

EARL RESOURCES LIMITED

Management's Discussion and Analysis of Financial Condition and Results of Operations For the Three Months Ended March 31, 2019 (Prepared by Management)

Date: May 7, 2019

General

The following Management's Discussion and Analysis ("MD&A") should be read in conjunction with Earl Resources Limited's (the "Company") unaudited condensed interim financial statements for the first quarter ending March 31, 2019 and audited financial statements for the year ended December 31, 2018, including the respective notes thereon. The unaudited condensed interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and include the operating results of the Company. The date of this Management Discussion and Analysis is May 7, 2019.

Additional information relating to the Company can be found on the SEDAR website at www.sedar.com

All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified.

Forward-Looking Statements

This MD&A may contain forward-looking information and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ from those projected in the forward-looking statements. Readers can identify many of these statements by looking for words such as "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof.

Forward-looking information is based on the opinions and estimates of management and its consultants at the date the information is given. It is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. The information is based on reasonable assumptions which include but are not limited to expectations with respect to new business opportunities and expectations regarding the ability to raise capital (see "Liquidity and Capital Resources" below).

Factors that could cause actual results to differ materially from those in forward-looking statements include competition, escalating costs and professional fees, stock market volatility, unanticipated operating events, liabilities inherent in industry and the lack of availability of necessary capital, which may not be available to the Company on terms acceptable to it or at all.

Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. There can be no assurance that the plan, intentions or expectations upon which these forward looking statements are based will occur. Forward looking statements are subject to risks, uncertainties and assumptions. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements should not be in any way construed as guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements.

Readers are cautioned not to put undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are contained herein, except in accordance with applicable securities laws.

Overview

Earl Resources Limited was incorporated under the British Columbia "*Companies Act*" as a Specialty Limited Company on November 21, 1963. In July 1998, the Company continued to the Cayman Islands. In February 2018, the Company continued back to British Columbia. The Company is currently inactive with limited operations.

The Company's common shares are listed on the NEX Board of the TSX Venture Exchange (the "Exchange"). In March 2018, the Company consolidated its share capital on a 3 to 1 basis. All share and per share amounts have been retroactively restated to reflect the consolidation.

Management is in the process of seeking business opportunities for the Company. The Company's ability to continue as a going concern is dependent upon its ability to identify new business opportunities, generate future profitable operations, obtaining the necessary financing to meet its obligations, receive the continued financial support from its officers and directors and repay any liabilities arising from normal business operations as they come due.

There can be no assurance that a viable business opportunity that can be adequately financed will be identified and available to the Company. Additional equity and/or debt financing is subject to the global financial markets and prevailing economic conditions, which have recently been volatile and distressed. These factors will likely make it more challenging to obtain financing for the company going forward.

In the opinion of management, all adjustments consisting of normal recurring adjustments, considered necessary for a fair presentation of the Company's financial position, results of operations and cash flows, have been included.

Summary of Quarterly Results

The following table sets forth selected (unaudited) quarterly financial information for each of the last eight most recently completed quarters.

| | For the three months ending | | | |
|---------------------------------|-----------------------------|-------------|-------------|-------------|
| | Mar 31/19 | Dec 31/18 | Sep 30/18 | Jun 30/18 |
| | \$ | \$ | \$ | \$ |
| Total Assets | 166,761 | 188,386 | 205,650 | 225,878 |
| Deficit | (2,075,384) | (2,043,062) | (2,025,796) | (2,006,968) |
| Working Capital (deficiency) | 15,784 | 48,106 | 65,372 | 84,200 |
| Net income (loss) | (32,322) | (17,266) | (18,828) | (40,062) |
| Per share – (basic and diluted) | (0.00) | (0.00) | (0.00) | (0.00) |

| | For the three months ending | | | |
|---------------------------------|-----------------------------|-------------|-------------|-------------|
| | Mar 31/18 | Dec 31/17 | Sep 30/17 | Jun 30/17 |
| | \$ | \$ | \$ | \$ |
| Total Assets | 277,108 | 332,638 | 7,647 | 12,546 |
| Deficit | (1,966,906) | (1,910,808) | (1,864,384) | (1,849,785) |
| Working Capital (deficiency) | 124,262 | 149,872 | (1,270,304) | (1,255,705) |
| Net income (loss) | (56,098) | (46,424) | (14,599) | (17,717) |
| Per share – (basic and diluted) | (0.01) | (0.02) | (0.006) | (0.008) |

The decrease in net loss for the quarter ended March 31, 2019 to \$32,322 (2018 - \$56,098) is primarily due to \$nil (2018 – 9,825) in legal fees, \$3,176 (2018 - \$20,350) in filing fees and \$664 (2018 - \$7,882) in transfer agent fees which related to the share consolidation and corporate reorganization and continuation from the Caymans to British Columbia. These decreases were offset by an increase in accounting and audit fees to \$12,773 (2018 - \$Nil) which was a timing issue as the audit was completed earlier in the current fiscal year. Expenses have remained relatively low as a result of minimal corporate and operational activity.

Significant Accounting Judgments, Estimates and Assumptions

The preparation of these condensed interim financial statements in conformity of IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim financial statements and 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.

Share Capital

(a) Authorized: Unlimited common shares without par value.

(b) Issued and Outstanding:

| | Number of shares | Capital stock | Payments Reserve |
|---|---------------------|---------------|---------------------|
| Balance as at December 31, 2017 | 2,308,610 | \$ 532,580 | \$ 61,500 |
| Private placement | 30,000,000 | 1,500,000 | - |
| Share issuance costs | - | (2,912) | - |
| Balance as at December 31, 2018 and March 31, 2019 | 32,308,610 | \$ 2,029,668 | \$ 61,500 |

All share and per share amounts have been retroactively restated to reflect the consolidation in March 2018 on a 3 to 1 basis.

(c) Stock Options

The Company has a Stock Option Plan (the "Plan") which was approved by shareholders on November 10, 2010 and accepted for filing by the Exchange that allows it to grant options, subject to regulatory terms and approval, to its officers, directors, employees, and service providers. The Plan is based on the maximum number of eligible shares equaling a rolling percentage of up to 10% of the Company's outstanding common shares, calculated from time to time.

Pursuant to the Plan, if outstanding options are exercised, or expire, and/or the number of issued and outstanding common shares of the Company increases, then the options available to grant under the plan increase proportionately. The exercise price of each option is set by the Board of Directors at the time of grant but cannot be less than the Discounted Market Price, as calculated pursuant to the policies of the Exchange, or such other minimum price as may be required by the Exchange.

Options can have a maximum term of ten (10) years and typically terminate 90 days following the termination of the optionee's employment or engagement, except in the case of retirement or death. Vesting of options is at the discretion of the Board of Directors at the time the options are granted.

At March 31, 2019, there were no stock options outstanding.

Contractual Obligations

The Company has no outstanding contractual obligations.

Related Party Transactions

The following directors and/or senior officers transacted with the Company in the reporting period. The terms and conditions of the transactions with key management personnel and their related parties were no more favorable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.

The aggregate value of transactions and outstanding balances relating to key management personnel were as follows:

| | Three Months Ended March 31 | |
|---------------------|-----------------------------|------------------|
| | 2019 | 2018 |
| Management fees | \$ 7,875 | \$ 7,875 |
| Administration fees | 4,725 | 4,725 |
| Rent | 3,150 | 3,150 |
| | <u>\$ 15,750</u> | <u>\$ 15,750</u> |

| | March 31, 2019 | December 31, 2018 |
|-------------------------------|-------------------|----------------------|
| Related party payables | | |
| New Dawn Holdings Ltd. | \$ 140,110 | \$ 140,110 |

New Dawn Holdings Ltd. is a private company wholly-owned by Paul Larkin, President, CEO and a director of the Company.

Liquidity and Capital Resources

At March 31, 2019 the Company had a deficit of \$2,075,384. The Company's ability to continue as a going concern is dependent upon its ability to continue raising equity financing, to identify, evaluate and negotiate an acquisition of, a participation in, or an investment of an interest. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These financial statements do not reflect the adjustments to the carrying value of assets and liabilities, or the impact on the statement of operations and comprehensive loss and financial position classifications that would be necessary were the going concern assumption not appropriate.

At March 31, 2019, the Company had cash and cash equivalents of \$165,511 and working capital of \$15,784.

Future IFRS Standards and Interpretations Issued But Not Yet Effective

There are no new accounting pronouncements adopted during the period that are applicable to the Company and included in these financial statements.

The Company has not yet adopted certain new standards, amendments and interpretations to existing standards, which have been published but are not yet effective:

IFRS 16 — Leases, effective for periods beginning on or after January 1, 2019.

The Company is in the process of evaluating the effect of the proposed standards and does not anticipate any material changes upon adoption of these new and reused accounting pronouncements.

Off-Balance Sheet Arrangements

The Company has not entered into any off balance sheet arrangements, other than previously disclosed, that have, or are reasonably likely to have, an impact on the current or future results of operations or the financial condition of our Company.

Risks and Uncertainties

Other than the working capital deficiency and the going concern risk, the Company's current activities do not present any other material risks such as political, environmental, foreign exchange or mining activities.

Outstanding Share Data – at May 7, 2019

| | <u>Number</u> |
|---------------------------------------|-------------------|
| Common shares, issued and outstanding | <u>32,308,610</u> |

In March 2019, 30,000,000 share purchase warrants with an exercise price of \$0.10 expired unexercised.