

INTERNATIONAL BETHLEHEM MINING CORP.

Management's Discussion and Analysis

For the three months ended March 31, 2019

Contact Information:

**International Bethlehem Mining Corp.
2489 Bellevue Avenue
West Vancouver, BC
V7V 1E1
Phone: (604) 922-2030
Fax: (604) 922-2037
Website: www.bethlehemmining.com
Contact Person: Mr. Clive Shallow**

INTERNATIONAL BETHLEHEM MINING CORP.

Management's Discussion and Analysis

March 31, 2019

DESCRIPTION OF BUSINESS AND OVERVIEW OF OPERATIONS AND FINANCIAL CONDITION

The following is management's discussion and analysis ("MD&A"), prepared as of April 16, 2019. This MD&A should be read in conjunction with the unaudited Interim Consolidated Financial Statements for the three-month period ended March 31, 2019, the Company's audited Consolidated Financial Statements and the accompanying notes for the year ended December 31, 2018, and the accompanying notes, all as prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated.

This report includes certain statements that may be deemed "forward-looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts that address such matters as future events or developments that the Company expects, are forward looking statements and, as such, are subject to risks, uncertainties, assumptions and other factors of which are beyond the reasonable control of the Company. You can identify these statements by forward-looking words such as "expects", "does not expect", "plans", "anticipates", "does not anticipate", "believes", "intends", "estimated", "projects", "potential", "scheduled", "forecast", "budget", and similar expressions, or that events or conditions "will", "would", "may", "could", "should" or "might" occur and similar words. Such statements give the Company's current expectations or forecasts of future events and are not guarantees of future performance and actual results or developments may differ materially from those expressed in, or implied by, this forward-looking information. With respect to forward-looking statements and information contained herein, we have made numerous assumptions including among other things anticipated costs and expenditures and the Company's ability to achieve its goals. Although management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward-looking statement or information herein will prove to be accurate. Forward-looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information. Factors that could cause actual results to differ materially from those in forward-looking statements include, for example, such matters as continued availability of capital and financing and general economic, market or business conditions. Although we have attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. Any forward-looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date and the Company does not undertake any obligation to update publicly or to revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

Additional information related to the Company is available for view on SEDAR at www.sedar.com, and on the Company's website www.bethlehemmining.com.

Description of Business

The Company is engaged in the exploration of mineral resource properties. Since incorporation on April 5, 1995, the Company has evaluated numerous properties of potential merit and has acquired several properties, by purchase agreement or by staking, for further evaluation and development. Costs directly related to the identification, exploration and development of mineral properties are capitalized and are either amortized over the life of the property's production or written off when the property is sold, abandoned or released. All of the Company's property interests are located in Canada.

The Company trades on the TSX Venture Exchange ("TSX-V") under the symbol IBC.

INTERNATIONAL BETHLEHEM MINING CORP.

Management's Discussion and Analysis

March 31, 2019

EXPLORATION AND EVALUATION ASSETS

Title to mineral properties

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing. However, such properties may be subject to prior agreements or transfer and title may be affected by undetected defects.

The Company has entered into agreements to acquire, explore and develop certain mineral properties located in various regions of Canada. Numerous aboriginal groups are claiming unextinguishable aboriginal title to the lands and resources in these regions, which may include one or more of the mineral claims beneficially owned by the Company. The extent to which any successful aboriginal claim would materially affect the ability of the Company to exploit its mineral properties is not determinable at this time.

All costs related to the acquisition, exploration and development of mineral properties are capitalized by property. If economically recoverable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the unit of production method. When a property is abandoned, all related costs are written off to operations. If, after management review, it is determined that the carrying amount of a mineral property is impaired, that property is written down to its estimated net realizable value. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The amounts shown for mineral properties do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

Realization of assets

The investment in and expenditures on mineral properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the confirmation of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. To the best of its knowledge, the Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation.

The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company. Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of the exploration and the development of a mineral property, the potential for production on the property may be diminished or negated.

INTERNATIONAL BETHLEHEM MINING CORP.

Management's Discussion and Analysis

March 31, 2019

Exploration Programs

A summary of the Company's current exploration programs is set out below, however, for additional information and details regarding such matters, reference is made to the Company's news releases and related filings that can be viewed on www.sedar.com and the Company's website www.bethlehemmining.com.

The technical information regarding the Company's currently active projects referred to herein has been reviewed and approved by Gordon Gibson, P. Geo., who was acting as the Company's Qualified Person, in accordance with regulations under NI 43-101. With respect to the technical information disclosed prior to Gordon Gibson becoming the Company's Qualified Persons, such technical information was reviewed and approved by other Qualified Persons as noted under each project listed.

Powell Property

On October 4, 2017, the Company and Rainy Mountain Royalty Corp. ("Rainy Mountain") entered into an option agreement (the "Option Agreement"). Pursuant to the Option Agreement, the Company has been granted the option (the "Option") to acquire an undivided 90% interest in certain mining claims, referred to as the Powell Property, held by Rainy Mountain in Ontario, Canada (the "Property"), on the terms and conditions of the Option Agreement and subject to the approval of the Exchange. In order to exercise the Option and acquire an undivided 90% interest in the Property, the Company is required to: (i) issue 2,000,000 common shares to Rainy Mountain; and (ii) incur exploration expenditures in the aggregate amount of \$1,000,000 on the Property over a five-year period commencing on the date the Exchange approves the Option Agreement. Upon exercise of the Option, the Company and Rainy Mountain will, in good faith, negotiate and enter into a joint venture agreement provided, however; that the Company has the option to purchase the 10% interest retained by Rainy Mountain upon exercise of the Option in full in exchange for 1,000,000 shares of the Company and a 2% net smelter royalty ("NSR") on the Property. The Company has the right to purchase, at any time, half of the NSR for \$1,000,000 reducing the NSR to 1%. The Option Agreement is considered to be a non-arm's length transaction and remains subject to approval by the Exchange. The Company and Rainy Mountain have certain directors in common. The Company has not received TSX-V approval.

PERFORMANCE SUMMARY

The following is a summary of the significant events and transactions that occurred during the year ended December 31, 2018 and for the subsequent period to the report date hereof:

- a) On March 27, 2019, Company announced that, subject to regulatory approval, the Company intends to proceed with a non-brokered private placement to raise up to \$75,000 by the issuance of 1,500,000 units (the "Units") at \$0.05 per Unit (the "Private Placement"). Each Unit will consist of one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share for a period of five years at an exercise price of \$0.06. With respect to this private placement, the Company may pay finders' fees in the amount of 10% (payable in cash or Units), based on the sale of the Units purchased by subscribers introduced to the Company by such finders. The Company intends to use the proceeds from this Private Placement for general working capital purposes and to investigate certain potential property and business opportunities.

INTERNATIONAL BETHLEHEM MINING CORP.

Management's Discussion and Analysis

March 31, 2019

Results of Operations

The following discussion addresses the operating results and financial condition of the Company for the three-month periods ended March 31, 2019 compared with the three-month period ended March 31, 2018. The Management's Discussion and Analysis should be read in conjunction with the Company's unaudited consolidated financial statements and the accompanying notes for the three months ended March 31, 2019.

For the three-month period ended March 31, 2019:

Net loss for the period

The Company had a net loss for the three-month period ended March 31, 2019 of \$33,534 (2018 - \$303,377). The change of \$269,843 in the net loss for the three-month period ended March 31, 2019 compared to the three-month period ended March 31, 2018 was primarily due a change in other items of \$270,552 and by a decrease in general and administrative expenses of \$709 as detailed below

Other items

During the three-month period ended March 31, 2019, the Company reported a gain of \$6,281 compared to a loss of \$264,271 in the three-month period ended March 31, 2018 from other sources of income and other expenses. Items that caused the \$270,552 net change in other items are noted in the following:

- Gain (loss) on marketable securities, a gain of \$6,281 (2018 loss – \$264,271) the \$270,552 change was due to the market value of marketable securities held in current period in the investment in Magnum shares.

Operating Expenses

General and administrative expenses of \$39,851 (2018 - \$39,106) are primarily comprised of consulting, legal and audit, rent, transfer agent and regulatory fees, and general office expenses. The expenses compared to the three-month period ended March 31, 2018 remained fairly consistent. Items that caused the net increase are noted in the following:

In comparison to the three-month period ended March 31, 2018:

- Bank charges and interest of \$273 (2018 - \$384) remained fairly consistent.
- Consulting fees of \$9,750 (2018 - \$5,000) increased by \$4,750 mainly due to a temporary and voluntarily fee reduction by internal consultants in the prior period.
- Insurance of \$1,580 (2018 - \$1,519) remained fairly consistent.
- Legal and audit of \$11,576 (2018 - \$10,538) remained fairly consistent.
- Office and miscellaneous of \$2,454 (2018 - \$4,469) decreased by \$2,015 due to a reduction in computer and office supplies during the period.
- Rent of \$5,954 (2018 - \$5,954) remained fairly consistent.
- Transfer agent and regulatory fees of \$2,942 (2018 - \$4,646) decreased by \$1,704 mainly due to the timing of filing fees of the Company's year-end financial statements.
- Wages and benefits of \$5,286 (2018 - \$6,596) remained fairly consistent.

INTERNATIONAL BETHLEHEM MINING CORP.

Management's Discussion and Analysis

March 31, 2019

LIQUIDITY AND CAPITAL RESOURCES

The Company's mineral exploration activities have been funded to date primarily through the issuance of common shares, and the Company expects that it will continue to be able to utilize this source of financing. Other than as discussed herein, the Company is not aware of any trends, demands, commitments, events or uncertainties that may result in its liquidity either materially increasing or decreasing at present or in the foreseeable future.

Material increases or decreases in the Company's liquidity will be substantially determined by the success or failure of its exploration programs on its properties, as well as its continued ability to raise capital.

The Company is currently reviewing its capital resource requirements for exploration as it will require funding for exploration in addition to covering its administrative expenses. The Company's overhead expenses which currently amount approximately \$13,000 per month which includes; 1) consulting agreements totalling \$2,500 per month (\$5,000 per month currently waved) and 2) a lease of office space commitment with a basic monthly rent commitment of \$1,284 and shared operating costs of \$700.

The Company assesses its financing requirements and its ability to access equity or debt markets on an ongoing basis. The assessment considers: the stage and success of the Company's evaluation activities to date; the continued participation of the Company's investors in evaluation activities; and financial market conditions. The Company has marketable securities with a fair value of \$52,854, which it could convert to cash. Further financing may be required to cover the Company's future cash requirements. It is possible that future economic events and global conditions may result in further volatility in the financial markets which could negatively impact the Company's ability to access equity or debt markets in the future.

As at March 31, 2019, the Company had \$20,094 in cash and cash equivalents compared to \$7,240 as at March 31, 2018, with a working capital deficit of \$395,723 compared to working capital of \$362,189 as at December 31, 2018. The Company has no off-balance sheet financing.

Net cash used in operating activities for the year ended March 31, 2019 was \$38,764 compared to \$139,804 net cash used during the same period in 2018.

Net cash provided by investing activities for the year ended March 31, 2019 was \$51,618 (2018 - \$nil) from proceeds on sale of marketable securities.

Net cash used in financing activities for the year ended March 31, 2019 was \$nil (2018 - \$14,500) consisting of loan repayments.

At present, the Company's operations generate little cash flow and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. The Company currently an investment of 300,707 common shares in Magnum to meet its administrative overhead expenses for the next several months; however, the Company will require additional financial resources to undertake its planned exploration activities.

In order to finance the Company's exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales and from the exercise of convertible securities. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes that it will be able to raise equity capital as required in the long term but recognizes there will be risks involved that may be beyond their control.

INTERNATIONAL BETHLEHEM MINING CORP.**Management's Discussion and Analysis****March 31, 2019****SUMMARY OF QUARTERLY RESULTS**

	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018
Total Assets	\$ 97,215	\$ 121,215	\$ 452,047	\$ 522,034
Working Capital (deficit)	(395,723)	(362,189)	(244,629)	(144,216)
Shareholders' Equity (Deficit)	(350,722)	(317,188)	61,210	161,623
Interest income	-	3	234	112
Operating expenses	39,815	51,496	34,579	49,162
Net Income (Loss)	(33,534)	(378,398)	(100,413)	(128,331)
Net Income (Loss) per share	(0.00)	(0.02)	(0.01)	(0.01)

	March 31, 2018	December 31, 2017	September 30, 2017	June 30, 2017
Total Assets	\$ 617,363	\$ 1,030,470	\$ 860,542	\$ 811,620
Working Capital	(15,885)	287,492	(68,103)	(75,974)
Shareholders' Equity	289,954	593,331	237,736	229,865
Interest income	-	145	69	46
Operating expenses	39,106	40,800	45,052	47,577
Net Income (Loss)	(303,377)	(40,655)	7,871	(18,535)
Net Income (Loss) per share	(0.02)	(0.00)	(0.00)	(0.01)

SELECTED ANNUAL INFORMATION

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Interest income	\$ 349	\$ 305	\$ 243
Operating loss	174,343	164,046	287,961
Net income (loss)	(910,519)	(96,931)	1,401,413
Write off of exploration and evaluation assets	-	-	71,273
Basic and diluted loss per share	(0.05)	(0.01)	0.12
Total assets	121,215	1,030,470	1,003,008

INTERNATIONAL BETHLEHEM MINING CORP.**Management's Discussion and Analysis****March 31, 2019****RELATED PARTY TRANSACTIONS**

- (a) During the period ended March 31, 2019, the Company paid or accrued the following amounts to directors, companies and/or limited partnerships controlled by directors and/or companies with certain directors in common:

Name of Company/Director	Director/Officer	March 31, 2019	March 31, 2018
<u>Expenses:</u>			
Beachfront Enterprises Limited Partnership (rent)	a limited partnership, the majority of which is owned by a director, namely, Douglas L. Mason	\$ 5,954	\$ 5,954
Waterfront Capital Partners Inc. (formerly Criterion Capital Corporation) (consulting fees) (interest)	a company controlled by a director, namely, Douglas L. Mason	- -	- 219
Sead Hamzagic, Inc. (financial consulting fees)	a company controlled by a director, namely, Sead Hamzagic	7,500	2,500
Andrzej Kowalski (director's fee)	a director, namely, Andrzej Kowalski	500	500
Mehrun Payravi (director's fee)	a director, namely, Mehrun Payravi	500	500

- (b) The Company reimbursed Waterfront Communications Inc. (a company with certain directors in common) on a cost basis, to cover shared administrative and geological payroll costs in the amount of \$5,286 (2018 - \$6,596) and shared expenses in the amount of \$2,893 (2018 - \$7,327).

- (c) Included in prepaid expenses at March 31, 2019 is \$8,900 (2018 - \$9,000) as a security deposit paid to Waterfront Communications Inc. (a company with certain directors in common), to cover shared payroll and expense recoveries.

- (d) The Company entered into a loan agreement, dated April 25, 2014 and revised in April 2017, pursuant to which the lender agreed to loan the Company up to \$100,000 for working capital purposes. The loan agreement was provided by a company controlled by a director and each loan advance is for a term of one year with interest at a rate of 1% per month (12% per annum). The Company began the 2018 fiscal year with \$14,500 owing and repaid the balance in full in February 2018. No loan bonus shares were issued in connection with these loans.

INTERNATIONAL BETHLEHEM MINING CORP.

Management's Discussion and Analysis

March 31, 2019

(e) As at March 31, 2018, accounts payable and accrued liabilities include \$300,538 (December 31, 2018 - \$303,470) owing to companies with certain directors in common and companies controlled by certain directors and former directors:

Name of Company	Directors/Officers	March 31, 2019	December 31, 2018
Beachfront Enterprises Limited Partnership (rent)	a limited partnership, the majority of which is owned by a director, namely, Douglas L. Mason	\$ 101,827	\$ 95,575
Waterfront Capital Partners Inc. (consulting fees)	a company controlled by a director, namely, Douglas L. Mason	59,292	59,292
	(interest)	219	219
Sead Hamzagic, Inc. (financial consulting fees)	a company controlled by a director, namely, Sead Hamzagic	107,325	99,450
Andrzej Kowalski (director's fees)	a director, namely, Andrzej Kowalski	2,500	2,000
Mehrun Payravi (director's fees)	a director, namely, Mehrun Payravi	2,500	2,000
Waterfront Communications Inc.	a company with certain directors in common, namely, Douglas L. Mason and Sead Hamzagic	26,875	44,934
		<u>\$ 303,538</u>	<u>\$ 303,470</u>

COMMITMENTS AND CONTINGENCIES

The Company entered into three 5-year term renewable agreements as amended, with companies controlled by two directors and one former director of the Company for the provision of consulting and/or legal services at a cost of \$2,500 per month under each of the three agreements with an aggregate cost of \$7,500 per month (\$90,000 per annum). If any of such agreements are terminated without cause or if there is a change in control of the Company, the Company was required to pay \$150,000 to such contracted party so affected.

The Company entered into two agreements with certain directors/officers for services rendered in such capacities. Effective if such agreements are terminated without consent of the director/officer or the director/officer resigns within 120 days following a change in control, the Company must pay \$50,000 to such director/officer and allow any unvested stock options to vest.

(The Company was reassessed for certain prior years' taxation filings (principally from 2003 and 2004) by the Canada Revenue Agency ("CRA") pertaining to the renunciation of its flow-through expenditures. Also, individual investors in certain flow-through shares may be impacted by the reassessments. The Company has been assessed taxes of \$339,195 and interest and penalties of approximately \$294,000 as of December 31, 2018, and CRA is currently withholding approximately \$280,000 of the Company's GST and METC refunds. On April 15, 2015, the Company received a Notice of Confirmation from CRA which indicated that CRA had disallowed the Notices of Objection previously filed by the Company. The Company does not believe that the issues raised by the Company in its Notices of Objection were properly addressed by CRA and the Company filed an Appeal to the Tax Court of Canada, consequently no accrual has been made.

Due to delays in attempting to resolve the claim with CRA and the uncertainty with the final outcome, on December 31, 2018 the Company has taken a provision of \$260,838 against the receivable leaving a balance of \$1. The Company will continue to attempt to collect the receivable in the future.

INTERNATIONAL BETHLEHEM MINING CORP.

Management's Discussion and Analysis

March 31, 2019

CAPITAL MANAGEMENT

The Company's shareholders' equity (deficiency) comprises its capital under management. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 365 days or less from the original date of acquisition, selected with regard to the expected timing of expenditures from continuing operations.

To fund future operations and exploration activities the Company will need to raise funds through future share issuances, issue new debt or dispose of assets.

There have been no changes to the Company's approach to capital management during the period ended March 31, 2019. The Company is not subject to externally imposed capital requirements.

FINANCIAL INSTRUMENTS

Fair value

The Company classifies its cash and cash equivalents and marketable securities as fair value through profit or loss; receivables at amortized cost; and accounts payable and accrued liabilities and loans payable at amortized cost.

The carrying values of receivables, accounts payable and accrued liabilities, and loans payable approximate their fair values due to the short-term maturity of these financial instruments.

The Company's measurement of fair value of financial instruments as at March 31, 2019 and December 31, 2018 in accordance with the fair value hierarchy is as follows:

	Total	Level 1	Level 2	Level 3
March 31, 2019				
Cash and cash equivalents	\$ 20,094	\$ 20,094	\$ -	\$ -
December 31, 2018				
Cash and cash equivalents	\$ 7,240	\$ 7,240	\$ -	\$ -

INTERNATIONAL BETHLEHEM MINING CORP.
Management's Discussion and Analysis
March 31, 2019

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

Credit risk

Credit risk is the risk of financial loss to the Company if a counter party to a financial instrument fails to meet its payment obligations. The Company is exposed to credit risk with respect to its cash and cash equivalents and receivables.

Management believes that the credit risk concentration with respect to cash and cash equivalents is remote as it maintains accounts with highly-rated financial institutions. Receivables are due primarily from CRA.

Credit risk with respect to receivables has been assessed as low from management, as the Company believes that if successful in its appeal of the reassessments received from the CRA the amounts held by CRA will be refunded.

The Company's concentration of credit risk and maximum exposure thereto is as follows:

	March 31, 2019	December 31, 2018
Guaranteed investment certificates	\$ 5,750	\$ 5,750
Bank accounts	10,934	920
Investment accounts	3,410	570
	\$ 20,094	\$ 7,240

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At March 31, 2019, the Company had accounts payable and accrued liabilities of \$447,792 (December 31, 2018 - \$438,403). Based on the current funds held as at December 31, 2018, the Company does not have sufficient working capital for the short term and will need to rely upon financing from shareholders and/or debt holders to obtain sufficient working capital in the long term. There is no assurance that such financing will be available on terms and conditions acceptable to the Company.

The amounts listed below are the remaining contractual maturities for financial liabilities held by the Company:

March 31, 2019			
Due Date	Accounts Payable and Accrued Liabilities	Due to Related Parties	Total
0 – 90 days	\$ 144,254	\$ 303,538	\$ 447,792
December 31, 2018			
Due Date	Accounts Payable and Accrued Liabilities	Due to Related Parties	Total
0 – 90 days	\$ 134,933	\$ 303,470	\$ 438,403

INTERNATIONAL BETHLEHEM MINING CORP.

Management's Discussion and Analysis

March 31, 2019

Market risk

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

(i) Interest rate risk

Interest rate risk consists of two components:

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

The Company is not exposed to significant interest rate risk.

(ii) Foreign currency risk

The Company is not exposed to significant foreign currency risk.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is exposed to other price risk with respect to its investments, as they are carried at fair values based on quoted market prices.

OFF BALANCE SHEET ARRANGEMENTS

The Company is not a party to any off-balance sheet arrangements or transactions.

PROPOSED TRANSACTIONS

The Company does not have any current proposed asset or business acquisition or dispositions; however, the Company continues to seek new business opportunities to raise capital.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the depreciation of equipment, impairment of assets, valuation of share-based payments and recognition of deferred tax amounts.

INTERNATIONAL BETHLEHEM MINING CORP.

Management's Discussion and Analysis

March 31, 2019

Critical accounting estimates:

a) Recoverability of asset carrying values

The Company assesses its exploration and evaluation assets for possible impairment if there are events or changes in circumstances that indicate that carrying values of the assets may not be recoverable, at each reporting period. The assessment of any impairment of property and equipment and exploration and evaluation assets is dependent upon estimates of recoverable amounts that take into account factors such as reserves, economic and market conditions, timing of cash flows, the useful lives of assets and their related salvage values.

b) Share-based payments

The fair value of share options granted is measured using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the option, expected volatility, expected life of the options, expected dividends and the risk-free rate. These estimates will impact the amount of share-based payments recognized.

c) Income taxes

Related assets and liabilities are recognized for the estimated tax consequences between amounts included in the financial statements and their tax base using substantively enacted future income tax rates. Timing of future revenue streams and future capital spending changes can affect the timing of any temporary differences and, accordingly, affect the amount of the deferred tax asset or liability calculated at a point in time.

a) Classification of investments

Classification of investments requires judgment on whether the Company controls, has joint control or significant influence over the strategic financial and operating decisions relating to the activity of the investee. In assessing the level of control or influence that the Company has over an investment, management considers ownership percentages, board representation as well as other relevant provisions in shareholder agreements. If an investor holds 20% or more of the voting power of the investee, it is presumed that the investor has significant influence, unless it can be clearly demonstrated that this is not the case. Conversely, if the investor holds less than 20% of the voting power of the investee, it is presumed that the investor does not have significant influence, unless such influence can be clearly demonstrated.

The Company had classified its investments in Magnum Goldcorp Inc. as an associated company based on ownership interests and management's judgment that the Company has significant influence, based on ownership interest and rights to board representation. During the current year, the Company determined it no longer had significant influence and treated the investment as marketable securities.

CHANGES IN ACCOUNTING POLICIES

A number of new standards, amendments to standards and interpretations have been applied in preparing these financial statements. None of these had a material effect on the financial statements of the Company.

New accounting policies

Effective January 1, 2018, the Company adopted the following accounting standards

IFRS 9, Financial Instruments:

IFRS 9 Financial Instruments was issued by the IASB in July 2014 and has replaced IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 provides a revised model for recognition and measurement of financial instruments and a single, forward-looking 'expected loss' impairment model. IFRS 9 also includes significant changes to hedge accounting. The Company adopted the standard retrospectively. IFRS 9 did not impact the Company's classification and measurement of financial assets and liabilities. The following summarizes the significant changes in IFRS 9 compared to the current standard:

- IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at

INTERNATIONAL BETHLEHEM MINING CORP.

Management's Discussion and Analysis

March 31, 2019

amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest. The change did not impact the carrying amounts of any of the Company's financial assets on the transition date. Prior periods were not restated, and no material changes resulted from adopting this new standard.

- The adoption of the new "expected credit loss" impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, had no impact on the carrying amounts of financial assets on the transition date.

IFRS 15, Revenue from Contracts with Customers:

In May 2014 the IASB approved IFRS 15, Revenue from Contracts with Customers, which specifies how and when an IFRS reporter will recognize revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18, Revenue, IAS 11, Construction Contracts, and a number of revenue related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers, except for leases, financial instruments and insurance contracts. The adoption of IFRS 15 did not have an impact on the Company's consolidated financial statements.

Accounting pronouncements adopted on January 1, 2019

IFRS 16, Leases

In January 2016, the IASB issued IFRS 16, Leases, which would replace IAS 17, Leases. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

The Company adopted this standard on January 1, 2019, the date of initial application. The adoption of IFRS 15 did not have an impact on the Company's consolidated financial statements.

Management's Responsibility for Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the financial statements.

INTERNATIONAL BETHLEHEM MINING CORP.
Management's Discussion and Analysis
March 31, 2019

OUTSTANDING SHARE DATA as at April 16, 2019:

- a) Authorized Share Capital: Unlimited number of common shares without par value
- b) Issued and Outstanding Shares: 19,430,951 common shares with a stated value of \$13,109,063.
- c) Outstanding Stock Options:

<u>Expiry Date</u>	<u>Exercise Price</u>	<u>Number of Options</u>
September 22, 2021	\$ 0.05	1,100,000
Outstanding and exercisable		1,100,000

- d) Outstanding share purchase warrants:

<u>Expiry Date</u>	<u>Exercise Price</u>	<u>Number of Warrants</u>
December 21, 2022	\$ 0.06	8,080,000
Outstanding and exercisable		8,080,000

DIRECTORS AND OFFICERS

Douglas L. Mason, President, CEO and Director (Chairman)
Sead Hamzagic, CFO and Director
Andrzej Kowalski, Director
Mehrune Payravi, Director