# ABACUS MINING & EXPLORATION CORPORATION

(An exploration stage company)

Management's discussion & analysis

For the year ended December 31, 2018

**Contents**

April 23, 2019

This Management's Discussion and Analysis ("MD&A" or "Report") of the financial condition of Abacus Mining & Exploration Corporation (an exploration stage company) ("Abacus" or the "Company") and results of operations of the Company for the year ended December 31, 2018 (the "Period") has been prepared by management in accordance with the requirements under National Instrument 51-102 as at April 23, 2019 (the "Report Date"). The Report should be read in conjunction with the consolidated financial statements including the notes thereto for the years ended December 31, 2018 and 2017 (the "Financial Statements"). The Financial Statements are presented in accordance with International Financial Reporting Standards ("IFRS"), and Abacus' accounting policies are described in Note 3 of the Financial Statements. All dollar amounts in the Report are in Canadian dollars unless otherwise noted.

The Financial Statements, together with the MD&A, are intended to provide investors with a reasonable basis for assessing the performance and potential future performance of the Company and are not necessarily indicative of the results that may be expected in future periods. The information in the MD&A may contain forward-looking statements, and the Company cautions investors that any forward looking statements by the Company are not guarantees of future performance, as they are subject to significant risks and uncertainties that may cause projected results or events to differ materially from actual results or events. Please refer to the risks and cautionary notices of this MD&A. Additional information relating to the Company may be found on SEDAR at *www.sedar.com*.

**Special Note Regarding Forward-Looking Information**

The Company's Financial Statements, and this accompanying MD&A, contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, *Continuous Disclosure Obligations* of the Canadian Securities Administrators. Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking statements in this MD&A include statements regarding the Company's future exploration plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a part, the ability of the Company to hire and retain employees and consultants and estimated administrative assessment and other expenses. The forward-looking statements that are contained in this MD&A involve a number of risks and uncertainties. As a consequence, actual results might differ materially from results forecast or suggested in these forward-looking statements. Some of these risks and uncertainties are identified under the heading "RISKS AND UNCERTAINTIES" in this MD&A. Additional information regarding these factors and other important factors that could cause results to differ materially may be referred to as part of particular forward-looking statements. The forward-looking statements are qualified in their entirety by reference to the important factors discussed under the heading "RISKS AND UNCERTAINTIES" and to those that may be discussed as part of particular forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause the actual results to differ include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory approvals and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Additional information relating to the Company and its operations can be obtained from the offices of the Company or on SEDAR at *www.sedar.com*.

**Qualified Person**

The Company's disclosure of a technical or scientific nature has been reviewed and approved by Paul G. Anderson, M.Sc., P.Geo., a qualified person under the definition of National Instrument 43-101.

**Background and overall performance**

**Willow Project (includes the Willow Property and the Nev-Lorraine Property):**

Both properties are located just east of Yerington, Nevada. As the Nev-Lorraine Property is contiguous to the larger Willow Property, the two properties have been aggregated, for geological and exploration reporting purposes only, into the Willow Project. (See *Willow Option Agreement* and *Nev-Lorraine Lease Agreement* below.)

At the Willow Project, a work program comprising geological mapping, geochemical sampling, geophysics and relogging of old core was undertaken in 2017 shortly after the option deal was signed with the objective of developing drill targets. Manipulation of the data acquired to date has continued, and a robust target that has the geochemical, geophysical and geological signature of a porphyry copper deposit has been defined on the property.

A short drilling program was initiated in late April of 2018, although two of the three holes drilled were lost before reaching their target depths. Despite this, the program was successful in validating the Company's model of the property, by discovering the Luhr Hill Granite. This granite is the source rock for all copper porphyry deposits in the Yerington camp, and this granite is not known to occur in the camp without a copper porphyry associated with it. As such, this represents a significant new discovery, as this rock unit was not previously known to exist on the Willow property. Further drilling will be required, but the Company is optimistic that a new porphyry copper deposit is about to be discovered on the Willow project.

*Willow Option Agreement:*

On February 14, 2017, the Company entered into an option agreement ("Option Agreement") with Almadex Minerals Limited and its wholly-owned Nevada subsidiary Almadex America Inc. (collectively, "Almadex"), to acquire the exclusive right and option to earn, in the aggregate, up to a 75% undivided ownership interest in the Willow Property (the "Willow Property") near Yerington, Nevada.

To acquire the initial 60% Option Interest in the Willow Property, the Company is required to issue common shares and incur exploration expenditures as follows:

| Date | Common shares in the capital of Abacus (the "Shares") (1) (#) | Minimum Annual Exploration Expenditures on the Exploration Program ("Expenditures") (US$) |
|---|---|---|
| TSX-V approval (received February 22, 2017) | 41,667 (2) | Nil |
| On or before the February 22, 2018 | 41,667 (3) | 100,000 (4) |
| On or before the February 22, 2019 | 41,667 (5) | 300,000 (6) |
| On or before the February 22, 2020 | 41,667 | 600,000 |
| On or before the February 22, 2021 | 83,333 | 800,000 |
| On or before the February 22, 2022 | 166,666 | 1,200,000 |
| **Total** | **416,667** | **3,000,000** |

(1) After taking into effect the consolidation of the common shares in the capital of the Company, as to one post-consolidation share for every six pre-consolidation shares, which post-consolidated shares commenced trading on the TSX-V on May 1, 2017.
(2) Issued on March 16, 2017; valued at $18,750.
(3) Issued on February 7, 2018; valued at $9,167.
(4) Incurred
(5) Issued on February 19, 2019
(6) Incurred

Upon having earned the 60% Option Interest in the Willow Property and until the 10th anniversary date of the date of regulatory approval, the Company will be required to incur minimum exploration expenditures on an exploration program on the Willow Property of US$500,000 per year. The Company will act as the Willow Property's operator during the initial five-year term and following the earning of the 60% Option Interest, until such time as a joint venture is established, as described below. Under the terms of the Option Agreement, should either Abacus or Almadex acquire the rights to additional property ("AP") within the Area of Interest ("AOI"), the other party may elect to make the AP part of the Willow Project. Alamdex elected to include the Nev-Lorraine claims (see *Nev-Lorraine Lease Agreement* below) as part of the Willow Project.

In order to earn the 15% Additional Interest, such that the Company would have an aggregate interest of 75% in the Willow Property, the Company will be required to deliver a Feasibility Study on the Willow Property to Almadex on or before the 10th anniversary date of the date of regulatory approval. Upon having earned the Additional Interest, the Company will continue to act as the Willow Property's operator until such time as a 75:25 joint venture is established for the further management, exploration and development of the Willow Property.

*Nev-Lorraine Lease Agreement:*

The Company entered into an Exploration and Option to Purchase Agreement (the "NL Agreement") dated effective January 1, 2018, with three individuals (collectively, the "Optionors"), to lease the Nev-Lorraine unpatented mining claims located in Douglas County, Nevada, USA (the "Nev-Lorraine Property"). The Agreement is a ten-year lease agreement allowing the Company to explore the Nev-Lorraine claims pursuant to the following payments and expenditures:

| **Date** | **Annual Minimum Payments (US$)** | | **Date** | **Cumulative Minimum Annual Exploration Expenditures (US$)** | |
|---|---|---|---|---|---|
| Initial minimum payment | 3,000 | (1) | - | - | |
| On execution of the Agreemen | 60,000 | (2) | On or before December 31, 2018 | 20,000 | (3) |
| On or before January 1, 2019 | 70,000 | (4) | On or before December 31, 2019 | 40,000 | (5) |
| On or before January 1, 2020 | 80,000 | | On or before December 31, 2020 | 60,000 | |
| On or before January 1, 2021 | 90,000 | | On or before December 31, 2021 | 80,000 | |
| On or before January 1, 2022 | 100,000 | | On or before December 31, 2022 | 100,000 | |
| On or before January 1, 2023 | 110,000 | | On or before December 31, 2023 | 120,000 | |
| On or before January 1, 2024 | 120,000 | | On or before December 31, 2024 | 140,000 | |
| On or before January 1, 2025 | 130,000 | | On or before December 31, 2025 | 160,000 | |
| On or before January 1, 2026 | 140,000 | | On or before December 31, 2026 | 180,000 | |
| On or before January 1, 2027 | 150,000 | | On or before December 31, 2027 | 200,000 | |
| **Total** | **1,053,000** | | | | |

(1) Paid August 15, 2017
(2) Paid February 6, 2018
(3) Incurred
(4) Paid December 20, 2018
(5) Incurred

At any time during the life of the NL Agreement, the Company can elect to purchase the claim group outright from the Optionors, for sums ranging from US$1,500,000 to US$1,950,000. The Optionors do not retain an NSR, and the yearly expenditures are cumulative, meaning that any excess expenditure can be carried through to subsequent years. The Nev-Lorraine Property is in the AOI, and is included in the Willow Project as AP, under the terms of the Willow Option Agreement.

**Tomichi Property:**

During the year ended December 31, 2017, the Company acquired, by staking, claims comprising the Tomichi Property, in Nevada, US. At December 31, 2018 the Company elected to abandon the property and wrote off all costs relating to the property.

**Ajax Project:**

Abacus acquired holdings in the Ajax area in 2002 from Teck-Cominco (now Teck) and explored the property from 2005 to 2010. The core Ajax copper-gold property comprises eight Crown grants including the historic Ajax East and West pits. The Ajax project site is located at the southern extremity of the boundaries of the City of Kamloops and southeast along an existing haul road from the Afton mill, and it includes shop facilities, a tailings area, and water rights which Abacus purchased in 2005 from Teck-Cominco. The Ajax East and West pits were in production under Teck from 1989-1991 as part of the Afton mine.

On July 31, 2009 Abacus filed a NI 43-101 compliant positive preliminary economic analysis (PEA) on the Ajax property, after a series of successful drill programs from 2005-2008, and based upon an initial resource estimate released earlier that same year. The preliminary analysis on Ajax underscored the potential for a robust mining operation.

***Synopsis of agreements at Ajax from June 28, 2010:***

On June 28, 2010, KGHM Ajax Mining Inc. ("KGHM Ajax") was incorporated. KGHM Ajax is focused on the exploration and development of the Ajax copper-gold project located near Kamloops, British Columbia (the "Ajax Project"). On June 29, 2010, pursuant to an investment agreement dated May 4, 2010 between Abacus and KGHM Polska Miedz S.A. ("KGHM"), Abacus transferred all of its mineral interests in the Ajax Project, with a fair value of $37,429,581 (US$35,549,020), to KGHM Ajax in exchange for 4,900 common shares of KGHM Ajax. On October 12, 2010, Abacus, KGHM and KGHM Ajax entered into the Definitive Joint Venture Shareholders' Agreement (the "Joint Venture Agreement"). Pursuant to the Joint Venture Agreement, KGHM subscribed for 5,100 common shares of KGHM Ajax, which represented a 51% interest for $37,392,200 (US$37,000,000); these funds were used by KGHM Ajax to fund exploration and evaluation activities during 2010 and 2011 required to produce the bankable feasibility study ("BFS"). Additionally, KGHM had the option to acquire an additional 29% interest in KGHM Ajax (for a total interest of 80%) for a maximum of US$35,000,000. On April 2, 2012, KGHM exercised its option to acquire an additional 29% of KGHM Ajax, thereby increasing its ownership in KGHM Ajax to 80%. The Joint Venture Agreement includes provisions allowing Abacus to fund its share of cash calls from the Ajax project through to production using loans from KGHM. Such loans will be repaid from Abacus's share of future revenues from the joint venture.

***Activity at Ajax from September 1, 2012:***

On September 1, 2012 KGHM exercised its option to appoint KGHM International Ltd. ("KGHMI") as the operator of the Ajax Project and a representative from KGHMI was appointed to KGHM Ajax's board of directors, thereby increasing KGHM's representatives on the board to three members and Abacus' representatives remaining at two.

With the change in operatorship in 2012, the Company took on more of a passive role with the Ajax Project, monitoring the progress and success of KGHMI as operator.

After assuming operatorship, an extensive review was performed by KGHMI staff and outside consultants in late 2012 through to mid-2014 to optimize the Ajax mine plan including validation of the proposed capital and operating expenditures.

In May of 2014, KGHMI announced that it had made modifications to the site plan wherein several of the proposed mine's industrial facilities were moved farther from the City of Kamloops, including relocation of a waste rock storage facility, the mine processing plant, primary crusher and temporary ore stockpiles. These sites, formerly situated inside the City of Kamloops limits, will now be located more than 3.5 kilometers from the nearest city neighborhoods and outside of municipal boundaries. These changes were made to reduce the potential for adverse impacts from industrial activity to the city, nearby residents and other public infrastructure while optimizing the value of the project. The proposed mine site is not visible from the city. In addition, the tailings storage facility was redesigned from the previously proposed dry stack tailings to a more proven wet tailings technology.

A major work program was completed during the balance of 2014 consisting of various permitting activities, detailed engineering work, metallurgical test work, optimization studies and exploration and condemnation drilling.

Work undertaken during 2015 included the completion of basic engineering, completion of various optimization trade-off studies, and continued drilling to confirm and improve the block model and obtain samples for additional metallurgical test work, along with ongoing condemnation and geotechnical drilling. Capital cost estimates and a revised economic model were completed by year end. Abacus elected to have the KGHM Group contribute its portion of the project expenditures starting with the April cash call, pursuant to the Joint Venture Agreement between the parties, the escrowed funds having been exhausted at this time. The funds are being provided by KGHM on behalf of Abacus as a loan, which is only repayable should commercial production commence.

The results of these technical studies were incorporated into an Environmental Assessment Application/ Environmental Impact Statement ("EA Application/EIS") which was filed in September 2015 with the British Columbia Environmental Assessment Office ("BCEAO") for a completeness review. Following the completeness review the EA Application/EIS was submitted on January 18, 2016 for technical review by the regulators. The review process was expected to conclude in late 2016, but due to the large number of requests and questions from the public, First Nations and the working group reviewing the application on behalf of various governments, the review was suspended on May 4, 2016 at the request of KGHM Ajax. The review was restarted on March 30, 2017 at the request of KGHM Ajax.

In addition to completing the EA Application/EIS, KGHMI also completed an updated NI 43-101 compliant Feasibility Study (the "updated FS") for the Ajax deposit on January 13, 2016, which incorporated an updated reserve and significantly updated engineering. Several significant changes were introduced to the scope and layout of the project which yielded positive economic, processing and environmental parameters for the Ajax Project.

Economic Highlights of the 2016 FS (in US$ unless otherwise indicated)

- Total proven and probable mineral reserves of 426 million tones containing 2.7 billion lbs Cu, 2.6 million oz Au, and 5.3 million oz Ag, at an average life of mine (LOM) head grade of 0.29% Cu, 0.19 g/t Au, and 0.39g/t Ag*
- 18-year mine life at an average nominal processing rate of 65,000 tonnes per day (t/d) at an overall stripping ratio of 2.65:1
- Average annual production of copper and gold in concentrate of 58,000 tonnes Cu and 125,000 oz Au
- Average mine operating costs of $1.5/t; average process operating costs of $4.31/t
- Initial capital expenditures of $1.307 billion
- Pre-tax NPV (8%) = $429.4 M   Pre-tax NPV (5%) = $872.5 M
- Pre-Tax IRR 13.4%; payback (years) 6.5

**Based on LOM metal prices of Cu: US$3.21/lb, Au: US$1,200/oz, Ag: US$17/oz*

Key Changes in the 2016 FS from the 2012 FS include:

- Project site relocation from the north to the south side of the mine pit
- Change in tailings technology to thickened tailings
- Change in mining plans from 60,000 t/d to 65,000 t/d, and the replacement of the in-pit semi-mobile crushing stations with a single, fixed primary crushing station
- Addition of a fine ore stockpile
- Adjustments to the site water management plan to accommodate facility relocation and tailings storage facility redesign
- Further definition of mineral resource and mineral reserves

With an ongoing strategy of engaging the community and First Nations, KGHM Ajax has provided extensive information to the local community and First Nations groups. Agreements have been signed with the Stk'emlupsemcte Secwepemc ("STS"), represented by the Tk'emlups and Skeetchestn First Nations bands for a Cultural Heritage Study and a Memorandum of Understanding ("MoU"). Consultations continue with the STS towards aligning an Impacts Benefits Project Agreement ("IBA"). The IBA would define the mutual responsibilities between KGHM Ajax and the STS in connection with the benefits, construction, operations, and closure of the Ajax project.

The focus of the 2016 program on the Ajax Project was to continue the required work to support the EA application and prepare responses to comments on the EA application from the regulators and the public and then provide them to the BCEAO and Canadian Environmental Assessment Agency ("CEAA"). In addition, consultation and negotiation with First Nations continued with a view to completing Project Agreements.

On March 29, 2017, the Ajax Project was notified by the BCEAO that, as a result of the satisfactory completion of information and materials in response to issues raised by multiple stakeholders, and in fulfilment of the requirements related to Aboriginal and public consultation, it had lifted its suspension of the 180-day time limit for the application review. This suspension was originally requested by KGHM Ajax to fulfill the requirements to the BCEAO's satisfaction.

The BCEAO also informed KGHM Ajax that, going forward, the CEAA and the BCEAO had agreed to seek a greater level of coordination and to prepare a joint assessment report. This coordinated approach was expected to streamline the process and provide alignment of timelines, ensuring that both jurisdictions consider the same information and avoid duplication. Throughout the period, the CEAA and the BCEAO have acted in coordination on the Ajax Project, co-chairing a technical working group, participating in consultation with Aboriginal groups and coordinating public comment periods.

To provide the process certainty for the remainder of the EA and to ensure federal- provincial timeline alignment consistent with a coordinated process, the provincial review period was extended by an additional 110 days. Inclusive of the extension was a 30-day public comment period on the joint assessment report and any draft provincial EA Certificate conditions ending on October 10, 2017, as well as a 45-day period for provincial Ministers to make a decision as to whether to issue an EA Certificate for the Ajax Project. Hence the Application review phase concluded in mid-October 2017.

In December 2017, the British Columbia Minister of Environment and Climate Change Strategy and Minister of Energy, Mines and Petroleum Resources announced that they had declined the issuance of an Environmental Assessment Certificate (EA Certificate) for the Ajax project. The Federal Minister of Environment and Climate Change Canada announced at the same time that the Project 'is likely to cause significant adverse environmental effects and cumulative effects to Indigenous heritage and the current use of lands and resources for traditional purposes by Indigenous peoples.' The Federal Minister referred the Project back to the responsible authorities, Fisheries and Oceans Canada and Natural Resources Canada (the "Federal Authorities"), who were tasked with seeking a final decision from Cabinet on whether the Project can proceed. In June of 2018, the Federal Authorities announced that they had rejected the proposed Ajax mine project "because the project is likely to cause significant adverse environmental effects that cannot be justified in the circumstances".

The Provincial and Federal decisions ("Decisions") follow a rigorous and comprehensive six-year environmental assessment review process that was formally initiated in February 2011, involving extensive engagement with provincial and federal government agencies, technical working and community advisory groups, First Nations and a broad array of stakeholder interest groups including thousands of community members who took part.

The Decisions to reject the Ajax Project in view of the highest standards that were consistently met for public consultation and stakeholder engagement was a significant disappointment to the Company; however, in Managements view, the Project is technically sound, viable and economically beneficial for the Kamloops community, First Nations and for the Province of BC and Canada. KGHM Ajax, in consultation with Abacus, are considering the next steps to take on the project

Investment in KGHM Ajax project: KGHM Ajax was formed to facilitate the exploration and development of the Ajax Project located near Kamloops, British Columbia. The Company owns 20% (KGHM: 80%) of the common and voting shares of KGHM Ajax and adjusts for its share of the profits and/or losses of KGHM Ajax as well as any distributions received from KGHM Ajax (none to date).

As a result of the decisions on the EA certificate, KGHM Ajax recorded an impairment loss, reducing the carrying value of the Ajax project at December 31, 2017. At December 31, 2018, the Company's investment in KGHM Ajax was $6,020,943.

**Exploration Expenditures:**

The following table shows the activity by category of exploration expenditures for the years ended December 31, 2018 and 2017:

| Exploration and Evaluation Expenditures | December 31, 2018 ($) | December 31, 2017 ($) |
|---|---|---|
| Drilling | 442,000 | - |
| Consulting and project supervision | 139,273 | 138,216 |
| Other | 44,663 | 9,258 |
| Permitting | 22,088 | - |
| Surveying | 28,900 | 230,915 |
| Claims maintenance | 42,679 | - |
| Mapping | 5,350 | 103,948 |
| **Total** | **724,953** | **482,337** |

**KGHM JV Operations Funding at Ajax Project:**

Under the terms of the JV Agreement, and without dilution to its 20% ownership of KGHM Ajax, the Company requested, beginning in 2015, that KGHM provide the Company's funding of the operations at Ajax as a loan (the "KGHM Loan"). At December 31, 2018, the Company had principal and interest on funds provided by KGHM in the total amount of $15,833,945.

The KGHM Loan is non-revolving, bears interest of 10% per annum, is secured by the investment in KGHM Ajax, and has a maturity date of December 31, 2020. Under the terms of the JV Agreement, if, at the time of maturity of the loan, the commencement of commercial production and the distribution of dividends by the JV to the Company are not sufficient to repay the KGHM Loan, the parties must, in good faith, negotiate an extension. Additionally, should the Company incur debt outside of the KGHM Loan or dispose of assets, in each case in excess of $100,000, any prepayment of the debt is only in the amount of the funds borrowed or sale proceeds received.

**Selected annual information**

The selected information set out below has been gathered from the three most current fiscal years ended and reflects the effects of the Company's transition to IFRS.

| Year ended | Revenue $ | Net loss $ | Loss per share $ | Total assets $ | Non-current liabilities $ |
|---|---|---|---|---|---|
| December 31, 2018 | nil | 3,493,244 | (0.08) | 6,501,806 | 15,833,945 |
| December 31, 2017 | nil | 19,560,862 | (0.51) | 7,017,258 | 14,361,481 |
| December 31, 2016 | nil | 30,074,268 | (0.08) | 23,112,500 | 12,258,118 |

**Results of operations**

During the year ended December 31, 2018, the Company added to its Willow Project in Nevada by entering into an Exploration and Option to Purchase Agreement on the Nev-Lorraine Property on January 1, 2018, thus providing for a larger exploration project combining the properties covered by the Willow Property and the Nev-Lorraine Property agreements. At December 31, 2018 the Company elected to abandon the Tomichi property in Nevada and wrote off all costs relating to the property. At the Ajax Project, the Company continued to focus on monitoring the technical, environmental and permitting activities being performed by KGHMI acting as operator of the Ajax Project. The Company completed financings for total gross proceeds of $1,316,000 for its exploration, operating and general working activities.

*Analysis of the results of operations for the year ended December 31, 2018*

Net general and administrative expenses for the year were $3,081,277 (2017: $3,087,397). Significant differences in the general and administrative expenses for the Period include:

- Consulting and directors' fees decreased to $45,000 as compared with $123,190 in 2017, primarily as a result of change in positions of certain individuals. Directors fees were suspended effective July 1, 2018.
- Exploration and evaluation expenditures increased to $724,953 (2017: $482,337), primarily on activity at the Willow Project.
- Non-cash share-based payments expense of $72,830 was recognized during the year (2017: $335,098).
- Interest expense is in connection with the operations funding at the Ajax project.

During the year, Abacus recorded its share of the loss incurred by KGHM Ajax in its equity investment in KGHM Ajax, as to $369,867 for the year ended December 31, 2018 (2017: $16,469,531, primarily due to the write down of the Ajax project by KGHM Ajax resulting from the Decisions).

**Summary of quarterly results**

The selected information set out below has been gathered from the previous eight quarterly financial statements for each respective three-month financial period and are presented in accordance with IFRS.

| | Revenue ($) | Loss ($) | Loss per share ($) |
|---|---|---|---|
| December 31, 2018 | Nil | 730,927 | 0.01 |
| September 30, 2018 | Nil | 710,779 | 0.02 |
| June 30, 2018 | Nil | 1,157,818 | 0.02 |
| March 31, 2018 | Nil | 893,720 | 0.02 |
| December 31, 2017 | Nil | 17,294,659 | 0.44 |
| September 30, 2017 | Nil | 807,911 | 0.12 |
| June 30, 2017 | Nil | 476,996 | 0.09 |
| March 31, 2017 | Nil | 981,296 | 0.03 |

## Liquidity

The Company's cash and cash equivalents are comprised of bank deposits and a savings account. Accounts payable and accrued liabilities of $173,594 are due in the first quarter of 2019. At December 31, 2018, the Company had cash and cash equivalents, and amounts receivable of $202,003 and $3,456, respectively. Cash used in operating activities for the year ended December 31, 2018 was $1,416,245.

The ability of the Company to continue is dependent upon the Company's ability to generate future profitable operations and receive continued financial support from its development partner and shareholders, primarily by way of loans from KGHM and from equity financing. The Company will need to raise or borrow money for its activities. Current sources of future funding are undetermined, and management will continue to review potential financings options as the need arises. There is no certainty that the Company will be able to receive continued financial support in the future. Management believes that even with the financings completed in the Period, the Company will need external financings in order to fund further exploration.

## Capital resources

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares.

In the management of capital, the Company includes the components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

There were no changes in the Company's approach to capital management during the year ended December 31, 2018 compared to the year ended December 31, 2017. The Company is not subject to externally imposed capital requirements.

**Off balance sheet arrangements**

The Company does not have any off-balance sheet arrangements.

**Compensation of Key Management Personnel**

Key management personnel consist of Paul G. Anderson (President and COO, effective November 6, 2017), Michael McInnis (CEO and President until November 5, 2017, a Director of the Company, and, effective November 5, 2017, Executive Chairman), Jeannine Webb (CFO and Corporate Secretary), and Thomas McKeever, Kerry Spong and John McConnell (independent, non-executive Directors of the Company). Sean Harvey did not stand for re-election as Director at the Company's Annual General Meeting held on January 31,2019.

The remuneration of key management personnel during the periods ended December 31, 2018 and 2017 is summarized as follows:

| **Management's and director's compensation** | December 31, 2018 | December 31, 2017 |
|---|---|---|
| | **($)** | **($)** |
| Accounting | 29,656 | 40,938 |
| Consulting and contract wages | 353,951 | 177,667 |
| Share based payments | 61,021 | 324,788 |
| Directors' fees | 45,000 | 90,000 |
| | 489,628 | 633,393 |

During the year ended December 31, 2018, the Company was charged, by a company with directors in common $34,800 in respect of rent (2017: $16,000).

**Outstanding share data**

*Share consolidation*

At the Special General Meeting held on April 25, 2017, the Company received shareholder approval to consolidate its issued and outstanding common shares on the basis of one post-consolidation common share for every six pre-consolidation common shares. Regulatory approval having been received, the common shares of the Company commenced trading on the TSX-V on a post-consolidated basis on May 1, 2017. There was no change to the Company's trading symbol on the TSX-V. All securities discussed below are on a post-consolidation basis.

*Securities issuances:*

- The Company closed non-brokered private placements on April 3 and November 23, 2018 for total gross proceeds of $1,315,700 as follows:

| | | |
|---|---|---|
| Closing Date | April 3, 2018 | November 23, 2018 |
| Gross Proceeds | $828,500 | $487,200 |
| Shares Issued | 4,142,500 | 4,872,000 |
| Warrants Issued | 4,142,500 | 4,872,000 |
| Warrant Exercise Price | $0.30 | $0.20 |
| Warrant Expiry Date | April 3, 2021 | November 23, 2021 |

| | | |
|---|---|---|
| Finders' Fees | | |
| Cash | - | $4,529 |
| Finders' Warrants | - | 45,920 |
| Exercise Price | - | $0.200 |
| Expiry Date | - | November 23, 2021 |

The finders' warrants were valued at $3,593.

- On February 7, 2018, in connection with the Willow Option Agreement, the Company issued 41,667 common shares of the Company. The shares were valued at $9,167.

*Stock options:*
On April 19, 2018, the Company granted options allowing for the purchase of up to, in the aggregate, 447,500 common shares of the Company at $0.22 per share until April 19, 2023, to employees, consultants, directors and officers of the Company. The grant date fair value was estimated using the Black-Scholes option pricing model with the following weighted average assumptions: risk-free interest rate of 2.12%, expected life of five years, expected volatility of 178.01% and dividend yield of 0%. The total amount of share-based payments expense is calculated at $89,726, of which $67,200 was recognized during the year ended December 31, 2018.

Pursuant to the vesting of options granted in prior years, the Company recognized $5,630 in share-based payments during year ended December 31, 2018.

*Warrants:*
On April 3, 2018, the Company issued warrants allowing for the purchase of up to, in the aggregate, 4,142,500 common shares of the Company at $0.30 per share until on April 3, 2021, and on November 23, 2018, warrants allowing for the purchase of up to, in the aggregate, 4,872,000 common shares of the Company at $0.20 per share until November 23, 2021. As the fair value of the shares exceeded the consideration received, no residual amount existed, and the warrants were valued at $Nil. On November 23, 2018, the Company also issued warrants to finders, allowing for the purchase of up to, in the aggregate, 45,920 common shares of the Company at $0.20 per share until November 23, 2021, which warrants were valued at $3,593.

As at the Report Date the Company had the following common shares, stock options and warrants outstanding:

| | |
|---|---|
| Common shares | 48,290,776 |
| Stock options | 3,167,495 |
| Warrants | 10,701,457 |

**Proposed transactions**

There are no proposed transactions to be reported.

**Subsequent Events**

- On February 19, 2019, in connection with the Willow Property Option Agreement, the Company issued 41,667 common shares of the Company.

- At the Company's Annual General Meeting held January 31, 2019, the Shareholders approved the repeal of the "20% fixed" stock option plan dated May 28, 2009 and the implementation of a "10% rolling" stock option plan (the "Rolling Plan"), pursuant to which the Board of Directors has the discretion to grant options for up to a maximum of 10% of the issued and outstanding share capital amount. Options granted must be exercised no later than ten years from date of grant or such lesser period as determined by the Company's Board of Directors, and the exercise price to be set by the Board at the time such option is granted and in accordance with the rules of the Exchange. Options vest at the discretion of the Board, with the exception of options granted to parties providing investor relations services, which options will vest in equal quarterly intervals over a term of no less than 12 months from the date of the grant. The Rolling Plan further provides that at any such time the Exchange rules differ from specific terms of the Rolling Plan, then the rules of the Exchange shall apply.

## Financial instruments

*Classification*
Effective January 1, 2018, the Company classifies its financial assets in the following measurement categories:

(i) those to be measured subsequently at fair value (either through other comprehensive income ("OCI") or through profit or loss), and
(ii) those to be measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For marketable securities that are not held for trading, the Company has made an irrevocable election to account for the equity investment at fair value through other comprehensive income ("FVTOCI").

*Recognition and derecognition*
Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Company commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

*Measurement*
At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

*Equity instruments*
Equity instruments that are held for trading are classified as FVTPL. Other equity instruments are carried at FVTPL unless upon initial recognition the Company makes a one-time irrevocable election to designate them as FVTOCI. Unrealized gains and losses arising from changes in fair value are recognized in other comprehensive income

with no subsequent reclassification to profit or loss upon derecognition. Realized gains and losses recognized upon derecognition remain within accumulated other comprehensive income.

**Credit risk**

The Company manages credit risk, in respect to its cash and cash equivalents, by purchasing highly liquid, short-term investment-grade securities held at major Canadian financial institutions. Concentration of credit risk exists with respect to the Company's cash and cash equivalents as all amounts are held at a single major Canadian financial institution. The Company's concentration of credit risk and maximum exposure thereto is as follows:

| Concentration of credit risk and maximum exposure | | December 31, 2018 | | December 31, 2017 |
|---|---|---|---|---|
| Bank accounts | $ | 202,003 | $ | 105,597 |
| Savings account | | - | | 375,000 |
| Restricted cash | | 26,041 | | 26,000 |
| | $ | 228,044 | $ | 506,597 |

**Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty meeting obligations associated with financial liabilities. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated financing and investing activities. Accounts payable and accrued liabilities of $173,594 (December 31, 2017: $58,047) are due in the first quarter of 2019. At December 31, 2018, the Company had cash and cash equivalents, and accounts receivable of $202,003 and $3,456, respectively, which is sufficient to satisfy the expected requirements for the first quarter of 2019.

**Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) *Interest rate risk*

(a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

(b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company is not susceptible to interest rate risk since the KGHM loan is fixed at 10%.

(ii) *Foreign currency risk*

The Company operates primarily in Canadian dollars, but holds minimal foreign currency, and thus is exposed to foreign currency risk.

(iii) *Other price risk*

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk.

The Company is not currently exposed to other price risk.

**Changes in accounting policies**

Other than the adoption of new accounting policies as described below, the same accounting policies have been used in the preparation of the Financial Statements as those used in the audited annual consolidated financial statements and reflect all the adjustments necessary for the fair presentation in accordance with IFRS of the result of the period presented.

**New accounting standards**

The Company has adopted the following new standards, along with any consequential amendments, effective January 1, 2018. These changes were made in accordance with the applicable transitional provisions and did not impact the Company's consolidated financial statements.

- IFRS 2, "Share-based payment" (amended standard) is effective for annual periods beginning on or after January 1, 2018.
- IFRS 9, "Financial Instruments: Classification and Measurement" is effective for annual periods beginning on or after January 1, 2018. The Company adopted IFRS 9 retrospectively, without restatement of prior year financial statements. IFRS 9 replaces the provisions of IAS 39, Financial Instruments: Recognition and Measurement ("IAS 39") that relate to the recognition, classification, and measurements of financial assets and financial liabilities, derecognition of financial instruments and impairment of financial assets. IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The approach in IFRS 9 is based on how the Company manages its financial instruments and the contractual cash flow characteristics of the financial asset. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9. The application of IFRS 9 did not impact the Company's classification and measurement of financial assets and liabilities, and there was also no impact to the carrying value of any of the Company's financial assets or liabilities on the date of transition.
- IFRS 15, "Revenue from Contracts and Customers": is effective for annual periods beginning on or after January 1, 2018.

Accounting Standards Issued but not yet in Effect

- IFRS 16, "Leases": is effective for annual periods beginning on or after January 1, 2019.

The Company has evaluated the impact of these new and amended standards on its financial statements. The impact is not expected to have a material impact on the statements of financial position or results of operations of the Company.

**Risks and uncertainties**

The Company's principal activity is mineral exploration and development, which is speculative and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in the exploring of its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage are also very substantial. The Company has a history of incurring losses and deficits, and is subject to a number of risks and uncertainties due to the nature of its business and present stage of explorations, such as, but not limited to, exploration, market, commodity prices, Aboriginal land claims, title, limited financial resources, share price volatility, key personnel, competition, environmental and regulatory requirements, uninsurable risks and critical accounting estimates.

The following sets out the principal risks faced by the Company:

Title: Although the Company has taken steps to verify the title to mineral properties in which it or KGHM Ajax have an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Aboriginal Land Claims: Aboriginal rights may be claimed on properties or other types of tenure with respect to which mining rights have been conferred. The Company is aware of the mutual benefits afforded by cooperative relationships with indigenous people in conducting exploration activity and is supportive of measures established to achieve such cooperation. The outcome of any aboriginal land claims cannot be predicted, and if successful, would have a significant adverse effect on the Company.

Foreign Countries and Regulatory Requirements: Currently, the Company hold claims, has entered into an exploration and option agreement to lease unpatented mining claims, and has entered into a right and option agreement to earn an interest in certain claims, in the United States. Consequently, the Company is subject to certain risks associated with foreign ownership, including currency fluctuations, inflation, and political risk. Mineral exploration and mining activities and production activities in foreign countries may be affected in varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to disputes and/or conflicts between State and Federal legislations and regulations, community rights, restrictions on production, price controls, export controls, restriction of earnings, taxation laws, expropriation of property, environmental legislation, water use, labour standards and workplace safety.

Limited Financial Resources and Going Concern: The Company has no significant source of operating cash flow and no revenues from operations. The Company has limited financial resources, no operating revenues and its ability to continue operating as a going concern is dependent upon management's success in raising additional monies to sustain the Company until cash flow from operations is adequate to sustain the Company's viability. Substantial expenditures are required to be made by the Company and/or its development partners to establish ore reserves and develop a mining operation. Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. At present, the Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing exploration budgets.

Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's projects and the Company may become unable to carry out its business objectives. The Financial Statements contain a note that indicates the existence of material uncertainties that raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to fund its mineral properties through the issuance of capital stock or joint ventures, and to realize future profitable production or proceeds from the disposition of its mineral interests.

While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a materially adverse outcome on the Company and its securities, and its ability to continue as a going concern.

Exploration and Development of Properties and Operations: The property interests owned by the Company or KGHM Ajax, or in which it may have an interest, are currently in the exploration and evaluation stages and have no ongoing mining operations. Mineral exploration and development involves a high degree of risk and few properties are ultimately developed into producing mines. The Ajax Project is located on the southwest side of Kamloops, BC and is progressing through the preliminary steps of the environmental assessment process administered jointly by the provincial Environmental Assessment Office and the federal Canadian Environmental Assessment Agency. The proposed infrastructure will be located primarily on private land owned by KGHM Ajax, with some utilization of crown land. The Ajax Project has been designated as a Major Resource Project and constitutes a reviewable project under the Canadian Environmental Assessment Act, in addition to requiring a number of provincial permits before construction can begin. KGHM Ajax has engaged environmental experts and consultants and is committed to working in consultation with the community, First Nations and government agencies to identify areas of environmental concern, and to developing local policies and procedures that minimize the impact of mining on surrounding areas. There can be no assurance that any necessary environmental approvals will be granted in a timely manner in respect of any property interests owned by the Company or KGHM Ajax, or in which the Company may have an interest.

Mineral exploration and mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of base metals and other minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. The financing, exploration, development and mining of any of the Company's properties is furthermore subject to a number of macroeconomic, legal and social factors, including commodity prices, laws and regulations, political conditions, currency fluctuations, the ability to hire and retain qualified people, the inability to obtain suitable adequate machinery, equipment or labour and obtaining necessary services in jurisdictions in which the Company operates. Unfavourable changes to these and other factors have the potential to negatively affect the Company's operations and business.

Share Price Volatility, Price Fluctuations and Commodity price: The price of the common shares, financial results and exploration, development and mining activities of the Company or KGHM Ajax may in the future be significantly adversely affected by declines in the prices of base and precious metals. Metal prices fluctuate widely and are affected by numerous factors beyond the Company's control. There can be no assurance that such price fluctuations will continue, or that investors' evaluations, perceptions, beliefs and sentiments will continue to impact these target commodities. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities. There can be no assurance that these price fluctuations and volatility will not continue to occur.

Key personnel: Other than in respect of the Joint Venture, the Company's operations are dependent to a large degree on the skills and experience of certain key personnel. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a materially adverse outcome on the Company and its securities.

Competition: Significant and increasing competition exists for the opportunity to acquire or acquire an interest in the limited number of mineral properties available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional interests in attractive mineral properties on terms it considers acceptable.

Environmental and Other Regulatory Requirements: The mining, processing, development and mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards, mine safety, land use, toxic substances, land claims of local people and other matters. These laws and other governmental policies may affect investments of the Company and/or its shareholders.

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

Market: The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

Uninsurable: The Company and its subsidiaries may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

Critical Accounting Estimates: In the preparation of financial information, management makes judgments, estimates and assumptions that affect, amongst other things, the carrying value of its mineral property assets. All deferred mineral property expenditures are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, a provision is made for the impairment in value. Management's estimates of exploration, operating, capital and reclamation costs, if any, are subject to certain risks and uncertainties which may affect the recoverability of mineral property costs. Although management has made its best estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its properties. The Company also uses the Black-Scholes Option Pricing Model in relation to share based payments. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options granted/vested during the period.

Legal proceedings: On September 21, 2015, Chief Ignace and Chief Gottfriedson, on behalf of the Stk'emlùpsemcteSecwepemc of the Secwepemc Nation, (the "SSN") filed a Notice of Civil Claim in the BC Supreme Court, naming the Provincial and Federal governments and KGHM as defendants. SSN seeks declarations of Aboriginal rights and title over a portion of their traditional territory, focused on the Ajax Project area, damages for infringements of those Aboriginal rights and title, and interim and permanent injunctions preventing activities in relation to the Ajax Project.The Company is not a defendant, and has been advised that KGHM is receiving legal advice in respect of this matter.

On behalf of the Board,

*"Paul G. Anderson"*

Paul G. Anderson, President & COO