



**Discovery Harbour Resources Corp.**

Management Discussion and Analysis

*For the period ending June 30, 2018*

## **1.1 DATE OF REPORT** August 27<sup>th</sup>, 2018

## **1.2 OVERALL PERFORMANCE**

### *General*

The following Management Discussion and Analysis or MD&A of Discovery Harbour Resources Corp. ("the Company" or "Discovery Harbour") (formerly CVC Cayman Ventures Corp.) has been prepared as of August 27<sup>th</sup>, 2018, should be read in conjunction with the unaudited interim consolidated financial statements including the notes thereto for the period ending June 30, 2018, and audited financial statements for the years ended September 30, 2017 and 2016 and related notes attached thereto, which are prepared in accordance with IFRS.

All financial results presented in this MD&A are expressed in Canadian dollars unless otherwise indicated.

### **Description of Business**

The Company is a mineral exploration company building a diversified project/investment portfolio of quality assets in low risk jurisdictions. The Company has assembled a management team and Board of Directors with the knowledge and experience required to advance exploration successes through to development and production. The Company takes a broad view with respect to the acquisition of projects of merit. However, the methods employed to obtain an interest in or ownership of projects of significance is limited by the financial resources which the Company can bring to bear on each project and its ability to negotiate acquisition agreements on reasonable terms.

### **Forward Looking Information**

Certain statements in this Management Discussion and Analysis constitute forward-looking statements under applicable securities legislation. Forward-looking statements are statements and information with words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose" or similar words suggesting future outcomes or outlook. Forward-looking statements or information in this Management Discussion and Analysis include, but are not limited to, statements regarding:

- Business objectives, plans and strategies;
- Exploration objectives, plans and strategies; and,
- Certain geological interpretations and expectations.

Such forward-looking statements or information are based on a number of assumptions which may prove to be incorrect. In addition to other assumptions identified in this Management Discussion and Analysis, assumptions have been made regarding, among other things:

- The ability of the Company to continue to fund its operations through financings, options and joint ventures;
- The ability of the Company to obtain equipment, services and supplies in a timely manner to carry out its activities;
- The level of exploration activities and opportunities;
- The ability of the Company to retain access and develop its mineral claims; and
- Current and future mineral commodity prices.

Although the Company believes that the expectations reflected in such forward-looking statements or information are reasonable, undue reliance should not be placed on forward-looking statements because the Company can give no assurance that such expectations will prove correct. Forward-looking statements or information are based on current expectations, estimates and projections that involve a number of risks and uncertainties which could cause actual results to differ materially from those anticipated by the Company and described in the forward-looking statements or information. These risks and uncertainties include but are not limited to:

- Uncertainties regarding financings and funding;
- The ability of management to execute objectives, plans and strategies;
- Exploration, development and operational risks inherent in the mining industry;
- Market conditions;
- Risks and uncertainties inherent in geology and exploration for deposits;
- Potential delays and changes in plans;
- The Company's ability to retain land tenure;
- General economic and business conditions;
- Possibility of governmental policy changes;
- Changes in First Nations policies; and
- Other risks and uncertainties described within this document.

The forward-looking statements or information contained in this Management Discussion and Analysis are made as of the date hereof and the Company undertakes no obligation to update publically or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities law.

Discovery Harbour is currently in the process of considering financing strategies to obtain the necessary funds to explore the Caldera precious metal project which is described below.

### **Significant Changes**

On March 14, 2017, Mr. Bruno Hegner resigned as a CEO, President and Director of the Company.

On March 14, 2017, Mr. Mark Fields was appointed as an interim President and CEO of the Company.

On July 7, the Company consolidated its common shares on a 3 to 1 basis. The number of outstanding shares after the consolidation is 17,797,840.

On July 12, 2017, Mr. Michael Senn resigned as the Senior Executive Vice President and Director of the Company.

Mr. James Cross, having been appointed President of the Company on September 11, 2017, resigned as President on October 11, 2017 and Mark Fields, currently a director and Interim CEO, was appointed Interim President on the same date.

On July 23, 2018 the Company announced it had closed a private placement financing of 6,000,000 units at \$0.05 per unit for gross proceeds of \$300,000. Each unit consists one common share and one common share purchase warrant. Each warrant is exercisable at a price of \$0.10 per warrant share for a period of two years from the date of closing. No finders fees were paid for the private placement. Insiders of the Company subscribed for a total of 1.8 million units under the financing.

On August 15, 2018 the Company announced it had entered into a letter of intent to acquire 56 mineral claims contiguous to its Caldera epithermal gold project in Nevada. The acquisition will expand the Caldera project to cover additional gold targets, including extensions of previously identified gold targets. The targets feature structures, a distinct magnetic trough and alteration patterns consistent with the low sulphidation epithermal system the Company is focused on at Caldera. The Company is currently planning its 2018 work program. Under the terms of the letter of intent the Company has the right to acquire an 100% interest, with no royalties, in the 56 claims by issuing 2,000,000 common shares. The acquisition is subject to a 30 day due diligence period and acceptance by the TSX Venture Exchange.

### **Significant Acquisitions and Dispositions**

#### **Caldera Valley Precious Metal Project – Nevada USA**

As announced in a press release dated November 23, 2016, the Company entered into an Exploration License and Option To Purchase Agreement with Genesis Gold Corporation ("GGC") to acquire a 100% interest in two gold projects in the State of Nevada, USA (the "Projects", a "Project", "Properties", or a "Property" depending on context). A 90 day time allotment from the November 18, 2016 execution date was set during which timeframe, the Company had to secure financing for exploration. The Company terminated its option on the second gold project, Jersey Valley, in 2017 and remains focused on the first Project: Caldera.

On February 27, 2017, the Company announced a three-month extension, to May 18, 2017, to the Exploration License and Option to Purchase Agreement with GGC. This extension allowed the Company to raise capital needed for the exploration of the Caldera Project in Nevada.

On March 30, 2017, the Company announced it had agreed again to amend the original agreement with GGC to acquire the Caldera Project. In this agreement, further amendments were made to the terms of the original exploration license and option to purchase agreement ("Original Agreement"). All news releases may be viewed on SEDAR.

The second amendment achieved the following (all dollars are \$US):

- The due date for the second advance royalty payment of \$15,000 (paid) was extended to June 30, 2017;
- The net smelter return royalty ("NSR") was reduced to a fixed 2%; and
- The \$3,000,000 purchase price contemplated was eliminated. Instead, the payments will consist solely of the annual advance royalty payments, and such NSR as would be due.

The Company will receive title to the Caldera Property when the sum of the advance royalty payments reaches \$400,000. The Company was required to and did issue to GGC 500,000 (post consolidation 166,667) share purchase warrants exercisable within three years of the date of grant. Each warrant entitles the holder to purchase one common share of the Company for CAD\$0.05. (post consolidation \$0.15). Except as amended, the Original Agreement remains unchanged.

The Company performed reviews and the due diligence of thirty-nine advanced base and precious metal exploration projects during the second, third and fourth quarters of 2016. As a result, the Company has determined that the best opportunity for success lies in the large areal expanse of ore-grade gold values from surface samples and drilling and the inference there of the existence of a significantly large and well-mineralized, undiscovered source within the Caldera Project boundaries.

The Caldera Project datasets were re-evaluated by Don Merrick and John Zimmerman of GGC, prior to the Company's acquisition (for more information on GGC, please see [www.genesisgoldcorp.com](http://www.genesisgoldcorp.com)).

The Caldera Project is classified as a low-sulfidation, epithermal gold system, occurring near the periphery (crater rim) of a Tertiary-aged volcano. Historical, small-scale mining was primarily focused on gold-silver occurrences contained in thin veins with Bonanza-style gold and silver grades. Historical production figures have not been presented and are not available in researched literature for the project.

On January 4, 2018, the Company acquired, through staking, an additional 163 mineral claims to expand its property position at the Caldera Project. As described above the Company has entered into a letter of intent to acquire a further 56 mineral claims to further expand the property. The Company now controls a total of 219 mineral claims over an area of approximately six km by five km covering multiple gold targets. Additionally, a mapping program completed in the fall of 2017 successfully delineated a number of structures and alteration patterns, including low temperature clay minerals that are key elements to identify an epithermal gold deposit on the Caldera Project.

## **Corporate Management**

Discovery Harbour operates efficiently with a minimal staff and modest office space in Vancouver (CFO and interim President/CEO). Its interim President/CEO and its CFO manage its day to day operations and corporate activities.

## **Mineral Properties**

## Caldera Precious Metal Project – Nevada USA

The Original Agreement to acquire 100% of the Caldera Project between the Company and GGC was executed on November 23, 2016. The general terms of the Original Agreement, as amended, were as follows (all dollar amounts are in US):

1. the Company shall make advanced royalty payments to GGC as follows:

<b>Advance Minimum Royalty</b>	<b>Caldera</b>
On signing	(paid ) \$5,000
90 Days after signing	(paid) \$15,000
1 <sup>st</sup> Anniversary	(paid) \$30,000
2 <sup>nd</sup> Anniversary	\$50,000
3 <sup>rd</sup> Anniversary	\$75,000
4 <sup>th</sup> Anniversary	\$100,000
5 <sup>th</sup> Anniversary	\$125,000
6 <sup>th</sup> Anniversary and thereafter	\$150,000

On February 27, 2017, the Company announced in a press release that it received a three month extension to the Original Agreement with GGC to May 18, 2017 which allowed the Company to raise capital needed for the exploration of the Caldera project in Nevada.

Beginning with the payment due on the fifth Anniversary date, all annual payments will be adjusted at the rate of inflation shown in the U.S. Consumer Price Index (“CPI”) using the CPI on the fourth Anniversary date as the basis for adjustment for the remainder of the agreement term. All dollar values noted above are stated in U.S. currency.

2. As further consideration for granting the option under the Original Agreement, the Company shall make additional payments as follows:
  - a) During the term of the option, the Company shall pay rentals for the unpatented mining claims to the Bureau of Land Management sufficient to keep the properties in good standing. Should the Company decide to terminate the option on any part of the Property on or after 15 June of any year, the Company will be responsible for making rental payments in that year.
  - b) Within 6 months of the date of signing of the agreement, the Company will use its best efforts to issue to GGC 200,000 (post consolidation 66,667) (issued) share purchase warrants at the Company’s then current share price, plus CAD\$0.05. (post consolidation \$0.15).
3. GGC will grant the Company the exclusive and irrevocable option to purchase a 100% interest in one or both projects comprising the Property during the term of the agreement. The total purchase price to be paid is three million dollars (US\$3,000,000) for each project comprising the Property. Beginning with the fifth Anniversary date, the purchase price will also be adjusted at the rate of inflation shown in the CPI using the CPI on the fourth Anniversary date as the basis for adjustment for the remainder of the term.
4. In addition to the purchase price, GGC shall retain, when the gold price is less than US\$1600, a 2% net smelter return royalty, and where the gold price is equal to or more than US \$1,600.00, a net smelter royalty of 3%.
5. There are no work commitments.

On April 4, 2017, the Company announced it had entered into a second amendment agreement with Genesis Gold Corporation to acquire the Caldera Project. With this, the parties agreed to amend further several terms of the Original Agreement.

The second amendment achieves the following (all dollars are \$US):

- The due date for the second advance royalty payment of \$15,000 (paid) has been extended to June 30, 2017;
- The NSR was reduced to a fixed 2%; and
- The \$3,000,000 purchase price contemplated was eliminated. Instead, the payments will consist solely of the annual advance royalty payments, and such NSR as would be due.

The Company will receive title to the Caldera Property when the sum of the advance royalty payments reaches \$400,000. The Company was required to and did issue to GGC, 500,000 (post consolidation 166,667) share purchase warrants exercisable within three years of the date of grant. Each warrant entitles the holder to purchase one common share of the Company for CAD\$0.05. (post consolidation \$0.15) Except as amended, the Original Agreement remains unchanged.

The Caldera Project is located west of the Round Mountain gold mine (Kinross Gold) and in the foothills of the Shoshone Range. Its location is nearly equidistant from the Round Mountain, Paradise Peak, Monte Cristo, Northumberland, Manhattan and Tonopah districts from which over 30 million ounces of gold have been collectively produced. Most of these deposits are classified as low sulfidation epithermal gold systems.

In outcrop and from historical drilling, the gold mineralization at Caldera exhibits the same characteristics of low sulphidation systems. The targets feature structures, geochemical signatures, alteration characteristics and a distinct magnetic trough in certain areas consistent with a low sulphidation epithermal system. The Company is currently planning its 2018 and 2019 work programs.

Good road access to the Caldera Project is present.

The Caldera Project has a NI 43-101 report completed by other explorers (Caldera – NI 43-101 Report dated February 21, 2005).

### **Project Exploration Focus and Concepts**

Caldera hosts strong epithermal gold mineralization and very significant gold pathfinder element geochemistry (rock and soil) exposed at surface, in shallow workings and in drill intercepts. These results all support the likelihood that very significant gold mineralization may occur at depth, within and above the 'boiling zone' where circulating, low temperature groundwater aquifers have interacted with magmatic heat, raising temperatures to allow gold to be deposited as veining, void fillings and as disseminated and stratabound mineralization in chemically favorable and structurally prepared host lithologies.

Drilling at Caldera has not been deep enough to test for this boiling zone-related mineralization. This will be the focus of the Company's exploration efforts, however, the initiation and scope of any future the Company exploration program shall be subject to the Company's ability to raise capital in accordance with the time period set out in the agreement with GGC.

### **Other Potential Projects**

The Company continues to undertake due diligence programs for the thorough review of new precious metal (gold-silver) project acquisitions with a focus is on properties in the State of Nevada. Any future transaction will be determined by the quality and merit of a project and the ability of the Company to adequately finance any necessary exploration, development, purchase or sale.

Mark Fields, P.Geo., is the Qualified Person for the Company as described in National Instrument 43-101 and has reviewed and approved the technical contents contained herein. All results and data provided in herein with respect to the Caldera Project has been extracted from the Company's fieldwork, NI 43-101 reports and data / reports furnished by GGC.

### 1.3 SELECTED FINANCIAL INFORMATION

	September 30, 2017	September 30, 2016	September 30, 2015
Total revenues	\$ -	\$ -	\$ -
Income (loss) before other items	(217,843)	(342,645)	(750,642)
Net income (loss)	(227,193)	(1,417,136)	(7,154,928)
Income (loss) per share basic and diluted	(0.01)	(0.02)	(0.13)
Total assets	\$ 146,831	\$ 133,100	\$ 1,475,674

### 1.4 RESULTS OF OPERATIONS

These interim consolidated financial statements including comparatives, have been prepared in accordance with International Accounting Standards (“IAS”) 34 ‘Interim Financial Reporting’ (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”).

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value.

Currently the Company has no producing properties and consequently has no sales and earns no revenue. To date the Company has been entirely dependent on equity markets and, in limited cases, convertible debt and loans (see discussion under the heading “LIQUIDITY - *Financing Activities*”), to finance all of its activities and the management anticipates that it will continue to rely on these sources of funding for its exploration expenditures and to meet its ongoing working capital requirements.

The Company recorded a net loss for the period ended June 30, 2018 of \$73,090 (\$0.00 per share), and comprehensive loss of \$61,750 as compared to a net loss of \$158,076 (\$0.01 per share) and comprehensive loss of \$157,266 for the period ended June 30, 2017. The Company had a cumulative deficit of \$20,288,470 in the current year, as compared to cumulative deficit of \$20,215,380 for the year ended September 30, 2017.

#### *Nine Months Ended June 30, 2018 Compared to Nine Months Ended June 30, 2017*

Total expenses of were \$73,090, a decrease of \$84,986 from the \$158,076 recorded for the comparable period of the prior year.

Accretion expenses of \$5,795 were recorded as result of convertible debenture.

Consulting fees decreased by \$66,416, as consulting fees were charged based on actual hours spent rather than fixed monthly fees. In addition, fewer consultants were working for the Company.

The filing fees decreased by \$9,712. Due to the share consolidation, the Company paid higher filing fees last year.

The foreign exchange gain was \$196. This compared to gain of \$656 for the same period last year. The change resulted from changes in the Canadian and US dollar relative values.

Investor communications expenses increased by \$1,882 due to increased AGM costs.

Legal fees decreased by \$8,915 due to a reduction in the amount of advice sought by management from external counsel during the current period.

Office expenses decreased by \$2,857 due to decreased insurance costs and US office maintenance costs.

Share transfer agent fees decreased by \$3,291. Due to the share consolidation, the Company paid higher fees last year.

### *Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017*

Total expenses were \$18,117, representing a decrease of \$54,407 from the \$72,524 recorded for the comparable period of the prior year.

Consulting fees decreased by \$39,766, as consulting fees were charged based on actual hours spent rather than fixed monthly fees. In addition, fewer consultants were working for the Company.

The filing fees decreased by \$7,924. Due to the share consolidation, the Company paid higher filing fees last year.

Legal fees decreased by \$3,291 due to a reduction in the amount of advice sought by management from external counsel during the current period.

Share transfer agent fees decreased by \$3,366. Due to the share consolidation, the Company paid higher fees last year.

### **1.5 SUMMARY OF QUARTERLY RESULTS**

The following table presents certain selected financial information on a quarterly basis:

Quarter ended	Revenue	Net loss	Comprehensive loss	Net loss per share
	\$	\$	\$	\$
June 30, 2018	0	(18,117)	(13,473)	(0.00)
March 31, 2018	0	(25,982)	(30,032)	(0.00)
December 31, 2017	0	(28,991)	(45,191)	(0.00)
September 30, 2017	0	(69,117)	(45,627)	(0.00)
June 30, 2017	0	(72,524)	(63,614)	(0.00)
March 31, 2017	0	(56,826)	(73,026)	(0.00)
December 31, 2016	0	(28,726)	(20,626)	(0.00)
September 30, 2016	0	(1,206,119)	(1,108,919)	(0.02)

The net loss for the quarter ended September 30, 2016 was \$1,206,119 largely due to the write-off exploration and evaluation property of \$1,021,527.

### **1.6 LIQUIDITY**

As at June 30, 2018, the Company had a working capital deficiency of \$(396,086) as compared to working capital deficiency of \$(161,365) on September 30, 2017.

#### *Cash Flow from Operations*

For the period ended June 30, 2018, the Company had cash out-flow of \$(83,154) from operations compared to \$(166,987) in the comparable period of the previous year.

For the period, the Company decreased accounts receivable by \$932, increased prepaid expenses by \$2,521 and decreased accounts payable by \$14,270.

For the quarter ended June 30, 2018, the Company had cash out-flow of \$(23,844) from operations compared to \$(81,589) in the comparable quarter of the previous year.

For the quarter, the Company decreased accounts receivable by \$988, decreased prepaid expenses by \$2,493 and decreased accounts payable by \$9,208.

#### *Investing Activities*



During the period ended June 30, 2018, net cash from investing activities was \$(161,631) compared to \$(37,863) in the comparable period of the previous year. During the period, the Company spent \$161,631 of deferred mineral property acquisition.

During the quarters ended June 30, 2018 and 2017, there were no investing activities.

### *Financing Activities*

During the period ended June 30, 2018, net cash from financing activities was \$258,640 compared to \$106,870 in the comparable period of the previous year. During the period, amounts due to related parties increased by \$3,150 and loans payable increased by \$255,490.

During the quarter ended June 30, 2018 there were no financing activities.

During the year ended September 30, 2017, the Company closed the non-brokered private placement (the “**Financing**”), of an unsecured convertible debenture (the “**Debenture**”) in the principal amount of \$100,000 with Mr. Gilliam, a director and significant shareholder of the Company. The Debenture is convertible, at the option of the holder, into common shares of the Company on the following terms. The conversion price will be equal to the greater of \$0.05 per common share or the subscription price for each common share in the most recently completed private placement of the Company during the term of the Debenture. The Debenture matures twelve (12) months from the date of the closing of the Financing and bears no interest. The Company also received a non-secured, non-interest bearing due on demand loan of \$97,097 from Mr. Gilliam.

During the period ended June 30, 2018, the Company received a further loan in the principal amount of CDN\$255,490 for working capital purposes and to pay costs associated with the Caldera Project from Mr. Gilliam,. The loan is unsecured and is not interest bearing.

### **Risk Factors**

#### **Exploration and Development**

Exploration for mineral commodities is a speculative venture involving substantial risk. There are no guarantees that the Company’s efforts in exploration will be successful in defining economically feasible deposits. Only a limited number of exploration programs run by mineral exploration companies (including the Company) are and are expected to be successful. The long-term profitability of the Company will in part be directly related to the costs and success of its exploration projects, which may be affected by a number of variables that are beyond the control of the Company.

#### **Financing**

None of the Company’s projects are in production and as such, do not produce revenue. The Company’s ability to conduct its exploration is based on its working capital and on its ability to raise financing necessary to support its activities through equity issuances and through proceeds from future dispositions of its mineral properties, or development and production from its properties. There can be no assurance that the Company will be successful in securing the funding required to support its activities, now or in the future. Failure to raise sufficient funding has caused the Company to suspend exploration activities and eventually may force it to sell or forfeit its interest in its properties. This could ultimately result in the dissolution of the Company. Numerous factors affect the Company’s abilities to raise the necessary capital. Market conditions and fluctuations in investor attitude and commodity prices are two main variables, over which the Company has no control or prior warning. Please see discussion in section 1.7 under the heading “COMMITMENTS”

#### **Mining Operations**

Mining operations involve a high degree of risk and danger. Natural and/or man-made hazards or accidents could cause the Company to be liable for physical or environmental damages and such liabilities could produce adverse financial effects on the Company and its financial position, as well as result in the possible forfeiture of its assets.

## **Economics of Developing Mineral Properties**

Substantial costs are attached to the establishment of economic resources of mineral commodities. Exploration and development expenditure are required to determine the viability of any deposit prior to the extraction of the ore minerals. Although substantial financial benefits are attached to the production of commodities from an economic deposit, there is no assurance that every deposit discovered will contain sufficient quantities or grades to support the required development costs attached to mine and infrastructure construction. Therefore, announcements of apparent ore-grade mineralization from exploration activities, are only the first steps in a long and costly process of bringing a discovery to a production status.

## **Marketability of Commodities**

Precious and base metal exploration and development are speculative and involve high risk. The marketability of these commodities that may be discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, government regulations and permitting issues, commodity pricing, taxation, royalties, land tenure, land use, import and export issues, and environmental permitting. The exact effect of these factors cannot be predicted and any combination of these factors may result in not being able to exploit.

## **Pricing of Commodities**

The future value of the Company will, to some degree, be dependent on the pricing of mineral commodities in the marketplace. Fluctuations in the pertinent commodity prices continuously change and these fluctuations are beyond the control of the Company. Furthermore, although the Company continuously attempts to perceive the direction of commodity pricing and subsequent sales probabilities, the future pricing of mineral commodities remains uncertain and contributes to the high risk of investment in these types of opportunities.

## **Environmental Requirements**

At present, the Company conducts its exploration activities only in the State of Nevada. All phases of its operations are subject to the environmental regulations in that state. All laws and regulations relating to the environment are and must be strictly adhered to in order to avoid penalties and time delays in permit issuances. Environmental legislation and regulation is evolving and, in the future, may result in the enactment of laws and regulations that could negatively impact exploration and development or entirely preclude the development of mines. This would also have a negative material and financial effect on the Company. However, the State of Nevada's laws and regulations do not appear to the Company to impose in the near or long term any restrictive policies that would cause significant harm to the Company nor hinder it from the development of operations there.

## **Competition**

The mining industry (exploration and development) is intensely competitive in all of its phases. The Company competes with numerous other companies possessing greater financial resources and technical facilities. There is no guarantee in the future that the Company may not lose or forfeit a mineral property because of a relative lack of funding, personnel or expertise.

## **Title**

While the Company has registered all its claims and licenses with the appropriate mining authorities and has filed all required documentation needed to keep the claims in good standing, these should not be considered absolute guarantees of irrevocable title to those properties. The Company's properties may also be subject to prior unregistered agreements or transfers and the Company's ownership of these properties may be affected by these or other undetected defects. The Company's properties may include recorded third party claims, which have not been surveyed, rendering uncertainty as to their exact location. The Company may also lose entitlement to claims if certain payments are not made. The Company's title to the Caldera Property is subject to fulfillment of the terms of the Original Agreement.

## **Mining Regulation**

Mining operations are subject to extensive regulation in the jurisdictions in which its projects are located. Future changes made by such authorities could adversely affect the Company's holdings and its ability to mine, as well as mining as a whole. The Company has no control over these possible changes. The Company has not filed for any permit to mine its properties with any governmental unit. However, mining regulations in the State of Nevada are stable and no new alterations or issues have been proposed to legislative changes that would adversely affect any present or future mining operations there.

### **Cash Flow and Ongoing Business**

The Company has not generated any cash flow or earnings to support its activities and there can be no assurance that the Company will generate any earnings or cash flow in the future. If the Company does not generate cash flow, additional external funding will be required to finance the Company's activities. This future funding may not be available or, if available, may not be on terms acceptable to the Company and could result in the Company ceasing to exist.

### **Dilution**

Shareholders will suffer dilution with respect to future private and/or public offerings of the Company's common shares (or securities convertible into common shares).

### **Key Management**

The Company has not purchased any "key man" insurance with respect to any of its directors, officers or key personnel to the date hereof. The loss of the Company's interim President and Chief Executive Officer and any other current senior officer could have an adverse affect on the Company and its business, financial position and prospects.

### **Conflicts of Interest**

Certain of the Company's directors and officers currently, and may in the future, serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties as a director or officer of the Company and their duties as a director or officer of other companies. The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors and officers of conflicts of interest and the Company will rely upon such laws in respect of any director or officer's conflict of interest or in respect of any breaches of duty by any of its directors or officers.

### **Market Volatility**

In the past, there have been instances where the Company's common shares did not trade or where trading was limited. Additionally, the trading price of common shares may be subject to wide fluctuations in response to operating results, results of exploration, market conditions and other events and factors outside the control of the Company. In addition, the stock market has experienced extreme price and volume fluctuations which have affected the market price of junior exploration companies. There can be no assurance that significant price fluctuations will not occur in the future.

## **1.7 CAPITAL RESOURCES**

On July 23, 2018, the Company closed a private placement financing of 6,000,000 units at \$0.05 per unit for gross proceeds of \$300,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at a price of \$0.10 per warrant share for a period of two years from the date of closing. No finders fees were paid for the private placement. Insiders of the Company subscribed for a total of 1.8 million units under the financing.

On October 6, 2017, the Company received a loan in the principal amount of CDN \$125,490 for working capital purposes and to pay costs associated with the Caldera Project from Mr. Richard Gilliam, a director and significant shareholder of the Company. The loan is unsecured and is not interest bearing.

On December 19, 2017, the Company received a loan in the principal amount of CDN \$130,000 for working capital purposes and to pay costs associated with the Caldera Project from Mr. Richard Gilliam, a director and significant shareholder of the Company. The loan is unsecured and is not interest bearing.

## **COMMITMENTS**

On November 18, 2016, the Company entered into the Original Agreement with GGC to acquire a 100% interest in gold projects in the State of Nevada. Amendments were announced on February 27, 2017 and April 4, 2017 as described in the "Mineral Properties" section.

### **1.8 OFF-BALANCE SHEET ARRANGEMENTS**

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

### **1.9 RELATED PARTY TRANSACTIONS**

- (a) During the period ended June 30, 2018, the Company incurred consulting fees of \$nil (June 30, 2017: \$23,287) with directors or former director of the Company.

As at June 30, 2018, \$3,150 (September 30, 2017 - \$nil) was owing to companies controlled by directors and officers of the Company.

- (b) During the period ended June 30, 2018, rent of \$4,500 (June 30, 2017: \$4,500) was paid to a company related by a common officer for shared office premises.
- (c) During the period ended June 30, 2018, the Company incurred accounting fees of \$27,000 (June 30, 2017: \$28,500) with a company owned by an officer of the Company.
- (d) The Company issued a twelve months non-secured, non-interest bearing convertible debenture in the amount of \$100,000 to a director and significant shareholder of the Company (See note 11). The Company also received various non-secured, non-interest bearing loan of \$352,587 with no fixed terms of repayment from this same director and significant shareholder.

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

### **1.11 PROPOSED TRANSACTIONS**

Other than the transactions described in this MD&A, there are no other transactions being proposed by the Company.

### **1.12 CRITICAL ACCOUNTING ESTIMATES**

Critical Accounting estimates represent estimates that are highly uncertain and for which changes in those estimates could materially impact the Company's financial statements. The two critical accounting estimates applicable to the Company are: the measurement and valuation of deferred exploration expenses and mineral properties, and the valuation of options.

### **1.13 CHANGES IN ACCOUNTING POLICIES**

#### **Future accounting changes**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods beginning after October 1, 2017 or later periods. Updates that are not applicable or are not consequential to the Company have been excluded from the list below.

IFRS 9, Financial Instruments: Classification and Measurement, issued in December 2009, effective for annual periods

beginning on or after January 1, 2018, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments. Management anticipates that this standard will be adopted in the Company's financial statements for the period beginning January 1, 2018. The Company is currently evaluating the potential impact of the adoption of IFRS 9.

## SIGNIFICANT ACCOUNTING POLICIES

### (a) Principles of consolidation

The consolidated financial statements include the financial statements of the Company and of the entities it controls, its wholly-owned subsidiaries, 0845837 B.C. Ltd.(active) and Discovery Harbour (USA) LLC (dormant). All significant inter-company balances and transactions have been eliminated.

### (b) Foreign currency translation

The functional currency of the Company and its subsidiary, as determined by management, is the Canadian dollar and this is also the currency in which it presents these financial statements. The Company recognizes transactions in currencies other than the Canadian dollar (foreign currencies) at the rates of exchange prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognized in the consolidated statement of operation and comprehensive operation. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

### (c) Financial instruments

The Company recognizes a financial asset or financial liability when it becomes a party to the instrument's contractual provisions. It initially measures financial assets and financial liabilities at their fair value, adding or deducting directly attributable transaction costs (except for transaction costs directly attributable to acquiring financial assets or financial liabilities at fair value through profit or loss, which it recognizes immediately in profit or loss).

The Company's financial instruments and their classifications, described further below, are as follows:

Financial assets:	Classification:
Cash and cash equivalents	Fair value through profit or loss
Term deposit	Fair value through profit or loss
Accounts and other receivables	Loans and receivables
Investments	Fair value through profit or loss or Available-for-sale
Financial liabilities:	Classification:
Accounts payable and due to related party	Other financial liabilities
Convertible debenture	Amortized cost
Loan payable	Other financial liabilities

#### Financial assets

The Company recognizes and derecognizes all financial assets on the trade date. It derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of its ownership to another entity. It classifies financial assets into the following specified categories: financial assets at 'fair value through profit or loss' (FVTPL), 'held-to-maturity' investments, 'available-for-sale' financial assets and 'loans and receivables'.

It determines the classification at the time of initial recognition, depending on the nature and purpose of the financial assets. The Company does not currently have any financial assets in the held-to-maturity or available-for-sale categories.

The Company's accounting policy for the category of assets and liabilities presently recognized by the Company is

as follows:

#### Fair value through profit or loss

This category comprises assets acquired or incurred for the purpose of selling or repurchasing it in the near future. The Company measures FVTPL financial assets at fair value, recognizing any gains or losses arising from this measurement in the Statement of Loss and Comprehensive Loss.

#### Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. The Company measures loans and receivables at amortized cost using the effective interest method, less any impairment, except for short-term receivables for which recognizing interest would be immaterial. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all transaction costs and other premiums or discounts) through the instrument's expected life (or, where appropriate, a shorter period) to the net carrying amount on initial recognition.

#### Financial liabilities

Company classifies financial liabilities as either FVTPL financial liabilities, or other financial liabilities.

The Company does not currently have any financial liabilities in the FVTPL category.

#### Other financial liabilities

The Company initially measures other financial liabilities, consisting of accounts payable and amounts due to related parties, at their fair value, net of transaction costs, and subsequently at amortized cost using the effective interest method, recognizing interest expense on an effective yield basis.

Other financial liabilities are de-recognized when the obligations are discharged, cancelled or expired.

#### *Impairment of financial assets*

The Company assesses financial assets, other than FVTPL assets, for indications of impairment at the end of each reporting period. For financial assets carried at amortized cost, the amount of any impairment loss is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- the likelihood that the borrower will enter bankruptcy or financial re-organization.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of accounts receivable, where the carrying amount is reduced through the use of an allowance account. When an account receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

#### Financial instruments recorded at fair value

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has

the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices);
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**(d) Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand, and short-term deposits with an original maturity of three months or less and which are readily convertible into a known amount of cash. The Company's cash and cash equivalents are invested with major financial institutions in business accounts. Cash may also be invested in guaranteed investment certificates that are available on demand by the Company for its program. The Company does not invest in any asset-backed deposits/investments.

**(e) Exploration and evaluation expenditures**

The Company capitalizes all costs of acquiring, retaining, evaluating and exploring resource properties or an interest in such properties. Such costs include, but are not limited to, geological consulting, drilling and related expenses, sampling, assay expenditures, geophysical studies and other exploration costs directly related to the development of such properties. The Company expenses costs incurred before obtaining the legal rights to explore an area. It also writes off the accumulated capitalized costs relating to non-productive properties in which it abandons an interest.

The Company expects to amortize the capitalized costs in the future, over the estimated useful life of the producing properties, on a method relating recoverable reserve volumes to production volumes. The current carrying amount, based on capitalized costs, does not necessarily reflect present or future fair values.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete the development of the properties, and on future production or proceeds of disposition.

The Company reviews the recoverability of the carrying values of its exploration and evaluation expenditures at each reporting period.

It recognizes an impairment loss when the carrying value exceeds the recoverable amount, estimated with reference to facts and circumstances including current exploration results and management's assessment of the future probability of receiving positive cash flows from successfully developing or selling the property. Since the Company is in the exploration stage, it has not yet conclusively determined whether the properties have economically recoverable reserves.

**(f) Equipment**

The Company records equipment at cost less accumulated depreciation and accumulated impairment losses. It recognizes depreciation to write off the cost of assets less their residual values over their useful lives, using the following methods and rates:

Furniture and fixtures - 20% declining balance

The Company capitalizes depreciation of equipment used in evaluating and exploring its properties, and recognizes depreciation of all other equipment as part of profit or loss. The Company reviews the estimated useful lives, residual values and depreciation method at each year end, accounting for the effect of any changes in estimate on a prospective basis.

An item of equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Where an item of equipment consists of major components with different useful lives, the components are accounted for as separate items of property, plant and equipment. Expenditures incurred to replace a component of an item of equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

**(g) Loss per share**

The Company calculates basic loss per share by dividing the loss for the year by the weighted average number of common shares outstanding during the year. It calculates diluted loss per share in a similar manner, except that it increases the weighted average number of common shares outstanding, using the treasury stock method, to include common shares potentially issuable from the assumed exercise of stock options and other instruments, if dilutive. In the Company's case, these potential issuances are "anti-dilutive" as they would decrease the loss per share; consequently, the amounts calculated for basic and diluted loss per share are the same.

**(h) Income taxes**

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

**(i) Impairment of long-lived assets**

At the end of each reporting period, the Company reviews the carrying amounts of its equipment and finite life intangible assets, including deferred evaluation and exploration expenditures, to determine whether any indication exists that any of those assets have suffered an impairment loss. If any such indication exists, it estimates the asset's recoverable amount to determine the extent of the impairment loss (if any). Where it is not possible to estimate an individual asset's recoverable amount, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where it can identify a reasonable and consistent basis of allocation, it also allocates corporate assets to individual cash-generating units, or otherwise allocates them to the smallest group of cash-generating units for which it can identify a reasonable and consistent allocation basis. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the Company discounts estimated future cash flows to their present value using a pre-tax discount rate. This rate reflects current market assessments of the time value of money and also reflects the risks specific to the asset (unless these risks are reflected in the estimates of future cash flows).

If the Company estimates an asset or cash-generating unit's recoverable amount to be less than its carrying amount, it reduces the carrying amount to the recoverable amount, recognizing an impairment loss immediately in profit or loss. Where an impairment loss subsequently reverses, the Company increases the asset or unit's carrying amount to the revised estimate of its recoverable amount, without exceeding the carrying amount that would have been existed if no impairment loss had been recognized in prior years. It recognizes a reversal of an impairment loss immediately in profit or loss.



(j) **Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates and other sales tax or duty. The following specific recognition criteria must also be met before revenue is recognized:

*Interest income*

Revenue is recognized as interest accrues (using the effective interest rate - that is, the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

*Other income*

Revenue from other income is recognized upon completion of the services for which the measurement of the consideration can be reasonably assured and the ultimate collection is reasonably assured.

(k) **Provisions including asset retirement obligations**

The Company recognizes a provision when it has a present obligation (legal or constructive) as a result of a past event, it is probable it will be required to settle the obligation, and it can make a reliable estimate of its amount. The amount it recognizes as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the surrounding risks and uncertainties. Where it measures a provision using the cash flows estimated to settle the present obligation, the carrying amount is the present value of those cash flows, calculated using a pre-tax discount rate reflecting the risks specific to the liability. The Company adjusts the liability at the end of each reporting period for the unwinding of the discount rate and for changes to the discount rate or to the amount or timing of the estimated cash flows underlying the obligation. In particular, as a result of exploring, developing and operating its mineral properties, the Company may incur legal or constructive obligations to incur asset retirement or site restoration costs. It measures these obligations at its best estimate of their net present value and capitalizes their cost to the related asset's carrying amount.

As at June 30, 2018, the Company, given the early stage of exploration on its mineral properties, has no reclamation costs and therefore no provision for asset retirement obligations has been made.

(l) **Share based payment transactions**

The Company's share option plan allows the Company's employees and consultants to acquire shares of the Company. The Company measures equity-settled share-based payments issued under the stock option plan at the fair value of the equity instruments at the grant date. The Company calculates the fair value using the Black-Scholes option valuation model and expenses this amount over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, crediting the amounts to contributed surplus. It revises its estimate of the number of equity instruments expected to vest at the end of each reporting period, recognizing the impact of revising the original estimates, if any, in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to other paid-in capital. When options are exercised, the Company credits the proceeds, together with the amount originally credited to contributed surplus, to share capital.

In the case of consultants, the value of the options is measured based on fair value of goods or services provided, unless it cannot be reliably determined.

(m) **Significant accounting judgments and estimates**

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year.

Although management uses historical experience and its best knowledge of the amount, events or actions to form

the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the depreciation of equipment, valuation of share-based payments and recognition of deferred income tax amounts and provision for restoration, rehabilitation and environmental costs.

Critical judgments and estimates exercised in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

Economic recoverability and probability of future economic benefits of mineral properties

Management has determined that exploration and evaluation expenditures incurred which were capitalized have future economic benefits and are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geological and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions with the reporting entity

Valuation of share-based payments

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

## **CAPITAL DISCLOSURES**

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern to pursue the development of its mineral property and to maintain a flexible capital structure which optimises the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. The Company is not subject to any externally imposed capital requirements. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

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 its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets. As at June 30, 2018, the Company has entered into a convertible debenture financing and received a non-secured, non-interest bearing due on demand loan from a director (see Financing Activities under the heading "1.6 LIQUIDITY").

## FINANCIAL INSTRUMENTS AND RISK FACTORS

### (a) Fair values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values. The fair value of transactions is classified according to the following hierarchy based on the amount of observable inputs used to value the instrument.

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs are other than quoted prices in Level 1 that are either directly or indirectly observable for the asset or liability.
- Level 3 – Inputs for the asset or liability that are not based on observable market data.

Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy level.

The company's cash and cash equivalents, term deposit and investment in shares have been valued using Level 1 inputs. Share purchase warrants included in investments have been valued using Level 3 inputs. The carrying value of accounts and other receivables, due from a related party, due to related parties, loan payable, accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments. The Convertible debenture is recorded at amortized cost.

The fair value of the Company's financial instruments has been classified within the fair value hierarchy as at June 30, 2018 as follows:

	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Cash and cash equivalents	\$ 53,514	\$ -	\$ -	\$ 53,514
Investments	51,840	-	1	51,841
	\$ 105,354	\$ -	\$ 1	\$ 105,355

### (b) Credit risk

Credit risk is the loss associated with a counter-party's inability to fulfil its payment obligations. The Company's credit risk is attributable to GST receivable from Canadian Federal government and term deposits. The credit risk is minimized by placing cash and term deposits with major Canadian financial institutions. All transactions executed by the Company in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Management believes that the credit risk concentration with respect to financial instruments above is remote.

### (c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash. The Company's cash and cash equivalents are held in business accounts which are available on demand for the Company's programs and are not invested in any asset-backed deposits or investments.

As at June 30, 2018, the Company had cash and cash equivalents of \$53,514 (September 30, 2017 - \$39,659) to settle current liabilities of \$458,346 (September 30, 2017 - \$208,181). All of the Company's significant liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

(d) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. If interest rates decrease, the Company will generate smaller interest revenue. Presently the Company is not at risk of realizing a loss as a result of a decline in the fair value of its financial instruments because of the short-term nature of the investments.

ii) Foreign currency risk

The Company's functional currency for the parent company and its subsidiaries is the Canadian dollar and major expenditures are transacted in Canadian dollars. The Company is also subject to foreign exchange risk for transactions in its properties located in USA.

iii) Commodity price risk

The Company's future success is linked to the price of minerals, because the value of mineral resources and the Company's future revenues are tied to prices of minerals. Worldwide production levels also affect the prices. The prices of minerals are occasionally subject to rapid short-term changes due to speculative activities.

#### **1.14 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

It is management's opinion that the fair value of the Company's cash, short term investments, loan receivables, accounts receivable, loan payable, accounts payable and accrued liabilities, and advances approximate their carrying value due to the relatively short periods to the maturity of the instruments.

Marketable securities are classified as available-for-sale security. Such securities are measured at fair value in the financial statements with the unrealized gains or losses recorded in other comprehensive income. At the time securities are sold or otherwise disposed of, gains and losses are included in net income (loss).

None of the Company's financial instruments are denominated in U.S. dollars, and the Company does not use foreign exchange contracts to hedge against gains or losses arising from foreign exchange fluctuations.

#### **1.15 OTHER MD&A REQUIREMENTS**

##### **Financial and Disclosure Controls and Procedures**

For the period ended June 30, 2018, there was no significant change in the Company's internal control over financial reporting since last year.

The interim Chief Executive Officer and the Chief Financial Officer of the Company are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. They are also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements for the period ended June 30, 2018 (together the "Interim Filings").

The interim Chief Executive Officer and Chief Financial Officer of the Company have filed their respective venture issuer basic certificates with the Interim Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations

relating to the establishment and maintenance of disclosure controls and procedures (“DC&P”) and internal control over financial reporting (“ICFR”), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

### Outstanding Share Data

On July 7, 2017, the Company consolidated its common shares on a 3 to 1 basis. The numbers of outstanding common shares after giving effect to the consolidation were 17,797,840. All share capital and per share amounts have been adjusted to give retroactive effect to the share consolidation.

- a) The Company’s authorized share capital consists of unlimited common shares without par value. The Company has only one class of shares (common) and there are no unusual rights or restrictions attached to that class.
- b) As of August 27<sup>th</sup>, 2018, the Company had a total of 23,797,840 (September 30, 2017: 17,797,840) common shares issued and outstanding.
- c) As of August 27<sup>th</sup>, 2018, the Company had 6,200,000 (September 30, 2017: 200,000) warrants outstanding.

Number of shares	Exercise Price	Expiry Date
166,667	\$0.15	June 12, 2020
33,333	\$0.225	June 12, 2020
6,000,000	\$0.10	July 23, 2020
<b>6,200,000</b>		

- d) As of August 27<sup>th</sup>, 2018, the Company had 486,667 (September 30, 2017: 486,667) stock options outstanding enabling holders to acquire the following:

Number of Shares	Exercise Price	Expiry Date
10,000	\$0.90	July 05, 2020
10,000	\$1.23	November 23, 2020
466,667	\$0.30	March 23, 2020
<b>486,667</b>		

**Additional Disclosure for Venture Issuers without Significant Revenue**  
**Schedule of General and Administrative costs:**

	<b>Three Months Ended June 30 2018</b>	<b>Three Months Ended June 30 2017</b>	<b>Nine Months Ended June 30 2018</b>	<b>Nine Months Ended June 30 2017</b>
<b>Expenses</b>				
Accounting and audit	\$ 9,000	\$ 9,000	\$ 29,015	\$ 30,525
Accretion expense on convertible debenture	-	-	5,795	-
Bank and interest charges	42	152	354	776
Consulting fees	-	39,766	-	66,416
Filing fee	-	7,924	7,479	17,191
Foreign exchange	(10)	39	(196)	(656)
Investors communication	-	219	6,322	4,440
Legal	3,553	6,844	8,046	16,961
Office and administration	3,455	3,137	9,431	12,288
Rent	1,500	1,500	4,500	4,500
Share transfer agent	577	3,943	2,344	5,635
	<b>\$ 18,117</b>	<b>\$ 72,524</b>	<b>\$ 73,090</b>	<b>\$ 158,076</b>

**Schedule of Exploration and Development Costs:**

	<b>Nevada Gold Project</b>
<b>Deferred Exploration Expenditures</b>	
<b>Balance on September 30, 2017</b>	\$ 4,401
Travel	22,038
Field & Camp Costs	25,112
Consulting	23,694
<b>Balance on June 30, 2018</b>	<b>75,245</b>
<b>Property Acquisitions</b>	
<b>Balance on September 30, 2017</b>	\$ 48,893
Option payments	38,244
Claim payments	52,543
<b>Balance on June 30, 2018</b>	<b>139,680</b>
<b>Exploration and evaluation expenditures on June 30, 2018</b>	<b>\$ 214,925</b>

**Additional Information**

Additional information about the Company can be found on [www.sedar.com](http://www.sedar.com).