffer dilution. There can be no assurance that the Company would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions.

Competition and Scarcity of Mineral Lands

The mining industry is intensely competitive, with many companies and individuals engaged in the mining business including large, established mining companies with substantial capabilities. There is a limited supply of desirable mineral lands available for claim staking, lease or other acquisition in the areas where the Company contemplates conducting exploration activities. The Company may be at a disadvantage in its efforts to acquire quality mining properties as it must compete with individuals and companies which in many cases have greater financial resources and larger technical staffs than the Company. Accordingly, there can be no assurance that the Company will be able to compete successfully for new mining properties. Increased competition for experienced mining professionals, equipment and other resources could adversely affect the Company's ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration.

Future Profits/Losses and Production Revenues/Expenses

The Company has no history of operations and expects that its losses will continue for the foreseeable future. The Company does not expect to receive revenues from operations or be profitable in the foreseeable future, if at all. The Company expects to incur losses until such time as a property enters into commercial production and generates sufficient revenues to fund its continuing operations. Development will require the commitment of substantial resources. There can be no assurance that the Company will generate any revenues or achieve profitability. The Company's operating expenses and capital expenditures may increase in subsequent years due to the cost of employees, consultants, service providers and equipment associated with advancing exploration and development. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the Company's strategic analyses, the rate at which operating losses are incurred, the execution of any joint venture or other agreements with strategic partners, and the Company's acquisition of additional properties and other factors, many of which factors are beyond the Company's control.

Commodity Prices

In the event that the Company has a producing mine in the future, the profitability of the Company's business will be largely contingent on the market price for the minerals sold by the Company. A significant reduction in the market price of the metals sold by the Company for any extended period could have a materially adverse effect on the Company's profitability and cash flow. Global metal prices fluctuate widely and are affected by numerous factors beyond the Company's control, including global demand and production levels, political and economic conditions, producer hedging activities, speculative activities, inflation, interest rates and currency exchange rates.

Exploration and Mining Risks

There is no assurance that any exploration activities that the Company may undertake in the future will result in the development of an economically viable mine project. Exploration for minerals is highly speculative in nature, involves many risks and frequently is unsuccessful. Among the many uncertainties inherent in any mineral exploration and development program are the location of economic ore bodies, the development of appropriate metallurgical processes, the receipt of necessary regulatory permits and the construction of mining and processing facilities. In addition, substantial expenditures are required to pursue such exploration and development activities. Assuming discovery of an economic ore body, depending on the type of mining operation involved, several years may elapse from the initial phases of drilling until commercial operations are commenced and during such time the economic feasibility of production may change. Substantial expenditures are required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to extract the metal from mineral resources, and in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. The economic viability of a mineral deposit depends on a number of factors, including without limitation: the characteristics of the orebody and its proximity to infrastructure, costs associated with exploration, development and operation of the mine project, prevailing metal prices, economic and financing conditions.

RISKS AND UNCERTAINTIES (CONTINUED)

Regulatory

Any mining activities that may be undertaken by the Company will be subject to extensive laws and regulations governing prospecting, development, production, exports, taxes, labor standards, occupational health and safety, water disposal, toxic substances, explosives, management of natural resources, environmental management and protection, mine safety, dealings with native groups, historic and cultural preservation and other matters. Compliance with such laws and regulations increases the costs of planning, designing, drilling, developing, construction, operating and closing mines and other facilities. Compliance with environmental regulations may require significant capital outlays on behalf of the Company and may cause material changes or delays in the Company's intended activities. Any breaches of environmental laws could materially and adversely affect the Company. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory or judicial authorities enjoining or curtailing operations, requiring corrective measures or other remedial actions, any of which could result in the Company incurring significant expenditures. To the extent the Company undertakes mining activities in the future, it may be subject to potential legal claims which, if determined adversely to the Company, could have a material effect on the Company and/or its financial condition. The Company may be required to compensate persons suffering loss or damage as a result of any infringement of such laws or regulations.

Any future operations, including exploration and development activities or commencement of production, will require certain permits and licenses from various levels of government regulatory authorities. The Company may also be required to obtain certain other property rights to access, or use, certain of its properties in order to proceed with mining activities. There can be no assurance that all licenses, permits or property rights which the Company may require for any exploration or development of mining operations will be obtainable on reasonable terms or in a timely manner, or at all, that such terms will not be adversely changed, that required extensions will be granted, or that the issuance of such licenses, permits or property rights will not be challenged by third parties. Delays in obtaining or a failure to obtain such licenses, permits or property rights or extension thereto, challenges to the issuance of such licenses, permits or property rights, whether successful or unsuccessful, changes to the terms of such licenses, permits or property rights, or a failure to comply with the terms of any such licenses, permits or property rights that the Company has obtained, could have a material adverse effect on the Company by delaying or preventing or making more expensive exploration, development and/or production.

Dependence on Key Personnel

The Company is heavily dependent on its key personnel and on its ability to motivate, retain and attract highly skilled persons. If, for any reason, any one or more of such key personnel do not continue to be active in the Company's management, the Company could be adversely affected. There can be no assurance that the Company will successfully attract and retain additional qualified personnel to manage its current needs and anticipated growth. The failure to attract such qualified personnel to manage growth effectively could have a material adverse effect on the Company's business, financial condition or results of operations.

Capital Market

Historically the Company has been financed through the issuance of common shares and other equity securities. Although the Company has been successful in the past in obtaining financing, the Company has limited access to financial resources and there is a risk that sufficient additional financing may not be available to the Company on acceptable terms, or at all. The ability of the Company to arrange additional financing will depend, in part, on prevailing debt and equity market conditions, and other factors. As a consequence, global economic and financial conditions could adversely impact the Company's financial status and share price.

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

As permitted, 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 financial statements and respective accompanying Management's Discussion and Analysis. In contrast to the certificates under National Instrument ("NI") 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings), 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.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A on April 12, 2019. A copy of this MD&A is filed on SEDAR.

FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking information" (also referred to as "forward-looking statements") within the meaning of applicable Canadian securities legislation. Forward-looking statements are provided for the purpose of providing information about management's current expectations and plans and allowing investors and others to get a better understanding of the Company's operating environment. All statements, other than statements of historical fact, are forward-looking statements.

In this MD&A, forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic, and competitive uncertainties and contingencies that may cause the Company's actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking statements include, without limitation, the uncertainties associated with: potential acquisitions, financing of the Company's acquisitions and other activities, exploration, development and operation of mining properties, and the overall impact of misjudgments made in good faith in the course of preparing forward-looking information.

Forward-looking statements involve risks, uncertainties, assumptions, and other factors, including those set out below, that may never materialize, prove incorrect, or materialize other than as currently contemplated, which could cause the Company's results to differ materially from those expressed or implied by such forward-looking statements. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, or future events or performance (often, but not always, identified by words or phrases such as "expects", "is expected", "anticipates", "believes", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of fact, and may be forward-looking statements.

Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including without limitation:

- the ability of the Company to successfully acquire mining assets;
- access to funding to support the Company's strategic plans and/or operating activities in the future;
- the volatility of currency exchange rates, metal prices, and metal production;
- the continued participation in the Company of certain key employees; and
- risks normally incident to the acquisition, exploration, development, and operation of mining properties.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Investors are cautioned not to put undue reliance on forward-looking statements, and investors should not infer that there has been no change in the Company's affairs since the date of this report that would warrant any modification of any forward-looking statement made in this document, other documents periodically filed with or furnished to the relevant securities regulators or documents presented on the Company's website. All subsequent written and forward-looking oral statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events, or otherwise, subject to the Company's disclosure obligations under applicable Canadian securities regulations. Investors are urged to read the Company's filings with Canadian securities regulatory agencies, which can be viewed online at **www.sedar.com**.