

# PROVIDENCE GOLD MINES INC.

## MANAGEMENT DISCUSSION & ANALYSIS

For the period ended June 30, 2018

Directors and Officers as at August 24, 2018

Directors:

Ronald Allan Coombes  
Robert Eadie  
Gary Arca  
John Kowalchuk

Officers:

President & Chief Executive Officer – Ronald Allan Coombes  
Chief Financial Officer & Corporate Secretary – Gary Arca  
Chairman – Robert Eadie

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# PROVIDENCE GOLD MINES INC.

## MANAGEMENT'S DISCUSSION & ANALYSIS

For the period ended June 30, 2018

### 1.1 Date of This Report

This Management's Discussion & Analysis ("MD&A") should be read in conjunction with the unaudited condensed interim consolidated financial statements of Providence Gold Mines Inc. ("Providence", or the "Company") for the period ended June 30, 2018. All dollar amounts herein are expressed in Canadian Dollars unless stated otherwise.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally, including financial statements and MD&A, is complete and reliable. The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board of Directors' Audit Committee meets with management quarterly to review the financial statements and the MD&A and to discuss other financial, operating and internal control matters. The reader is encouraged to review the Company's statutory filings on [www.sedar.com](http://www.sedar.com)

This MD&A is prepared as of August 24, 2018.

*This MD&A includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address exploration drilling, exploitation activities and events or developments that the Company expects are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.*

### 1.2 Overall Performance

#### *Description of Business*

The Company was incorporated on February 16, 2010 under the Business Corporations Act of British Columbia as 0874036 BC Ltd. It commenced operations in April, 2011 and, on December 20, 2011, changed its name to Red Hut Metals Inc. and on July 12, 2017, the Company changed its name to Providence Gold Mines Inc. On December 11, 2012, the Company completed its Initial Public Offering ("IPO") and began trading on the TSX Venture Exchange ("TSX-V"). The Company is in the process of exploring and evaluating its mineral properties located on California, United States and Vancouver Island, British Columbia, Canada.

### 1.3 **Selected Annual Information**

The highlights of financial data for the Company's three most recently completed year-ends, which are calculated in accordance with International Financial Reporting Standards ("IFRS"), are as follows:

	<b>December 31, 2017</b>	<b>December 31, 2016</b>	<b>December 31, 2015</b>
	\$	\$	\$
(a) Total revenues	Nil	Nil	Nil
(b) Total expenses	(655,268)	(195,552)	(266,647)
(c) Net loss	(649,742)	(166,871)	(261,458)
(d) Loss per share basic and diluted	(0.04)	(0.02)	(0.02)
(e) Total current assets	342,179	21,658	59,971
(f) Total long-term liabilities	Nil	Nil	Nil
(g) Cash dividends declared per -share	Nil	Nil	Nil

### 1.4 **Results of Operations**

#### *Discussion of Acquisitions, Operations and Financial Condition*

The following should be read in conjunction with the June 30, 2018 unaudited condensed interim consolidated financial statements of the Company and notes attached thereto.

#### 1.4.1 **Property Activity**

##### **Tuolumne Property**

On March 28, 2017 the Company entered into an agreement (the "Agreement") with a group of owners, (collectively the "Assignors") whereby the Company can acquire by way of assignment all of the contractual interests held by the Assignors in various patented and located mineral claims in Tuolumne County, California (the "Property") with a history of gold mineralization in Western California, USA (the "Transaction").

The Property includes six parcels which have been fully patented and are owned in fee simple, and thirteen 20-acre mining claims on Bureau of Land Management and US Forest Service property (260 acres), which include several historic mines and a mill site. The Assignors have also staked a further nine claims contiguous to the existing patented and located claims for a total of 22 mining claims.

As consideration for the assignment, the Company will assume all obligations of the Assignors to the Property owner, enter into a Lease/Purchase Agreement with the Property owner, and has agreed to pay the following to the Assignors:

- a) Following regulatory approval, the Company will make a cash payment US\$25,000 (paid) and issue 1,500,000 common shares (issued);
- b) After completing the recommended first year work program of at least \$250,000 (incurred), the Company will issue an additional 1,500,000 common shares (issued) ;
- c) After completing the recommended second year work program of at least \$750,000, the Company will issue an additional 1,500,000 common shares;
- d) In the event the Company elects to acquire the Property for US\$5,000,000 the Company will issue an additional 1,500,000 common shares.

One of the Assignors above, accounting for 50% of the share issuance, is a company controlled by an individual who subsequently was appointed director and officer of the Company.

The Company has negotiated the general terms and provisions whereby it can earn a 50% joint venture interest in the Property, or alternatively buy a 100% interest in the Property. To earn a 50% interest in the Property, the Company is required to pay the Property owners US\$150,000, incur \$2,000,000 of expenditures on the Property over the course of three years, and issue 4,500,000 shares of the Company as follows:

- payment of US\$25,000 following regulatory approval (paid);
- payment of US\$25,000 (paid) and incurring \$250,000 (incurred) of expenditures by March 28, 2018;
- payment of US\$100,000 and incurring an additional \$750,000 of expenditures by March 28, 2019; and
- incurring an additional \$1,000,000 of expenditures by March 28, 2020.

Having earned a 50% interest, a joint venture would be formed with the property owner. Alternatively, a 100% interest in the property can be acquired for US\$5,000,000, at any time, of which one-half can be paid in shares of the Company.

The property owner will retain a 2.5% net smelter returns royalty ("NSR"), of which 1.5% NSR can be acquired for US\$1,000,000 at any time up to 90 days following commencement of commercial production on the property.

In consideration of their efforts to bring the parties together on the Transaction, Mackie Research Capital Corp. is entitled to a finder's fee of 5% of the value of the Transaction for years 1 and 2, in the form of the Company's Shares. An aggregate of 230,000 shares have been issued to date, with a further 465,620 shares to be issued after the Company meets its commitments in year 2.

A report on the property was prepared for the Company by John Kowalchuk BSc., P.Geo, who is a qualified person for the purpose of NI 43-101. The report is available for review under the Company's profile on the SEDAR database at [www.sedar.com](http://www.sedar.com). The following summary is from the Report on the property:

#### *Property Description and Location*

The Providence Mines Property is located in the Summerville Mining District, Tuolumne County, California, upon the eastern belt of the "Mother Lode" District. A number of high grade, well known Motherlode gold mines of California are found within this belt, including the Black Oak Mine, the Soulsby Mine, the Dead Horse Mine, the New Albany Mine, the Star King Mine and others from which gold has been mined over the years. The Providence gold mines are located via good all weather roads, three miles from the town of Tuolumne, and about 20 miles east of Sonora, California. The Property being optioned by the Company consists of the Providence Mines, the Consuelo Quartz Mine, the Goodenough Quartz Mine, the Bonita Quartz Mine and Mill Site, as well as a number of patented claims.

### *History*

Historical documentation shows that these mines were for many years profitably worked and were regarded as one of the best mining camps on the eastern belt of the "Mother Lode" occurrences. The Providence Gold Mines properties are near the town of Tuolumne, California. Access is by a combination of paved and gravel roads. The two main areas known as the Providence and Consuelo, are on the patented lands under option to the Company. According to a 1931 newspaper clipping, production from the Providence Mine between 1901-1912 yielded ore averaging \$18 per ton (gold at \$20/ounce) to a total of \$3,000,000. It is historically reported that owing to differences between the former owners and their then manager, the Property was shut down in the midst of active and profitable operations. At that time, 1916, the lower levels of the mines were allowed to fill with water, and the lower four levels never reopened according to available records. Thus conditions of the mineralized bodies in these lower four levels are potentially in the same condition that they were when the operations ceased, at which time records indicated milling high grade mineralization from the tenth and eleventh levels. At the same time development work had been completed on the twelfth level into bodies of mineralization. ***Caution to reader: These historical results have not been verified by the Company and therefore cannot be relied upon.***

### *Mineralization*

The veins of the Providence Mines are in black slates, lying parallel with each other at an angle of about 45 degrees, pitching toward the east. The strike of the vein is from South East to North West. The formation contains porphyry and limestone, the mineralized material is found in many places on these contacts, as often occurs in many mines. The mineralized material is found in lenses at varying distances along the veins. These lenses or shoots of mineralization have been opened up on various levels of the mine and a large amount of mineralized material extracted therefrom, although in many places in the mine these mineralized materials which have been historically reported have been worked in only one direction.

### *Development*

A double compartment shaft was sunk to a depth of 1470 ft. on the dip of the vein. Twelve drifts were run north and south of the shaft on twelve different levels, the number 12 level being about 1400 feet from the mouth of the shaft. From different levels, crosscuts were run east or west to develop and open up parallel mineralization shoots found in parallel veins. Some of these mineralized material and veins have been stoped out. In others there is said to be potential mineralized material still in place. A significant amount of underground work has been completed, developing and proving the property to be one of permanent formation and to contain well defined mined mineralization bodies of value. The Providence Group of Mines has not only been said to be a producer of mineralization in its historical past, there still remains potential for similar untapped resources. The Providence Group of Mines has been historically identified and described as having identical similarities to many of the great mines within the "Mother Lode" gold district.

### *Recent Activity*

*On May 16, 2018 the Company announced the final results of the soil sampling program completed at its Providence Gold Property located in the Eastern Gold Belt of the California Mother Lode Gold District. The results in the now completed phase one program successfully indicated a 2200 metre long by up to 900 metre wide area in which the Company's 2017 exploration outlined four past producing, north*

trending, east dipping, gold bearing veins. From east to west the veins are Starr, Providence Extension, Fairplay and Providence. The veins are all part of the Providence Vein System that extends 10 km from the former producing Buchanan Mine in the south to the Soulsby Mine in the north. Within the sampled area, there are several past producing gold mines including the Providence, Consuelo, McCarthy and Bonita. The results of the soil survey are summarized below.

**SOIL SAMPLE RESULTS SUMMARY**

<b>PROVIDENCE GOLD MINES INC: BREAKDOWN OF SOIL SAMPLE - PROVIDENCE PROPERTY</b>	
<b>Description</b>	<b># of Samples</b>
Total # Soil Samples Collected	472
<b>Results Breakdown by Grouping Au PPB</b>	
10-14.9	47
15-24.9	35
25-49.9	14
50-99.9	9
>100	15
Total # Samples considered anomalous	120
<b>Maximum Values are as follows:</b>	
149 ppb Au Bonita (Fairplay Vein)	
7290 ppb Au McCarthy Shaft Area (Consuelo-Fairplay Vein)	
2456 ppb Au McCarthy Shaft Area (Consuelo-Fairplay Vein)	
1852 ppb Au Providence Shaft (Fairplay Vein)	
114 ppb Au Phoenix Shaft (Fairplay Vein S)	
159 ppb Au Providence Ext Vein	
258 ppb Au Providence (North)	
1776 ppb Au Providence (South)	

The 10 ppb Au in soil contour outlined all four gold bearing vein systems, and potential high grade shoots within the veins. The Fairplay Vein is overlain by a 2000 metre long by up to 100 metre wide and open along strike gold in soil anomaly. The anomaly overlies the formerly producing Bonita, Consuelo, Providence and Phoenix Mines. Within the anomaly gold values are generally less than 50 ppb Au with occasional spikes from >250 ppb Au to a maximum of 7290 ppb Au. Higher grade soil values tend to cluster in the vicinity of the shafts possibly reflecting ground contamination or gold bearing shoots. The Fairplay soil anomaly is best developed on the property in the northernmost 1200 metres of the Fairplay Vein. To the south the anomaly is less developed with higher values coinciding with samples taken in the vicinity of the Phoenix Shaft. Soil sampling in the northern portion of the projection of the Providence Vein outlined a 350 metre long by up to 50 metre wide soil anomaly with values ranging to 258 ppb Au. Within the anomaly there are several small adits. Approximately 600 metres to the south of the above, limited sampling has outlined a 100 metre long x 25 metre wide and open along strike gold in soil anomaly. Maximum value is a sample assaying 1776 ppb Au taken from an area of historical drifting. Sampling in the vicinity of the Providence Extension showed two sites to contain anomalous gold values with one site assaying 159 ppb Au, the other 30 metres to the north assaying 12 ppb Au.

Soil sampling along strike to the north of the formerly producing Star King Mine located on the properties eastern boundary showed a 400 metre long by up to 75 metre wide long anomaly in which the values range between 10 and 25 ppb Au. The soil anomaly appears to merge with the Fairplay Anomaly in the vicinity of the Consuelo Shaft.

Soil samples were collected on a grid using pre-determined GPS points. The grid was oriented with lines striking at 320. Spacing between lines was 50 metres with stations established at 25 metre intervals along the lines. At each site the station was established and a "B Horizon" soil collected using a mattock or shovel at depths ranging from 15 to 30 cm. The samples were placed into kraft paper sample bags, identified and stored in company residences prior to being sent for analysis. All assaying was completed by Bureau Veritas Inspectorate Labs in either Reno, Nevada or Vancouver, Canada. Bureau Veritas Inspectorate Labs has a worldwide ISO 9001 certification for its labs.

*On May 10, 2018 the Company announced* that preliminary electron probe analysis has identified free gold and electrum (gold-silver amalgam) in thin sections taken from underground rock samples submitted for analysis to the University of British Columbia, Vancouver, B.C. The Company is pleased that these discoveries further support the presence of high grade native gold mineralization and reinforce the previously reported historical mining production on the prolific property wide Providence Gold Mines system.

*On February 12, 2018 the Company announced* it has completed and filed on SEDAR an updated NI 43-101 Technical Report for its high-grade gold Motherlode Providence Gold Mines property located near Sonora, California. The following summarizes the report findings. The complete report can be viewed on the SEDAR site. Ron Coombes, President & CEO states "The Company's 2017 exploration program has verified that the Providence Gold property hosts significant high-grade shoots of orogenic gold mineralization and we are excited about the planned upcoming core drill program."

In 2017, a program consisting of soil sampling, surface and underground mapping and rock chip sampling was undertaken with the purpose of defining the vein systems and locating areas of gold mineralization. The underground work was confined to the Sixth Level. The Sixth Level extends as a drift from the Providence Mine through the Consuelo Zone ultimately accessing the surface.



Although there are several historical former producing gold mines on the property, the available data is limited and as such the Providence Gold Property is classified as an early stage exploration prospect. Reports state that there are areas in the Bonita-Consuelo and Providence Mines hosting potential resources. The only way to determine whether there are any resources will be through drilling. In the Company's opinion, the Providence Gold Property hosts several vein systems that in the past were producing high-grade gold mines. The 2017 exploration data shows that the vein systems host shoots of high-grade material that, according to the historical records are open at depth. The work completed in 2017 outlined several areas of interest that can only be tested through drilling. In addition, the soil sample survey outlined areas of interest requiring additional mapping and sampling prior to drilling.

*Qualified Person*

Dave Visagie, P.Geo, a geologist and qualified person (as defined under NI 43-101) has read and approved the technical information. Mr. Visagie is a senior geologist consulting to the Company.

On January 3, 2018 the Company announced that a soil sampling program completed at its Providence Gold Property has outlined several gold in soil anomalies. The anomalies occur along a 1300 metre strike length between the Bonita workings located at the north end of the property and the past producing Providence Gold Mine located to the south. The Company believes these surface anomalies potentially represent existing and new gold bearing shoots. Within the trend, soil samples returned values of up to 7.33 g/t Au that are coincident with the trace of the vein as determined by recently completed surface and underground mapping. The current surface soil sampling highlights are summarized in the following table:

<b>BREAKDOWN OF SOIL SAMPLE RESULTS TO DATE-PROVIDENCE PROPERTY</b>	
<b>Description</b>	<b># of Samples</b>
Total # Soil Samples Collected	451
Assays Received To Date	451
<b>Results Breakdown by Grouping</b>	
15-24 ppb Au	39
25-49 ppb Au	18
50-99 ppb Au	9
100-999 ppb Au	14
>1000 ppb or 1gm/t Au	4
Total # Samples considered anomalous	84
<b>Maximum Values are as follows:</b>	
7334 ppb Au McCarthy Shaft Area	
2456 ppb Au McCarthy Shaft Area	
1852 ppb Au Providence Shaft Area	
1776 ppb Au Goldwin	



John Kowalchuk P.Geol., stated, “we are very encouraged with these significant gold in soil anomalies as they are located along strike between known mineralized shoots and can be easily accessed by diamond drilling .“

The Providence vein system comprises a series of parallel steeply-dipping gold-bearing quartz veins emplaced in deformed and metamorphosed layered rocks of the Palaeozoic Calaveras Complex. The veins contain several steeply-plunging chutes of higher grade mineralization, at least three of which were the target of underground mining activity that still remain viable targets for renewed exploration.

*On November 20, 2017, the Company announced that its efforts continue to yield success in locating both historical and new gold zones.*

During the Company's continued phase one exploration program our geologists have discovered physical evidence of extensions of parallel gold zones. One adit we believe is known as the Goldwin zone, as reported by F. Leland, Mining Engineer, in a report dated April 15, 1935. Recently reported modeling from the Company's available data identified a soil anomaly which was assumed to represent the Goldwin parallel vein. This has now been verified with the physical discovery of the location of the Goldwin zone. Additionally, two other shafts were discovered along the Providence trend. These workings are believed to be part of south extensions of the Providence. As previously reported, nearly all historical mine plans and sections for the Providence Mine were consumed in a forest fire that destroyed the mill complex in 1918.

The Company has now completed both hard rock and soil sampling along the known gold trend. Assay results are now pending.

*On November 7, 2017 the Company announced results from an underground 3-D Laser Scan Survey. As reported on September 25, 2017 the Company commissioned Aero Geometrics of Vancouver, British Columbia to complete a 3-D Laser Scan Survey of the six hundred level of the historical Providence Mine. Prior to the survey, the Company completed both geological mapping and channel sampling of the 600 level workings. Amongst other details, the survey delineated fine characteristics of the Providence quartz vein system within the drifts, crosscuts and stopes.*

Examination of the survey results revealed where the vein diverges from the main 600 level access drift and re-enters on the 600 level at the Consuelo drift 263 metres along strike to the north. The Company previously recognized the diversion; however, it was poorly understood until now. With the assistance of this new technology, the extension to the Providence Vein can be clearly identified. Geological mapping suggests that the Providence Consuelo, Bonita, Mexican and McCarthy veins are all part of the same vein system which we now refer to as the “Providence Vein” system which has a strike length of 2.2 km.

The Company believes that the historical operators, in attempting to follow the vein, lost contact with the mineralization. The Company believes that the vein lies west of the 600 level access drift, a distance varying between less than 10 to 65 metres in the area in question.

This zone represents one of numerous primary drill targets along the known 2.2 kilometre strike length of the vein. In addition, results of the Company's recently completed soil geochemical survey, suggest that a zone of elevated gold grades represent a portion of the previously unseen vein system that projects to surface along strike.

On November 1, 2017 the Company announced results from underground sampling of the Company's Providence Gold Mine in central California. The results demonstrate continued success on its Phase I exploration program with the presence of high grade gold mineralization adjacent to former stoped (mined) areas of the mine.

Results from the sampling of the various workings in the South Mineralized Shoot on the 600 foot level property are as follows:

<b>PRELIMINARY ROCK CHIP SAMPLE RESULTS (&gt;3GPT Au): SUMMARY 600 LEVEL SOUTH SHOOT</b>			
<b>Sample #</b>	<b>Location</b>	<b>Width (Metres)</b>	<b>Au (GPT)</b>
2980165	Small drift approx. 7m behind 600 drift 569.5 sample of face of vein in stope	0.70	31.70
298063	Small drift approx. 7 m behind 600 drift, 569.5, sample of face of vein in stope	1.10	6.54
	from 2980165 to 298063	<b>1.80</b>	<b>16.33</b>
2980141	633 back	<b>1.0</b>	<b>4.16</b>
280161	Small drift approx. 7 m behind 600 drift, 569.5, sample of face of vein in stope	<b>2.80</b>	<b>4.41</b>
2980175	552, West Rib	<b>0.80</b>	<b>9.74</b>
2980178	551, West Rib	1.20	4.60
2980182	549, East Rib	<b>0.60</b>	<b>7.05</b>
2980189/90	533, 600 drift, West Rib	1.20	3.16
2809193	533, 600 drift, West Rib	0.40	3.22
Note: of the 52 samples collected to the south of the North Shoot, 25 assayed >1 gpt Au of which 10 assayed >3 gpt Au with two assaying >10 gpt Au			

The above sample results verify the historical results for the Providence Mine South Shoot. The South Shoot is located approximately 70 metres to the south of the North Shoot. The following table summarizes the results of the chip sampling program and reported in the news release dated September 21, 2017.

<b>PROVIDENCE GOLD MINES LTD: PROVIDENCE GOLD MINE-ROCK CHIP SAMPLES RESULTS (&gt;3GPT Au) SUMMARY: 600 LEVEL-NORTH SHOOT</b>			
<b>Sample</b>	<b>Location</b>	<b>Width (Metres)</b>	<b>Au (GPT)</b>
2980069	Stope back	<b>1.0</b>	<b>8.60</b>
2980074	398	0.9	4.15
2980076	398, West Rib	1.0	3.31
	Or	2.2	3.28
2980077	372 Back, W Rib	<b>1.0</b>	<b>19.58</b>
2980103	426 Slab From Small Stope	<b>0.3</b>	<b>14.55</b>
2980108	435, W Rib	<b>1.3</b>	<b>45.64</b>
2980116	447, East Rib and Back	1.1	4.82

John Kowalchuk BSc., P.Geo is the Company's qualified person on the Providence Mines Property as required under NI 43-101 and has prepared the technical information contained in the Management discussion and analysis.

### **Conuma Property**

On December 15, 2011, the Company acquired a 100% interest in 11 mineral claims located in the Alberni and Nanaimo Mining Divisions of British Columbia, more commonly known as the Conuma Property (the "Property") pursuant to a Letter of Agreement dated May 16, 2011 and as amended December 15, 2011 (the "Agreement"). Under the terms of the Agreement, the Company paid \$5,000 and issued 100,000 common shares with a fair value of \$5,000 to the Vendor. The Company's 100% interest in the Property is subject to a net smelter royalty ("NSR") of 2% of gross revenues from the Property less certain permissible deductions, and is payable to the Vendor.

A Report on the Property was prepared for the Company by Brian Malahoff, P.Geo, who is a qualified person for the purpose of NI 43-101. The Report is available for review under the Company's profile on the SEDAR database at [www.sedar.com](http://www.sedar.com).

At December 31, 2014, management decided to write down the costs accumulated on the Conuma property to \$nil as an asset impairment and continues to expense amounts related to this property net of tax refunds. While management still believes that the properties are of merit and warrant continued development, lack of activity due to market conditions warranted a write down at that time under IFRS accounting guidance.

### **Environmental Protection Practices**

The Company is subject to 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 is not aware of any existing environmental problems related to any of its current or former properties that may result in a material liability to the Company.

#### 1.4.2 Results of Operations

The expenses relating to the loss and comprehensive loss for the period ended June 30, 2018 of \$171,503 and for the comparative period ended June 30, 2017 of \$108,679 are as follows:

For the period ended June 30,	2018	2017
Accounting and audit fees	21,274	4,282
Amortization	938	-
Finance cost	188	-
Foreign exchange loss (gain)	(4,738)	308
Legal and corporate services	27,957	20,104
Management activities	74,512	33,334
Office, rent and administration	28,079	6,617
Pre-exploration costs	-	10,000
Shareholder communications	12,842	8,245
Transfer agent and filing fees	11,201	25,789
<b>Total loss and comprehensive loss for the period</b>	<b>\$ 172,253</b>	<b>\$ 108,679</b>

During the period ended June 30, 2018 the Company incurred ongoing corporate overhead expenses such as legal and corporate services of \$27,957 which are comparable to the prior period.

During the period management activities increased by \$41,178, due mainly to commencement of management fees to the President and CEO of the Company.

Accounting and audit fees increased by \$16,992 due to 2018 audit fees. Office rent and administration increased by \$21,462 and Shareholders communications increased by \$4,597 mainly due to increased activity in exploring the Tuolumne Property.

Transfer agent and filing fees decreased by \$14,588 due to private placements in of the prior comparable period ending June 30, 2017.

#### *Financings, Principal Purposes & Milestones*

During the period ended June 30, 2018, the Company announced a non-brokered private placement of up to \$1,200,000 through the issuance of up to 8,000,000 units at a price of \$0.15 per unit. Each unit will be comprised of one common share and one-half of one common share purchase warrant, with each whole warrant entitling the holder to purchase one common share of the Company at a price of \$0.25 per share for a period of 2 years.

## 1.5 Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarterly years:

	Q2 <u>30-Jun-18</u>	Q1 <u>31-Mar-18</u>	Q4 <u>31-Dec-17</u>	Q3 <u>30-Sep-17</u>
Total Revenue:	\$ -	\$ -	\$ -	\$ -
Net Loss:				
Total	\$ 92,883	\$ 79,370	\$ 226,507	\$ 314,556
Per share – basic and fully diluted loss	\$ 0.01	\$ 0.00	\$ 0.03	\$ 0.01

	Q2 <u>30-Jun-17</u>	Q1 <u>31-Mar-17</u>	Q4 <u>31-Dec-16</u>	Q3 <u>30-Sep-16</u>
Total Revenue:	\$ -	\$ -	\$ -	\$ -
Net Loss:				
Total	\$ 80,784	\$ 27,895	\$ 34,545	\$ 6,247
Per share – basic and fully diluted loss	\$ 0.01	\$ 0.00	\$ 0.00	\$ 0.01

### *Discussion*

For the discussion of results for the period ended June 30, 2018, see Section 1.4.2 Results of Operations.

## 1.6 Liquidity and Capital Resources

In management's view, given the nature of the operations, which currently consists of its interest in certain resource properties, the most relevant financial information relates primarily to current liquidity, solvency and planned expenditures. The Company's financial success will be dependent upon the extent to which it can determine whether its resource properties contain reserves, which are economically recoverable.

Such development may take years to complete and the amount of resulting income, if any, is difficult to determine. The Company does not expect to receive significant income in the foreseeable future.

As at June 30, 2018, the Company had \$32,904 in cash, working capital deficit of \$108,793 and no long-term debt. The Company's ability to continue as a going concern is dependent upon its existing working capital and obtaining the necessary financing to meet its obligations and pay its liabilities arising from normal business operations when they come due.

The Company's working capital will not meet corporate, development, administrative and property obligations for the coming year. As a result, the Company will require additional financing and, while the Company has been successful in raising equity financing through the issuances of common shares in the past, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be available on acceptable terms. As such, there remains significant doubt as to the Company's ability to continue as a going concern.

## 1.7 Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

## 1.8 Transactions with Related Parties

The following is a summary of charges incurred by the Company with related parties during the periods ended June 30, 2018 and 2017:

Period ended June 30,	2018	2017
Accounting fees	\$ 3,000	\$ 3,000
Legal and Corporate services	10,871	6,000
Management fees	72,000	30,000
Office, rent and administration	9,000	6,000
Shareholder communications	3,000	3,000
Geological costs	3,000	-
<b>Total</b>	<b>\$ 100,871</b>	<b>\$ 48,000</b>

During the period ended June 30, 2018, the Company incurred operational expenses totaling \$25,871 (June 30, 2017 - \$18,000) from companies controlled by directors and officers of the Company.

During the period ended June 30, 2018, the Company incurred compensation costs of \$72,000 (June 30, 2017 - \$30,000) included in management activities for its key management personnel. Key management personnel are comprised of the Company's directors and officers.

During the period ended June 30, 2018, the Company incurred geological costs of \$3,000 capitalized as exploration costs (Note 3). The amount was paid to a director of the Company.

During the period ended June 30, 2018 trade and other payables included \$183,064 (December 31, 2017 - \$121,775) owing to officers and directors and to a company controlled by a director and an officer of the Company for management activities and operational expenses.

## 1.9 Critical Accounting Estimates

### a) Exploration and Evaluation Expenditures

The application of the Company's accounting policy for E&E expenditures requires judgement in determining whether it is likely that future economic benefits will follow to the Company, which may be based on estimates and assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the Company's profit or loss in the year the new information becomes available.

b) Title to Mineral Property Interests

Although the Company takes steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

c) Income Taxes

Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision.

Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount, if any, included in the tax liabilities.

c) Functional currency

The Company applied judgement in determining its functional currency and the functional currency of its subsidiary. The functional currency was determined based on the currency in which funds are sourced and the degree of dependence on the Company for financial support.

d) Going concern

Management makes an assessment about the Company's ability to continue as a going concern by taking in to account the consideration of the various factors discussed in Note 2 of the Company's April 30, 2017 audited annual financial statements.

**1.10 Changes in Accounting Policies**

N/A

**1.11 Second Quarter**

The second quarter ended June 30, 2018 results are reviewed in *Section 1.4.2 Results of Operations*.

**1.12 Financial and Other Instruments**

As at June 30, 2018, the Company's financial instruments consist of cash and trade and other payables.

The fair value of the Company's cash and trade and other payables approximate their carrying value, which is the amount on the statement of financial position, due to their short-term maturities or ability of prompt liquidation.

a) Interest Rate Risk

The Company's cash earns interest at a variable interest rate. Because of the nature of this financial instrument, fluctuations in market rates do not have a significant impact on estimated fair values as



of June 30, 2018. Future cash flows from interest income on cash will be affected by interest rate fluctuations. Interest rate risk consists of two components:

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

The Company's exposure to interest rate fluctuations is minimal.

b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is exposed to credit risk with respect to its cash, the balance of which at June 30, 2018 is \$32,904 (December 31, 2017 - \$313,011). As at that date, cash was held at a chartered Canadian financial institution and the Company does not consider the risks to be significant.

c) Liquidity Risk

Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. Additional cash requirements could be met with the issuance of additional share capital, however there is no assurance the Company will be able to raise funds in this manner in the future. As at June 30, 2018, the Company was holding cash of \$32,904 (December 31, 2017 - \$313,011) and had trade and other payables of \$213,903 (December 31, 2017 - \$176,495). The Company's trade and other payables are due in the short term.

**1.13 Disclosure of Outstanding Share Capital as at August 24, 2018:**

	Number	Book Value
Common Shares	23,336,051	\$ 2,769,199

The Company had the following share purchase options outstanding:

Number of Options Exercisable	Exercise Price	Expiry Date
1,980,000	\$0.16	August 1, 2022

Subsequent to the period ending June 30, 2018, 460,500 share purchase warrants expired unexercised and 20,000 options were cancelled due to an employee resigning.

**1.14 Approval**

The Board of Directors, upon the recommendation of the Audit Committee, has approved the disclosure contained in this MD&A.