

GARIBALDI RESOURCES CORP.

MANAGEMENT DISCUSSION & ANALYSIS (“MD&A”)

For the six months ended July 31, 2018

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This MD&A includes certain forward-looking statements or information. All statements other than statements of historical fact included in this MD&A including statements relating to the potential mineralization or geological merits of the Company's mineral properties and the future plans, objectives or expectations of the Company are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include among other things, statements regarding future commodity pricing, estimation of mineral reserves and resources, timing and amounts of estimated exploration expenditures and capital expenditures, costs and timing of the exploration and development of new deposits, success of exploration activities, permitting time lines, future currency exchange rates, requirements for additional capital, government regulation of mining operations, environmental risks, anticipated reclamation expenses, timing and possible outcome of pending litigation, timing and expected completion of property acquisitions or dispositions, and title disputes. They may also include statements with respect to the Company's mineral discoveries, plans, out-look and business strategy.

Forward-looking statements are predictions based upon current expectations and involve known and unknown risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

Important factors that could cause actual results to differ materially from the Company's plans or expectations include risks relating to the actual results of exploration programs, fluctuating commodity prices, the possibility of equipment breakdowns and delays, the availability of necessary exploration equipment including drill rigs, exploration cost overruns, general economic or business conditions, regulatory changes, and the timeliness of government or regulatory approvals to conduct planned exploration work. Additional factors that could cause actual results to differ materially from the Company's plans or expectations include political events, fluctuations in mineralization grade, geological, technical, mining or processing problems, future profitability on production, the ability to raise sufficient capital to fund exploration or production, litigation, legislative, environmental and other judicial, regulatory, political and competitive developments, inability to obtain permits, general volatility in the equity and debt markets, accidents and labor disputes and the availability of qualified personnel.

Although the Company has attempted to identify all of the factors that may affect our forward-looking statements or information, this list of the factors is not exhaustive. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks and uncertainties detailed throughout this MD&A. The Company disclaims any intention or obligation to update or revise forward-looking information, whether as a result of new information, future events or otherwise, except where required by applicable securities laws.

DATE AND INTRODUCTION

Garibaldi Resources Corp. (“Garibaldi” or the “Company”) is an exploration stage company. The Company’s business is the acquisition, exploration and evaluation of mineral properties located in British Columbia, Canada and in Sonora, Sinaloa and Chihuahua States, Mexico. The Company’s common shares are listed for trading on the TSX Venture Exchange (“TSX-V”) under the symbol GGI.

This discussion and analysis of financial position, results of operations and cash flows of Garibaldi Resources Corp for the six months ended July 31, 2018 includes information up to and including September 28, 2018 and should be read in conjunction with the Company’s unaudited condensed interim consolidated financial statements for the six months ended July 31, 2018 and the Company’s audited annual consolidated financial statements for the years ended January 31, 2018 and 2017. All dollar figures are in Canadian dollars unless otherwise stated.

The reader is encouraged to review the Company’s statutory filings, including its Annual Information Form, on www.sedar.com and to review other information about the Company on its website at www.garibaldiresources.com.

MINERAL PROPERTIES IN CANADA

E&L Claims

On June 3, 2016, the Company entered into a mineral property option agreement to acquire a 100% interest in 4 mineral tenures located in the Liard Mining Division of northwest British Columbia comprising 766 hectares and known as the E&L Claims. In order to earn the interest, the Company is required make cash payments totaling \$100,000, issue a total of 1,100,000 common shares and incur exploration expenditures totaling \$375,000 over a four-year option period. The option will be subject to a 2% net smelter return (“NSR”) royalty retained by the optionor.

On September 14, 2018, Garibaldi's directors approved an accelerated buyout of the mineral property option agreement. Garibaldi paid the remaining cash balance of \$60,000 and issued the remaining 550,000 common shares due under the option agreement.

In late 2016, the Company increased the size of its interest in the E&L Claims to 6,476 hectares through three separate purchase agreements on an additional 32 mineral tenures contiguous to the E&L Claims previously optioned by the Company.

With the expansion of the E&L Claims, Garibaldi controls a major portion of key ground extending 20 kilometres east-west between Colorado Resources' KSP project and Eskay Creek and 20 kilometres north-south from the AltaGas/McClymont Creek access road to the E&L Claims. In total, Garibaldi's landholdings in the district exceed 200 square kilometres.

E&L Claims – (cont'd)

The Company has completed 3-D modelling of the E&L Claims based on detailed geophysical surveys which has provided new insights into the morphology and distribution of intrusions and associated magmatic sulphide mineralization on the property. Garibaldi's E&L exploration team, led by adviser, Everett Makela, P.Geo., integrated historical data on the E&L Claims with the data obtained by the 3-D modelling of the geophysical data. The compilation and interpretation indicated the potential for the discovery of a large-scale, high-grade magmatic nickel-copper sulfide exploration target within a four-kilometre-long and 1.5-kilometre-wide corridor containing taxitic-textured olivine gabbro intrusion.

Field mapping and channel sampling of mineralization from the E&L Claims showing provided compelling evidence that the intrusion is host to significant nickel-copper-cobalt sulphide mineralization with associated precious metals. Moreover, the sulfide mineralization encountered in channel samples had very high nickel tenors. On that basis, the Company proceeded with a full-scale helicopter versatile time-domain electromagnetic ("VTEM") survey that was able to detect conductive sulphide mineralization at a depth of approximately 300 metres. In addition, airborne geophysics was carried out over the promising Brass Hill area, approximately 2.7 kilometres northeast of the E&L Claims, where sampling in the summer of 2016 returned elevated high zinc values as well as highly anomalous gold and copper.

The complete data from the VTEM survey, together with other 2016 field data, and historical geophysical and geological data compiled by Garibaldi's team of nickel sulphide experts, indicates that the Golden Triangle's only known nickel-copper magmatic massive sulphide system is much larger than originally thought. This data compilation resulted in the identification of significant high priority drill targets.

A Phase 1 diamond drilling program commenced in August of 2017 targeting the VTEM conductor from the west and the east in a scissor pattern to ensure successful evaluation.

The Company completed 14 drill holes for a total of 3,671 metres at the E&L Claims in 2017. 13 of the 14 holes drilled returned broad sections of disseminated to blebby net-textured sulphides (pyrrhotite-pentlandite-chalcopyrite), hosted in olivine gabbro, consistent with a much larger-scale mineralizing event then previously suspected. Geochemical analysis of the drill core indicates a very high metal tenor of the sulphide mineralization.

Drill hole EL-17-14, completed to a depth of 252 metres and collared at 200 metres east of the historic E&L deposit, intersected an important new discovery zone containing massive nickel-copper-rich sulphide mineralization. The hole, guided by the geological interpretation of data from successful earlier holes and Volterra borehole EM technology, entered massive sulphide mineralization at a depth of 123.75 metres and remained in massive sulphides over 16.75 metres within a broader 40.4-metre section of olivine gabbro grading 3.9% nickel and 2.3% copper from 100.4 metres to 140.8 metres (approximate true widths). The 16.75-metre massive sulphide intercept also included 6.4 grams per tonne combined platinum and palladium, 0.19% cobalt, 1.1 grams per tonne gold, and 11.1 grams per tonne silver.

E&L Claims – (cont'd)

Assay results for other 2017 holes drilled at the E&L Claims underscore the very well-mineralized disseminated halo of the E&L Claims intrusion, with elevated grades of nickel and copper in EL-17-01 through EL-17-04 and each hole generating credits in palladium, platinum, gold, silver and cobalt to go along with high-grade nickel and copper.

- EL-17-01 was drilled away from the historic northwest zone toward the then untested east, providing the best platform to collect borehole conductivity data, a survey technique undertaken at surface using a geophysical tool (borehole electromagnetic (“BHEM”)) which is lowered down a completed drill hole after the core is removed. This system is capable of detecting the location and orientation of conductors within the surrounding rock units. The first hole intersected two long core intervals of disseminated sulphide mineralization totaling 176 metres to a depth of 332 metres, containing a 60.5 metre section grading 0.54% nickel and 0.53% copper. Higher grades of copper (0.80%), palladium (1.26 grams per tonne), platinum (0.60 grams per tonne) and gold (0.60 grams per tonne) were intersected over 4.5 metres starting at 279.5 metres within a broad disseminated sulphide zone.
- EL-17-02 intersected broad core intervals of disseminated sulphide mineralization between a depth of 58.5 metres and 190.5 metres. Significant intercepts included 18 metres of 0.69% nickel and 0.80% copper, and 24 metres at 0.56% nickel and 0.65% copper. The hole was drilled toward the east into a previously untested area. Valuable geophysical data were generated from the downhole probe.
- EL-17-03, cut across part of the historic northwest zone, intersected 13.5 metres grading 1.05% nickel and 1.0% copper within a broader core interval of 39 metres containing 0.91% nickel and 0.74% copper beginning at a depth of 42 metres.
- EL-17-04 cut 7.2% nickel, 3.4% copper, 0.82 grams per tonne palladium, 0.78 grams per tonne platinum, 0.40 grams per tonne gold, 10 grams per tonne silver and 0.195% cobalt over 4.8 metres at the bottom of a broader 48.2 metre interval from a depth of 108.4 metres grading 1.1% nickel, 0.69% copper, 0.38 grams per tonne palladium, 0.23 grams per tonne platinum, 0.16 grams per tonne gold, 3.1 grams per tonne silver and 0.032% cobalt.
- EL-17-04 also intersected a second zone of mineralization within a taxitic gabbro featuring 1.08% nickel and 0.68% copper over 12 metres starting at a depth of 189 metres.
- EL-17-08 returning 39.3 metres grading 1.27% nickel and 0.81% copper, starting from 25.7 metres, including 5.85 metres at 5.1% nickel and 2.0% copper.
- EL-17-09 east of the historic E&L deposit discovery zone intersected two separate zones of mineralization including 9.9 metres of massive sulphides containing 7.3% nickel and 3.3% copper within a broader 12-metre section grading 6.2% nickel and 2.9% copper.

Drill core data are consistent with both widening intercepts and increasing grades from west to east toward the discovery zone, and all zones remain open for expansion in all directions, including at depth.

As crews were preparing to drill a fifteenth hole (EL-17-15) toward another conductive target, a severe winter storm enveloped the area and made conditions unsafe. As a result, the Company was forced to terminate the 2017 drill program. Two drill rigs and other equipment were winterized and left on site.

E&L Claims – (cont'd)

On January 25, 2018, the Company provided the balance of the 2017 drill program results at the E&L Claims. Highlights included:

- Drill hole EL-17-10 supported the very high tenor and grade of magmatic sulphide mineralization in the discovery zone, returning 8.3% nickel, 4.1% copper, 0.19% cobalt, 4.3 grams per tonne palladium, 1.9 grams per tonne platinum, 1.1 grams per tonne gold and 10.2 grams per tonne silver over 10.3 metres (approximate true width).
- In a significant development that originated from a review of BHEM data through late-time channel 1 readings, the Company identified two unusually strong conductive zones, one directly beneath EL-17-14 and the other south of the northwest zone trending southwest to northeast, interpreted as signatures of potential conductive sulphides over a broad footprint at depth.
- Results from the first 14 drill holes strongly suggested that the discovery zone and the northwest historic zone, 150 metres apart, are the product of an open-system magma conduit following a structural weakness in the country rocks, implying far greater tonnage and grade potential at Nickel Mountain than historical explorers had estimated.

Garibaldi Launches 2018 Exploration Program

Exploration in 2018 began with a geophysics program to further assess two HC geophysical anomalies to prioritize drill targets. Data from BHEM surveys was merged with the results of the 2017 airborne VTEM data and this has resulted in the interpretation of two large highly conductive anomalies (greater than 10,000 siemens) south of the 2017 drilling termed HC1 and HC2.

HC1 trends north-south (approximate 200-metre length) whereas HC2 trends northeast-southwest (approximate 300-metre length). These interpreted conductors are of the type that may represent massive sulphides but can only be evaluated by drilling. Geological analysis suggests the possibility that HC1 connects to the massive sulphide intercept in EL-17-14, which contains 8.3% nickel and 4.2% copper over 16.75 metres (approximate true width) starting at a depth of 123.75 metres.

EL-17-13 had been instrumental in identifying both HC1 and HC2. An exploratory hole drilled into the southern lobe of the mapped E&L Claims intrusive complex served as a platform for BHEM geophysics probing which aided in the interpretation of HC1 and HC2. Visual analysis of drill core in EL-17-13 indicated sections of sparse fine-grained disseminated sulphides, a few select samples of which did not return any significant mineralization.

In early June of 2018, the Company resumed drilling at the E&L Claims using two drill rigs. The first stage of 2018 diamond drilling was to simultaneously further define the discovery zone and systematically step out from EL-17-14 to the south where promising conductive targets had been defined by geophysical surveys.

To extend the drilling season as long as possible, Garibaldi has constructed upgraded prefab survival shacks for crews to utilize at the drill sites. Crews have filled an expanded 40-person camp.

E&L Claims – (cont'd)

In the spring of 2018, Garibaldi completed extensive helicopter-borne VTEM and magnetics surveys at the E&L Claims and the surrounding claims in its Eskay camp. The surveys covered approximately 1,650 line-kilometres of Garibaldi's claim group (including the Palm Spring property) and nearly tripled the size of the 2017 surveying program that returned multiple high-priority conductors, including the one that led to the discovery of nickel-copper-rich massive sulphides east of the historic E&L deposit.

In support of the 2018 drilling program, state-of-the-art geophysics utilizing HeliSam hybrid ground-air technology was carried out over a broad area in all directions surrounding the high-grade discovery zone. This cutting-edge survey conducted by Discovery Geophysics International ("Discovery") was able to provide valuable new information in real time for precise drill hole locations within the HC-1 conductor target area as drilling stepped out initially to the south of EL-17-14.

Discovery owns the exclusive North American rights to HeliSam hybrid ground-air technology which is ideally suited to locate conductors potentially representing massive sulphides in rugged terrain such as the Eskay camp. Discovery deployed approximately 18 kilometres of heavy gauge insulated copper wire, configured in a number of ground loops for deep and rapid airborne exploration, using a helicopter-towed high sensitivity B-field receiver system.

Preliminary results from the 2018 VTEM survey have extended the trend of conductors by 3.5 kilometres to the northeast while also revealing multiple new gold-VMS (volcanogenic massive sulphide) target areas on the Palm Spring property, part of Garibaldi's 200-square-kilometre Eskay camp land package.

Nickel Mountain Discovery Draws Industry-Leading Geophysics Company

Industry leader Lamontagne Geophysics Ltd. ("Lamontagne") is well known for its important contributions to nickel sulphide discoveries through its deep-borehole electromagnetic technology. At the E&L Claims, Lamontagne conducts follow-up drill hole surveys on the Company's 2018 drill holes with its proprietary BHEM tools, to complement the Discovery Geophysics International HeliSam survey, to detect additional conductive anomalies at the E&L Claims.

It should be noted that geophysical targets are interpretations subject to limitations on data and modelling. While geophysics has been effective at Nickel Mountain, geophysical targets should be viewed only as guides to drilling and sampling.

E&L Claims – (cont'd)

Initial Results from 2018 Exploration Program

Assay results from the first eight holes of the 2018 drill program at Nickel Mountain have confirmed wide intervals of near-surface nickel-copper-rich sulphide mineralization in all directions surrounding the 2017 Discovery zone. The results also included cobalt, platinum, palladium, gold and silver values.

Drilling highlights:

- EL-18-22, collared 186 m west-southwest of EL-17-14, intersected 12.5 m @ 4.3% nickel and 2.7% copper plus three additional mineralized zones (21 m, 28.7 m and 11.4 m) within the first 150 m (extends the massive sulphide zone 42 m west-southwest of EL-17-14 massive sulphide zone)
- EL-18-20, collared 75 m west of EL-17-14, intersected 30.5 m @ 3.1% nickel and 1.9% copper including 8.4 m @ 7.8% nickel and 3.3% copper (extends the massive sulphide zone 20 m west of EL-17-14)
- EL-18-19, collared 75 m west of EL-17-14, intersected 34.9 m @ 2.0% nickel and 1.6% copper including 5.7 m @ 7.3% nickel and 5.1% copper (extends the massive sulphide zone 14 m west-southwest of EL-17-14)
- EL-18-16, collared 76 m west of Discovery Hole EL-17-14, intersected 34.1 m @ 2.4% nickel and 1.5% copper including 7.4 m @ 7.9% nickel and 3.9% copper (extends the massive sulphide zone 50 m southeast of EL-17-14)

Melting Icefield Exposes Massive Sulphides North and East of Discovery Zone

The peak of the summer ice melt has exposed a "ring" of never previously seen Nickel Mountain mineralization which is up to 1.6 km long and up to 1 km wide and includes massive sulphide outcrops and a massive sulphide boulder train around the receding margins of the E&L icefield, immediately adjacent to the Discovery and Northwest zones. Significantly, the Company's geologists have also identified variable textured gabbro (taxite, a key indicator) outcropping at the northern edge of the icefield, coincident with an encouraging VTEM geophysical signature and 1,300 m from EL-17-14. Sampling and mapping of these important new surface discoveries continues. Future drilling will test the possibility that this very broad area untested beneath the ice, hosts nickel-copper-rich sulphide mineralization at depth.

Steve Regoci, President and CEO of Garibaldi, has commented: "The potential scale of the Nickel Mountain system, and the high grades and metal tenors confirmed within the growing footprints of the Discovery-Northwest zone corridor, continue to excite our team of nickel sulphide experts. We've already more than doubled last year's total metres drilled and we've started the process of stepping out dramatically in multiple directions from the Discovery zone to follow both the geology and our state-of-the-art geophysics data from borehole EM and VTEM."

E&L Claims – (cont'd)

Dynamic Magmatic Sulphide System with Deep Roots

Dr. Peter Lightfoot, one of the world's premier nickel sulphide experts and Garibaldi's technical advisor, has commented: "The strong endowment of the massive and disseminated sulphide mineralization at Nickel Mountain is directly related to olivine gabbros that exhibit an unusual variable texture in drill core and outcrop. These rocks are grouped as taxites. A 3D geological model for the mineral zones and the host rocks is evolving as drilling and surface mapping uncovers more information to anchor the geometry of the contacts and the structures that offset the intrusion."

"It is now clear that the E&L Nickel Mountain intrusion comprises at least three structurally offset segments, and all three contain disseminated and massive sulphide mineralization. Moreover, petrological and geochemical investigations of the taxitic gabbros indicate that the roots of the intrusion extend at least 462 metres beneath the E&L, where EL-18-18 intersected taxitic gabbro from 421.1 to 462.5 m, and more widely within the Nickel Mountain gabbro complex extending well beyond the Discovery zone."

"There is strong evidence for an open-system emplacement history through 'magma highways from the mantle', indicating a mineralizing event of considerable scale with nickel grades in massive sulphides that are in the very top echelon." Dr. Lightfoot concluded.

Everett Makela, Garibaldi's VP Exploration, stated: "Of particular importance is the recognition of the taxites, variable textured olivine gabbros, as the productive rock units of the intrusion. Identification of this conduit architecture has been fundamental to our exploration success. The discovery of outcrops of melagabbros with taxitic textures 1.3 km to the northeast on the edge of the receding glacier, and massive sulphide boulders located along the glacier margins, speak to the potential of greatly expanding the scale of this fertile environment as we know it."

Regional Exploration Update

A property-wide program of mapping and prospecting is ongoing, focusing on VTEM anomaly areas, outcrop exposures along the interpreted northeast trend of the E&L Nickel Mountain intrusion, and key drainage areas. In conjunction with this program, additional VTEM surveys have been flown to validate and expand upon previous survey results and provide detailed coverage over newly-identified prospective areas.

Mr. Everett Makela, P.Geo., a Qualified Person as defined by NI-43-01 regulations, has reviewed this MD&A and approved the above technical disclosure concerning the E&L property.

Palm Spring

On May 5, 2016 and amended on June 19, 2018, the Company entered into a mineral property option agreement to acquire a 100% interest in 35 mineral tenures located in the Liard Mining Division in northwest British Columbia known as the Palm Spring Property. The optionor retained a net smelter return royalty of 2% which may be reduced to 1% by the Company at any time for \$1,000,000.

The Palm Spring Property is contiguous with the Company's E&L Property.

Under the terms of the agreement, in order to acquire a 100% interest in the Palm Spring Property, the option payments and share issuances were as follows:

- Within 10 days of TSX-V approval – a cash payment of \$10,000 (paid) and the issuance of 100,000 common shares (issued with a fair value of \$8,000).
- On or before May 5, 2017 – the issuance of an additional 200,000 common shares (issued with a fair value of \$30,000).
- On or before May 5, 2018 – the issuance of an additional 300,000 common shares (issued with a fair value of \$924,000).
- On or before June 19, 2018 – the issuance of an additional 56,000 common shares (issued with a fair value of \$172,480).

Much of the Palm Spring Property features receding glaciers, exposing previously hidden favorable volcano-sedimentary stratigraphy similar to Eskay Creek. Historic surface sampling by Noranda returned high-grade gold and copper values and revealed unique Eskay Creek-type pathfinder minerals in trenches and outcrops.

Red Lion

The Company owns a 100% interest in 6 mineral tenures located in the Omineca Mining Division of British Columbia known as the Red Lion Property. The Red Lion Property is subject to a net smelter return royalty of 2% which may be reduced to 1%, at any time, upon payment by the Company of \$2,000,000.

The Red Lion property is located in northwest B.C. approximately 67 kilometres southeast of the Kemess mine and adjoins the Kliyul Cu-Au Porphyry project under option to Teck Resources Ltd. Red Lion shows extremely strong Cu-Au stream sediment geochemistry in both government regional geochemical survey responses and follow-up proprietary surveys. Access and infrastructure at Red Lion are excellent with the power line to the Kemess South mine only three kilometres away.

Extensive geophysical and surface sampling programs carried out, combined with compilation and contouring of historical soil sampling results from RL Ridge, have revealed a 10-kilometre-long northwest-southeast-trending mineralized corridor in the prospective Quesnel trough. This large corridor is parallel to the Omineca mining road and power lines to Kemess that strategically pass through the Red Lion claims.

The Red Lion, never previously drilled, was gradually expanded to 75 square kilometres from the original 35 square kilometres acquired by Garibaldi in early 2014. The property is contiguous to the Kliyul project, and drill permits are pending.

Three major target areas along Red Lion corridor include:

- An extensive copper-in-soil anomaly at the RL Ridge target stretches northwest-southeast for 4.2 kilometres and east-west for 400 metres to 800 metres within a broader anomaly up to 1.7 kilometres wide.
- Parallel to the east of this large geochemical anomaly is a 2.4-kilometre-long induced polarization chargeability high, open to the north and south, that continues up slope from the Omineca road. The IP high coincides with anomalous copper-gold rock, soil and stream sediment results along with a magnetic high that is known to be underlain by a diorite to a monzodiorite intrusive in a largely overburden-covered area (RL East target).
- A second chargeability high, 1.8 kilometres long, is located fewer than two kilometres northwest of RL Ridge at the RL West target and also coincides with anomalous copper-gold rock, soil and stream sediment results and a magnetic high underlain by a diorite intrusive.

Significantly, the four chip samples at RL West with the highest measured chargeability were associated with abundant pyrite and assayed the highest grades in gold, copper and cobalt. Those values ranged from 1.07 grams per tonne gold to 37.5 grams per tonne gold, 0.21% copper to 13.6% copper, and anomalous cobalt to 0.55% cobalt. Extensive outcropping exists at RL West, and numerous areas have yet to be sampled. The fact that the chargeability high appears to be related to sulphides carrying mineralization is extremely encouraging. The IP chargeability highs at Red Lion are similar to those measured at the adjoining Kliyul property to the south.

Charles Greig, MSc, P.Geo., a Qualified Person as defined by NI-43-01 regulations, has reviewed this MD&A and approved the above technical disclosure concerning the Red Lion property.

Grizzly

The Company acquired the Grizzly claims located in the Sheslay Valley district of north western British Columbia, subject to a 2% net smelter return royalty. The Company has the option at any time to reduce the NSR to 1% for a payment of \$1,000,000 to the vendor.

The Grizzly property is an exciting early stage copper-gold porphyry project located in northwest B.C. in the emerging Sheslay district. Grizzly consists of 286 square kilometres and adjoins Prosper Gold Corp.'s Star project (an advanced porphyry copper-gold prospect) on its western and southern sides. In addition, Grizzly is contiguous to Doubleview Capital Corp.'s Hat property where a new drilling discovery was announced in 2014.

Initial assay results from the first five holes ever drilled by Garibaldi have revealed unique Sheslay district mineral discoveries along a 1.2-km wide portion of Grizzly Central including a potential large-scale deposit in a "Kaketsa multi-element ultramafic". The fertile Kaketsa pluton towers approximately 2.5 km west of the "Ultra 1 Zone" defined by three of the holes.

The discovery of the Ultra 1 Zone supports the theory that a series of "masked" deposits may exist at Grizzly Central which is almost entirely overburden-covered. Garibaldi is the Sheslay district's dominant landholder with seven regional target areas adjacent to gold-copper porphyry deposits on two other properties, 120 km west of Imperial Metals Corp.'s Red Chris gold-copper mine.

Widely-spaced drill holes GC-15-01, GC-15-03 and GC-15-04 in the Grizzly Central Ultra 1 Zone intersected a very thick, homogeneous ultramafic "black unit", consisting of high-grade magnesium (grades ranging between 21.7% and 23.5% Mg in each hole) and elevated nickel (ranging between 0.11% and 0.15% Ni in each hole). This structure is preceded by consistent, highly elevated scandium at the top of each hole including 54 meters grading 34 g/t in GC-15-03.

All three holes bottomed in the strongly magnetic, fine-grained and intensely altered black unit which was intersected for 206 meters in GC-15-03.

Meanwhile, GC-15-05, collared 650 meters east of GC-15-03, returned consistent, highly elevated scandium in all assayed 3-meter core samples (20 in total) at various depths throughout its 253-meter length. This included a 33-meter section (from 19 meters to 52 meters) grading 34 g/t Sc, while the final 3 meters of the hole returned the highest scandium grade of 39 g/t.

Multiple high-opportunity targets have been identified from Grizzly West to West Kaketsa to Grizzly Central to Grizzly South.

Maps showing location, sampling areas and full results from recent work completed at West Kaketsa and Grizzly West are available on the Garibaldi web site.

Charles Greig, MSc, P.Geo., a Qualified Person as defined by National Instrument 43-01 regulations, has reviewed this MD&A and has approved the above technical disclosure concerning the Grizzly property.

King

The Company acquired a 100% interest in six mineral tenures comprising 1,720 hectares located in the Iskut River area of British Columbia, known as the King property. The property is subject to a net smelter return royalty of 2%.

Recognizing the significance of developments rapidly unfolding in a key part of northwest British Columbia's Golden Triangle that hosts the high-grade Valley of the Kings mine slated for production in 2017, Garibaldi has increased its landholdings in this prolific district by nearly 10-fold through the following transactions:

1. Garibaldi executed an option to acquire up to a 95% interest in the 8,070-hectare Palm Springs Property (PSP), a high-grade gold and Eskay Creek-type target located 5 km northwest of the past producing world class Eskay Creek mine and contiguous to Tudor Gold's Eskay North Property;
2. Garibaldi staked an additional 1,770 hectares of claims adjoining the northeast boundary of Barrick Gold's historic Eskay Creek mine;
3. Garibaldi tripled the size of its King Property, immediately north of the past producing high-grade Snip gold mine, by purchasing an additional 17 claims (King South) covering approximately 3,052 hectares contiguous to the southern border of the King. This property now comprises 46 sq. km.

The expansion of the King has divided the project into King North and King South, two adjoining packages, with King South just several km northeast of the past producing Snip gold mine. Since August 2016, Skeena Resources has been carrying out a successful drill program at Snip in an attempt to define new resources outside of the historical mined areas.

King North, featuring at least three mineralized zones, is more advanced than King South and is permitted for drilling. Limited trenching and sampling carried out by the Company over an area identified in the 1980's at King North supports historical results suggesting a high-grade interval in one North zone trench averaged 295 g/t Ag with 19.4% combined Pb-Zn over 6 meters across the strike of the mineralized zone.

The South zone at King North is also prospective for high-grade silver-lead-zinc mineralization while the Central zone has returned high-grade gold values from historical surface sampling at the Chubby Creek prospect.

Information gathered from last summer's exploration program is being analyzed and an update on the King is expected during 2018.

Mr. Carl Von Einsiedel, P.Geo., a Qualified Person as defined by NI-43-01 regulations, has reviewed this MD&A and approved the above technical disclosure concerning the King property.

Sid & Sunrise

On October 5, 2016, the Company entered into a mineral property option agreement to acquire a 100% interest in 9 mineral tenures located in the Omenica Mining Division in British Columbia, comprising 2,443 hectares known as the SID claims. In order to earn the interest, the Company will be required to issue 2,000,000 common shares over a four-year period and incur exploration expenditures on the property totaling \$1,000,000 by the end of the four-year option period. The option will be subject to a 2% net smelter royalty retained by the optionor.

Tora Tora

The Tora Tora property was acquired at a nominal cost and is subject to a 2% net smelter return royalty. Tora Tora is located near Princeton, B.C. and is 25 kms north of the producing Copper Mountain mine. The property is largely overburden covered but features a prominent circular-shaped magnetic anomaly which management believes may be the expression of a buried intrusive body.

This distinct target located just 2 kms west of Sego Resources' 2012 discovery hole (DDH-12-21; 100.4 m of 0.95 per cent copper, 0.55 g/t gold and 3.5 g/t silver) was identified in a 2013 aeromagnetic survey.

In January 2017, the Company completed the first two drill holes of a phase 1 diamond drilling program at Tora Tora. The holes were collared 250 metres apart and were drilled to depths of nearly 200 metres, deeper and farther north than any of the several historical holes that were completed at Tora Tora. Targets were selected based on coincident geochemical and geophysical anomalies.

Each of the first two test holes intersected propylitic alteration throughout. In copper porphyries, propylitic alteration is associated with the outer distal zonation of the deposits. The bottom of the second hole, drilled to a depth of 190.5 metres, returned anomalous copper mineralization in a pyrite-dominated sulphide assemblage with minor chalcopyrite occurring in quartz-carbonate veins, blebs and fine-grained disseminations. Garibaldi geologists were encouraged by the extensive new information acquired from this exploratory drilling, which will provide important guidance for a next phase of drilling.

The Company has staked three additional claims attached to the northeast corner of the property.

Caribou Copper-Gold

On April 3, 2017, the Company acquired the option to earn a 100% interest in five mineral tenures comprising 1,753 hectares bordering Engold's new copper-gold-silver discovery 20 kms northeast of Lac La Hache. The vendor will retain a 2% net smelter return royalty, of which the Company can purchase half at any time for \$1,500,000.

The underlying prospective rock units and contact zones relating to mineralization at Engold's Lac La Hache property trend northwest-southeast onto Garibaldi's southern block of claims.

Mr. John Buckle, P.Geo., P.Geoph., a Qualified Person as defined by NI-43-01 regulations, has reviewed this MD&A and approved the above technical disclosure concerning the Palm Springs, Sid & Sunrise, Tora Tora and Caribou Copper-Gold properties.

Black Gold

The Company owns, through its 100% owned subsidiary, San Pedro Stone Inc., a granite quarry known as Black Gold which is located 40 kms north of Grand Forks, B.C. There is a quarry permit issued by the B.C. Ministry of Mines as well as a reclamation deposit in place.

Garibaldi's Black Gold claims are potentially suitable for extraction of dimension-stone-quality black granite. Garibaldi's new management group retained this legacy asset after securing an independent assessment indicating that the size of the deposit combined with the unique and attractive appearance of the stone had potential commercial value worthy of further evaluation. The company continues to examine ways to unlock the value of Black Gold.

MINERAL PROPERTIES IN MEXICO

Garibaldi has experienced field crews and a dedicated drill rig deployed in Mexico and the Company intends to carry out exploration on the high priority targets.

Sierra Madre

Garibaldi has utilized sophisticated remote sensing technologies to explore for new gold-silver and base metal deposits in the central and northern parts of Mexico's prolific Sierra Madre. The Company currently controls three properties in this region strategically located close to some of the most robust gold and silver mining projects ever discovered in Mexico.

These properties, namely, Rodadero, Tonichi and Iris, were acquired because they covered broad areas of virtually unexplored hydrothermal alteration that are strikingly similar to the alteration zones associated with many nearby known deposits. The Company completed a state-of-the-art, fixed wing alteration mapping survey (hyperspectral survey) covering Rodadero, Tonichi and Iris. The hyperspectral survey identified multiple high priority target areas at each of these properties.

Sonora Properties

The Company owns two non-contiguous concession packages in Sonora State, Mexico, known as the Tonichi and Rodadero properties. The Company must incur minimum exploration and development expenditures approximating \$75,000 per year to keep the concessions in good standing. The concessions will each be subject to a 1% net smelter return royalty which the Company can purchase at any time for \$1,000,000 each.

Rodadero

The Rodadero property, where the Company made a high-grade discovery in 2014 at the Silver Eagle target, is located approximately 90 kms northwest of Agnico Eagle's La India mine and Alamos Gold's Mulatos mine. The Company has built significantly on the work of the Mexican Department of Mines whose geological maps for Rodadero showed numerous known gold and silver occurrences, placer gold occurrences and more importantly large areas of alteration similar to the alteration zones identified in the Mulatos area. Detailed geological work at Mulatos has demonstrated that the large alteration zones are associated with epithermal systems that formed gold deposits.

The Company has carried out an extensive exploration program at Rodadero to evaluate the mineralized zones located to date. Additional sampling and detailed mapping ahead of reducing the concessions to cover only the significant areas of mineralization was completed. This work resulted in the identification of several important targets. After reduction of the concessions, the mineralized areas were divided into the Rodadero North and Rodadero South areas.

Rodadero North Target Areas

The Company has identified 12 targets at Rodadero North - Silver Eagle, Rambo, El Rey, Dolores, Batuc, La Fortuna, La Colorada, Tarichi, Reales, La Tortuga, La Estrella and Igualama - through mapping, sampling and the use of the Company's hyperspectral database (see map at www.garibaldiresources.com).

Mapping and broadly-spaced sampling at Silver Eagle has outlined three new mineral horizons surrounding the near-surface, high-grade deposit west and up to 350 meters north of discovery hole SE-14-01. Silver Eagle is a nearly flat lying tabular mineralized body. Significantly, after an extensive review of data, company geologists and technical advisers now believe that the Silver Eagle and Reales targets along the western side of Rodadero are indeed linked as part of a north-northwest trending structural zone extending for at least 2.5 kms.

Meanwhile, a potential new discovery area called Rambo, with the target being high-grade gold, is located approximately 6 kms east of the Silver Eagle near-surface deposit, which was defined in 2014 and 2015. Rambo is contiguous to the northern boundary of privately held claims where a small-scale mining operation is extracting both high-grade gold and high-grade silver.

In addition to Silver Eagle and Rambo, 10 other mineralized centers have so far been outlined at Rodadero over nearly 50 sq. kms through mapping, sampling and the use of the company's proprietary hyperspectral database.

Tonichi

The Tonichi property is located approximately 90 kms west of Alamos Gold's Mulatos mine. Tonichi shows gold and silver as well as porphyry copper and porphyry molybdenum occurrences.

The Tonichi concessions host a multitude of mineral prospects within broad zones of intense alteration over many square km. These target areas are being explored for potential drill targets in addition to the Locust "gold in soil" anomaly. The Company completed a trenching and mapping program on the Locust target to develop plans for future drilling. At the same time, the Company continued with the ongoing assessment of multiple targets identified by hyperspectral survey. Garibaldi's hyperspectral remote sensing technology has been a rapid, cost-effective method of identifying the best drill targets throughout this strategic land package.

The Company's drilling efforts were focused on the Locust target in the northern part of Tonichi where the Company was following up on an important mineralized intercept (0.24 g/t gold and 0.16% copper over 104.6 metres) in hole MAR-13-02. Drilling at Locust (2745 meters in 16 widely spaced holes) with the Company's own diamond drill rig outlined a broad envelope of near-surface mineralization that measures at least 5 kms along trend and 1-2 km across. The exploration targets are an oxide gold deposit and/or a gold-copper porphyry system.

Iris

The Company acquired a 100% interest in the Iris property located in Chihuahua State, Mexico. The property is subject to a 2% net smelter return royalty. The Company has the right to buy down the royalty to 1% by paying US\$1,500,000 to the vendor.

The Iris property has drill-ready targets and is strategically located in the heart of a robust mining and exploration camp in western Chihuahua State. The property is in the area of several recently discovered mines, including Agnico Eagle's Pinos Altos mine and Minera Frisco's Ocampo mine.

Minera Frisco is also actively exploring a land package (the Venus Property) contiguous to the eastern border of Iris, in between Garibaldi's concession and Agnico Eagle's ground which hosts Pinos Altos.

Garibaldi acquired Iris based on an ASTER-SWIR satellite image outlining a distinct silica anomaly and the observation that the regional Ocampo caldera rim that bisects Pinos Altos traverses through the northern portion of Iris. Both Agnico Eagle and Aurico Gold (later acquired by Minera Frisco) purchased Garibaldi's proprietary hyperspectral data of the Ocampo mining district.

La Patilla

The Company owns a 100% interest in the 99 hectare La Patilla property located in Sinaloa State, Mexico. Should the property be placed into commercial production, the Company is required to issue 800,000 common shares to the original owner and pay a 3% NSR royalty capped at US\$3,000,000. The NSR may be reduced to 1% at any time upon the payment of US\$2,000,000 by the Company to the original owner.

La Patilla was acquired as a potential near-term exploitation project. Several gold-bearing quartz veins and/or breccia bodies at La Patilla have drawn interest from artisanal miners for many years. The property features easy access, relatively flat terrain at low elevations, and is surrounded by excellent infrastructure in an established mining district. Garibaldi has also negotiated a long-term agreement with the local community to allow for any potential future metal extraction on the property by the company.

First-ever diamond drilling at La Patilla returned highly encouraging gold values near-surface including an interval grading 10.4 g/t gold over 8.5 meters in LP-14.

Garibaldi has received excellent metallurgical results for the La Patilla vein system with a gold recovery rate of 95% from a flotation test carried out by the Mexican Geological Survey in Chihuahua City.

The analyzed head grade for the sample (7.9 kilograms) was 17.7 g/t gold. Material was taken from surface exposures in the vein system where previous drilling reported high-grade gold values. Garibaldi cautions that the head grade is not necessarily representative of mineralization at La Patilla in general or, specifically, within the zones, structures or geological features that were sampled for the metallurgical testing.

Dr. Craig Gibson, PhD., Certified Professional Geologist, director of the Company and Qualified Person as defined by NI 43-101, has reviewed and approved the technical information on the Mexican properties contained in this MD&A on behalf of the Company.

SELECTED ANNUAL INFORMATION

The following table sets out selected annual financial information for the Company for the years ended:

	January 31, 2018 \$	January 31, 2017 \$	January 31, 2016 \$
Revenues	Nil	Nil	Nil
Net and comprehensive loss	(2,128,399)	(436,292)	(1,173,788)
Basic and diluted loss per share	(0.03)	(0.01)	(0.02)
Total assets	27,435,336	8,925,275	8,507,724
Non-current financial liabilities	Nil	Nil	Nil
Dividends	Nil	Nil	Nil

DISCUSSION OF OPERATIONS

The Company recorded a net and comprehensive loss of \$40,382 for the six months ended July 31, 2018 compared to \$359,092 for the six months ended July 31, 2017.

Operating expenses for the six months ended July 31, 2018 were \$674,895 compared to \$364,295 for the six months ended July 31, 2017.

Professional fees increased by \$68,335 in 2018. This was primarily the result of an increase in legal fees due to increased activity levels and to various communications with the B.C. Securities Commission in response to queries.

Share-based compensation increased by \$206,000 in 2018. The Company granted 100,000 stock options to a consultant during the 2018 period. There were no stock options granted in the 2017 period.

Shareholder communications increased by \$35,242 and travel and promotion increased by \$30,400 in 2018. The Company presented at an investment conference in Europe during the 2018 period.

The Company recorded other income of \$571,230 on the settlement of flow-through premium liabilities in 2018 compared to \$7,728 in 2017.

The Company incurred expenditures on exploration and evaluation assets of \$5,455,600 during the six months ended July 31, 2018 compared to \$457,400 during the six months ended July 31, 2017. The majority of the exploration and evaluation expenditures in 2018 were related to surveying and drilling activities carried out on the Company's E&L property.

SUMMARY OF QUARTERLY RESULTS

The figures for the quarters ended January 31, 2018 and 2017 are derived from the Company's audited annual consolidated financial statements. All other quarterly figures are derived from the Company's unaudited condensed interim consolidated financial statements.

	July 31, 2018 \$	April 30, 2018 \$	January 31, 2018 \$	October 31, 2017 \$
Comprehensive income (loss)	351,822	(392,204)	(950,219)	(819,088)
Basic income (loss) per share	0.00	(0.00)	(0.01)	(0.01)
Fully diluted income (loss) per share	0.00	(0.00)	(0.01)	(0.01)

	July 31, 2017 \$	April 30, 2017 \$	January 31, 2017 \$	October 31, 2016 \$
Comprehensive income (loss)	(197,893)	(161,199)	(151,514)	(134,298)
Basic income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)
Fully diluted income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)

In the above table, the large variances in quarterly results are due to the settlement of flow-through premium liabilities or to share-based compensation expense recorded during a quarter. In Q2 2019, the Company recorded other income of 473,209 on the settlement of flow-through premium liabilities. In Q1 2019, the Company recorded share-based compensation expense of \$206,000. In Q4 2018, the Company recorded share-based compensation expense of \$783,703. In Q3 2018, the Company recorded share-based compensation expense of \$972,000.

LIQUIDITY AND CAPITAL RESOURCES

At July 31, 2018, the Company has not advanced its mineral properties to commercial production and has not generated revenue from operations. The Company does not expect to generate revenues in the foreseeable future and expects to continue to incur costs to further explore its mineral properties.

The Company currently estimates that the administration of its corporate affairs will cost in the order of \$225,000 per quarter or \$900,000 per year. As well, some of the Company's property interests have been acquired by way of option agreements which carry ongoing cash and expenditure obligations. In addition, the Company's Mexican properties require the payment of annual property maintenance taxes.

At July 31, 2018, the Company had working capital of \$20,424,109 which is sufficient to meet its ongoing commitments and further its exploration programs for at least the next twelve months. The Company has financed its operations and mineral property exploration programs to date primarily through the issuance of common shares. The Company has been successful in raising funds in the past to finance operations, however, there is no assurance it will be able to do so in the future.

LIQUIDITY AND CAPITAL RESOURCES – (cont'd)

Financing Activities

Subsequent to July 31, 2018:

- Issued 242,000 common shares pursuant to the exercise of share purchase warrants for proceeds of \$209,100.

During the Six Months Ended July 31, 2018:

- the Company issued 864,850 common shares at \$3.35 per share pursuant to a private placement of flow-through shares for gross proceeds of \$2,897,247. A finder's fee of \$144,862 was paid on the private placement.
- the Company issued 31,500 common shares at \$3.35 per share pursuant to a private placement of flow-through shares for gross proceeds of \$105,525. A finder's fee of \$5,276 was paid on the private placement.
- the Company issued 3,000,000 common shares at \$3.35 per share pursuant to a private placement of flow-through shares for proceeds of \$10,050,000.
- the Company issued 1,475,000 common shares pursuant to the exercise of stock options for proceeds of \$285,000.
- the Company issued 851,022 common shares pursuant to the exercise of share purchase warrants for proceeds of \$323,223.

During the Year Ended January 31, 2018:

- the Company issued 4,000,000 flow-through units for gross proceeds of \$720,000 pursuant to a private placement at \$0.18 per unit. Each unit consisted of one flow-through common share and one-half of one share purchase warrant with each full share purchase warrant exercisable into one non-flow-through common share at \$0.25 per share for a period of two years. In connection with this private placement, the Company paid commissions of \$42,000 and filing and legal fees of \$15,490. There was a flow-through premium of \$0.04 per share or \$160,000 which was recorded as a deferred flow-through premium. During the year ended January 31, 2018, the Company recorded other income of \$160,000 in connection with this flow-through premium. The difference of \$560,000 between the gross proceeds of \$720,000 and the deferred flow-through premium of \$160,000 was recognized as equity. The Company renounced \$720,000 of exploration expenditures to the investors on December 31, 2017.

LIQUIDITY AND CAPITAL RESOURCES – (cont'd)

- the Company issued 1,430,000 units for gross proceeds of \$200,200 pursuant to a private placement at \$0.14 per unit. Each unit consisted of one common share and one share purchase warrant exercisable into one common share at \$0.20 per share for a period of two years. In connection with this private placement, the Company paid filing and legal fees of \$5,880.
- the Company issued 2,031,998 units for gross proceeds of \$934,719 pursuant to a private placement at \$0.46 per unit. Each unit consisted of one common share and one share purchase warrant exercisable into one common share at \$0.60 per share for a period of two years. In connection with this private placement, the Company paid filing and legal fees of \$13,054.
- the Company issued 2,622,500 units for gross proceeds of \$2,150,450 pursuant to a private placement at \$0.82 per unit and 4,184,391 flow-through units for gross proceeds of \$3,849,640 pursuant to a flow-through private placement at \$0.92 per flow-through unit. Each unit consisted of one common share and one share purchase warrant exercisable at \$1.05 per share for a period of two years. Each flow-through unit consisted of one flow-through common share and one-half of one share purchase warrant with each full share purchase warrant exercisable into one non-flow-through common share at \$1.05 per share for a period of two years. In connection with this private placement, the Company paid commissions of \$257,950 and filing and legal fees of \$35,000. There was a flow-through premium of \$0.10 per share or \$418,440 which was recorded as a deferred flow-through premium. During the year ended January 31, 2018, the Company recorded other income of \$219,377 and the remaining amount of \$199,063 is recorded as a deferred flow-through premium as at January 31, 2018. The difference of \$3,431,200 between the gross proceeds of \$3,849,640 and the deferred flow-through premium of \$418,440 has been recognized as equity. The Company renounced \$3,845,455 of exploration expenditures to the investors on December 31, 2017 of which \$1,945,455 was renounced under the look-back rule.
- the Company issued 3,174,603 units for gross proceeds of \$9,999,999 pursuant to a private placement at \$3.15 per unit. Each unit consisted of one common share and one share purchase warrant exercisable into one common share at \$4.50 per share for a period of two years. In connection with this private placement, the Company paid commissions of \$319,600 and filing and legal fees of \$53,700.
- the Company issued 1,225,000 common shares pursuant to the exercise of stock options for proceeds of \$165,000.
- the Company issued 5,846,654 common shares pursuant to the exercise of share purchase warrants for proceeds of \$1,641,564.

TRANSACTIONS BETWEEN RELATED PARTIES

Directors and Officers

At September 28, 2018, the directors of the Company are Steve Regoci, Barrie DiCatri, Greg Burnett, Craig Gibson, Everett Makela and Dr. Raymond Goldie. The officers of the Company are Steve Regoci, Chief Executive Officer and Barrie DiCatri, Chief Financial Officer.

Related party transactions

The Company incurred the following charges by directors of the Company and by companies with directors in common with the Company during the six months ended July 31, 2018 and 2017:

	2018	2017
Deferred exploration costs – geological	\$ 59,100	\$ -
Consulting fees	1,300	28,000
Management fees	144,000	144,000
	\$ 204,400	\$ 172,000

At July 31, 2018, trade payables and accrued liabilities included \$171,200 (January 31, 2018: \$256,203) due to directors of the Company and to companies with directors in common with the Company for services provided and for expenses incurred on behalf of the Company. At July 31, 2018, related party loan payable included \$Nil (January 31, 2018: \$3,190) due to the Company's Chief Financial Officer.

Key management personnel compensation

The Company considers its Board of Directors and Executive Officers to be key management. The Company incurred the following key management compensation charges during the six months ended July 31, 2018 and 2017:

	2018	2017
Short-term benefits	\$ 204,400	\$ 172,000
Share-based payments	-	-
	\$ 204,400	\$ 172,000

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements to report.

PROPOSED TRANSACTIONS

The Company has no proposed transactions to report.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities as at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on 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 the expenditures is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Site Closure and Reclamation Provisions

The Company assesses its mineral properties' rehabilitation provision at each reporting date or when new material information becomes available. Exploration, development and mining activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for reclamation obligations requires management to make estimates of the future costs that the Company will incur to complete the reclamation work required to comply with existing laws and regulations at each location. Actual costs incurred may differ from those amounts estimated.

Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact any amounts charged to operations for reclamation and remediation. At the periods presented, no reclamation obligation has been incurred. Therefore, no provision has been recorded which represents management's best estimate of the present value of the future reclamation and remediation obligation. The actual future expenditures may differ from the amounts currently provided.

Title to Mineral Properties

Although the Company has taken 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.

CRITICAL ACCOUNTING ESTIMATES – (cont'd)

Share-Based Payments

Management uses valuation techniques in measuring the fair value of share options granted. The fair value is often determined using the Black-Scholes option pricing model which requires management to make certain estimates, judgements, and assumptions in relation to the expected life of the share options, expected volatility, expected risk-free rate, and expected forfeiture rate. Changes to these assumptions could have a material impact on the Company's consolidated financial statements.

Deferred Income Taxes

Judgement is required to determine which types of arrangements are considered to be a tax on income in contrast to an operating cost. Judgement is also required in determining whether deferred tax liabilities are recognized in the consolidated statement of financial position. Deferred tax assets, including those potentially arising from un-utilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable income in future periods, in order to recognize deferred tax assets. Assumptions about the generation of future taxable income depend on management's estimates of future operations and cash flows. These estimates of future taxable income are based on forecast cash flows from operations (which are impacted by production and sales volumes, commodity prices, reserves, operating costs, closure and rehabilitation costs, capital expenditure, and other capital management transactions) and judgement about the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize deferred tax assets or offset these against any deferred tax liabilities recorded at the reporting date could be impacted.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

On February 1, 2018, the Company adopted IFRS 9 – *Financial Instruments* and IFRS 15 – *Revenue from Contracts with Customers*. The adoption of these new and amended standards is not expected to have a material effect on the Company's consolidated financial statements. The Company's significant accounting policies are disclosed in Note 3 to the condensed interim consolidated financial statements for the three months ended April 30, 2018.

IFRS 16 – *Leases* – is scheduled for mandatory adoption for accounting periods beginning on or after February 1, 2019 and is not expected to have a material effect on the Company's consolidated financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss. The Company's cash and marketable securities are classified as fair value through profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Company does not have any assets classified as loans and receivables.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments and it is the Company's intention to hold these investments to maturity. They are measured at amortized cost. Held-to-maturity investments are included in non-current assets except for those which are expected to mature within 12 months of the end of the reporting period. The Company does not have any assets classified as held-to-maturity investments.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive loss, except for impairment losses and foreign exchange gains and losses. The Company does not have any assets classified as available-for-sale financial assets.

Transaction costs associated with fair value through profit or loss financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the assets.

Non-derivative financial liabilities (excluding financial guarantees) are initially recognized at fair value less directly attributable transaction costs. Subsequently, they are measured at amortized cost. The Company's accounts payable are classified as other financial liabilities.

Regular purchases and sales of financial assets are recognized on the settlement date basis. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS – (cont'd)

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

As at July 31, 2018, the Company's financial instruments consist of cash and cash equivalents and trade payables.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

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's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Mexico. As most of the Company's cash is held by one major Canadian bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from financing activities and its holdings of cash and cash equivalents. Historically, the Company's primary source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at July 31, 2018:

	Within one year	Between one and five years	More than five years
Trade payables	\$ 1,657,135	\$ -	\$ -
	\$ 1,657,135	\$ -	\$ -

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS – (cont'd)

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currencies. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The Company's Mexican subsidiary is exposed to currency risk because it holds cash and incurs expenditures that are denominated in Mexican pesos while its functional currency is the Canadian dollar.

The following is an analysis of the Canadian dollar equivalent of financial assets and liabilities that are denominated in Mexican pesos:

	July 31, 2018	January 31, 2018
Cash	\$ 324,242	\$ 29,509
Sales taxes receivable	15,911	20,057
Trade payables	(96,379)	(444,860)
	\$ 243,774	\$ (395,294)

Based on the above net exposure, at July 31, 2018, a 10% change in the exchange rate of the Mexican peso in relation to the Canadian dollar would impact the Company's net income or loss by approximately \$24,400.

The Company is also exposed to currency risk as it incurs expenditures that are denominated in US dollars while its functional currency is the Canadian dollar.

The following is an analysis of the Canadian dollar equivalent of financial assets and liabilities that are denominated in US dollars:

	July 31, 2018	January 31, 2018
Cash	\$ 16,389	\$ 9,965

Based on the above net exposure, at July 31, 2018, a 10% change in the exchange rate of the US dollar in relation to the Canadian dollar would impact the Company's net income or loss by approximately \$1,600.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash and cash equivalents are exposed to interest rate risk. The Company manages its interest rate risk by obtaining the best commercial deposit interest rates available.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS – (cont'd)

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. All marketable securities are subject to price and market volatility.

At July 31, 2018, the Company holds no marketable securities. At January 31, 2018, the Company held 601 common shares of Coeur Mining Inc. with a total market value of \$5,944.

Classification of financial instruments

Financial assets included in the consolidated statements of financial position are as follows:

	July 31, 2018	January 31, 2018
Fair value through profit or loss:		
Cash and cash equivalents	\$ 22,730,945	\$ 14,556,042
Marketable securities	-	5,944
	<u>\$ 22,730,945</u>	<u>\$ 14,561,986</u>

Financial liabilities included in the consolidated statements of financial position are as follows:

	July 31, 2018	January 31, 2018
Non-derivative financial liabilities:		
Trade payables	\$ 1,657,135	\$ 882,631
Related party loan payable	-	3,190
	<u>\$ 1,657,135</u>	<u>\$ 885,821</u>

Fair values

The fair values of the Company's financial assets and liabilities approximate their carrying amounts.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS – (cont'd)

The following is an analysis of the Company's financial instruments measured at fair value on a recurring basis as at July 31, 2018 and January 31, 2018:

	July 31, 2018		
	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 22,730,945	\$ -	\$ -
Marketable securities	-	-	-
	\$ 22,730,945	\$ -	\$ -
	January 31, 2018		
	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 14,556,042	\$ -	\$ -
Marketable securities	5,944	-	-
	\$ 14,561,986	\$ -	\$ -

RISKS AND UNCERTAINTIES

In addition to the risks and uncertainties outlined earlier in this management discussion, the Company is also subject to other risks and uncertainties including the following:

General Risk Associated with the Mining Industry

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that claims and leases are in good standing and obtaining permits for drilling and other exploration activities. The market prices for gold and other metals can be volatile and there is no assurance that a profitable market will exist for a production decision to be made or for the ultimate sale of the metals even if commercial quantities of precious and other metals are discovered.

Exploration and development activities involve risks which careful evaluation, experience and knowledge may not, in some cases eliminate. The commercial viability of any mineral deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure, government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit. Management attempts to mitigate its exploration risk by maintaining a diversified portfolio of properties and a strategy of possible joint ventures with other companies which balances risk while at the same time allowing properties to be advanced.

RISKS AND UNCERTAINTIES – (cont'd)

Dependence on Key Personnel

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and competition for professionals is intense. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

Option Agreements

The Company is currently earning some of its interests in its mineral properties through option agreements and acquisition of title to the property is only completed when the option conditions have been met. These conditions generally include making property payments and incurring exploration expenditures on the properties and can include the completion of pre-feasibility studies. If the Company does not satisfactorily complete its option conditions in the time frame laid out in the option agreement, the Company's title to the mineral property will not vest and the Company will have to write-down the previously capitalized costs related to that property.

Permits and Licences

The operations of the Company will require licences and permits from various governmental authorities, which have been applied for and/or will be applied for at the proper time. There can, however, be no assurance that the Company will be able to obtain all necessary licences and permits required to carry out exploration, development and mining operations of its projects.

Environmental Regulation

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are becoming more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of future operations. The Company may become subject to liability for pollutions or hazards against which it cannot insure or again which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

OUTSTANDING SHARE DATA

Number of Issued and Outstanding Common Shares

At September 28, 2018 108,235,976

Share Purchase Warrants

At September 28, 2018, there were 10,099,038 share purchase warrants outstanding entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Number of warrants outstanding	Exercise Price	Expiry Date
750,000	\$0.25	June 5, 2019
621,500	\$0.20	July 11, 2019
1,160,260	\$0.60	August 16, 2019
2,140,000	\$1.05	October 2, 2019
2,252,675	\$1.05	October 5, 2019
2,539,683	\$4.50	October 20, 2019
634,920	\$4.50	October 31, 2019
<u>10,099,038</u>		

Stock Options

At September 28, 2018, there were 3,850,000 stock options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

Number of options outstanding	Exercise Price	Expiry Date
250,000	\$0.20	February 3, 2019
1,000,000	\$0.10	July 30, 2020
1,200,000	\$0.20	December 24, 2020
1,100,000	\$0.50	August 18, 2022
200,000	\$1.50	September 26, 2022
100,000	\$2.30	February 16, 2023
<u>3,850,000</u>		