



TRUE NORTH GEMS

MANAGEMENT DISCUSSION AND
ANALYSIS

FOR THE THREE MONTH PERIOD ENDED
March 31, 2018

Management's discussion and analysis ("MD&A") provides a review of the performance of True North Gems Inc.'s ("True North", "TGX" or the "Company") operations and has been prepared on the basis of available information up to May 25, 2018 and should be read in conjunction the unaudited condensed interim financial statements for the three month period ended March 31, 2018 and the audited financial statements for the year ended December 31, 2017 and the related notes thereto. The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's reporting currency is Canadian dollars and all dollar amounts referred to in this discussion and analysis are expressed in Canadian dollars except where indicated otherwise.

Some of the statements made in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein.

True North's common shares are listed on the TSX Venture Exchange (the "TSX-V") trading symbol – TGX.

Caution on Forward-Looking Statements

The MD&A contains certain forward-looking statements concerning anticipated development in True North's operation in future periods. Forward-looking statements are frequently, but not always identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements are set forth principally under the heading "Outlook" in the MD&A and may include statements regarding exploration results and budgets, mineral resource estimates, work programs, capital expenditures, timelines, strategic plans, market price of gemstones or other statements that are not statement of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of True North may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. True North's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and True North does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from True North's expectations include uncertainties involved in disputes and litigation, fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of deposits; uncertainty of estimates of capital and operating costs, recovery rates, production estimates and economic return; the need for cooperation of government agencies and native groups in the exploration and development of properties and the issuance of required permits; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs or in construction projects and uncertainty in meeting anticipated program milestones; uncertainty as to timely availability of permits and other government approvals and other risks and uncertainties disclosed in other information released by True North from time to time and filed with the appropriate regulatory agencies.

OVERVIEW AND OUTLOOK

On September 5, 2016, True North Gems Greenland A/S ("TNGG"), the Company's 75.39% subsidiary, which owned the Aappaluttoq Ruby and Pink Sapphire Deposit located in SW Greenland, initiated voluntary bankruptcy proceedings under the Bankruptcy Act in Greenland. Since late 2015, the Company had been engaged in a comprehensive search for mine financing. Two parallel strategies were pursued; financing at the project level ("TNGG") and at the corporate level ("True North"). Neither strategy concluded in the mine being financed. As a result, the Company was unable to fund the Greenlandic operations. Under Greenlandic labor laws TNGG was required to have sufficient working capital for employee wages and office expenses in order to be considered a going concern. Accordingly, TNGG was in breach of the Greenlandic interpretation of "going concern" and would be ruled technically insolvent. As such, the Board of Directors of TNGG had to place it into voluntary bankruptcy to protect its shareholders (True North, LNS Group and Greenland Ventures S/A). Concurrently, the court appointed two Trustees to assume all accounting and administrative duties of TNGG establishing loss of control.

The Trustees fully documented all assets and invited bids from interested parties. The Company prepared and

submitted a bid; however, LNS Greenland A/S (“LNSG”) was the highest bidder and was granted the Aappaluttoq Mine Licence by the Greenland government. The Trustees continue to monitor TNGG (in bankruptcy) (the “Estate”) and the redistribution of the remaining value will be on a pro-rata basis determined by debt ownership at the time of the TNGG bankruptcy.

Update on bankruptcy process

TGX management believes the bankruptcy process managed by court-appointed Trustees and supported by the Greenland government was biased, unnecessarily expedited and potentially negligent. In reaction to these concerns the Company has formed a Special Committee to investigate the process, and the decisions and actions of the Trustees and the Greenland government, to determine if legal action is appropriate.

To adequately defend the interests of shareholders, the Company has engaged Danish counsel Skau Reipurth & Partners to address the bankruptcy Trustees with respect to the TGX’s concerns and to formally solicit responses to unanswered questions posed by the Company’s Board of Directors.

TGX specific concerns are:

- **Conflict of interest** of the court-appointed Trustees who have business relationships with LNSG, LNS and the Greenland government;
- **Lack of transparency** with respect to the bidding process and the criteria upon which the decision to accept the bid of LNSG was made, without consultation with the key creditors;
- **Negligence** of the Trustees in not fulfilling their duties to act in the best interest of creditors by expediting the bankruptcy process and not allowing a fair market to develop for TNGG’s assets; and,
- **A priori determination of the outcome** of the bankruptcy process.

These concerns, and others, have been presented to the Trustees; however, no sufficient response to the Company’s requests for information have been provided to date. While the Trustees have not responded to TGX’s requests for additional information, the bankruptcy process has advanced sufficiently to allow the government of Greenland to transfer the assets of TNGG to LNSG, and operations at the Aappaluttoq mine site to be re-established. The Trustees have not provided the Company any opportunity to review the decision of the Trustees, and neither has the impact of this decision on the Company, as TNGG’s largest creditor, been addressed.

Chronology of Events:

- **On August 30, 2016:** The shareholders of TNGG voted to initiate voluntary bankruptcy to protect the assets of TNGG and allow a transparent and fair bankruptcy process to go forward, in the best interests of all stakeholders and creditors.
- **September 4, 2016:** The Court of Greenland was notified of TNGG’s request for bankruptcy protection and appointed Trustees.
- **On September 7, 2016:** TGX announced TNGG shareholders collectively agreed to initiate voluntary bankruptcy proceedings under the Bankruptcy Act in Greenland. At that time, the Company was advised all bids to acquire the assets of TNGG needed to be submitted by September 18, 2016.
- **On September 11, 2016:** Trustees advised TGX all bids to acquire the assets of TNGG be submitted no later than September 14, 2016, justifying the expedited process on the basis “*it is in everyone’s interest to secure that the final buyer can commence work as soon as possible and before the winter sets in*”.
- **On September 14, 2016:** TGX submitted a bid to acquire the assets of TNGG, while at the same time protesting the expedited process was unjustified and not conducive to maximizing value for existing creditors.
- **On September 15, 2016:** TGX became aware of media reports indicating the bankruptcy estate had reviewed and considered the binding offers received and entered into a business transfer agreement with the successful bidder.
- **On October 5, 2016:** TGX was advised the Greenlandic authorities published their consent to the transfer of the exploitation and exploration licences to LNSG.

As of the date of the decision to enter voluntary bankruptcy, TGX owned 75.39% of the outstanding shares of TNGG, LNS Denmark APS (together with its affiliates, the “LNS Group”) owned 17% of the outstanding shares of TNGG, and Greenland Venture A/S (“Greenland Venture”) owned 7% of the outstanding shares of TNGG.

The Special Committee:

The Special Committee of the Board of Directors has been created to provide oversight of the Greenland bankruptcy process and allow TGX's management and Board of Directors to discharge its duty of care and render informed decisions, in the best interest of our shareholders.

While intended to protect TNGG's assets from foreclosure by the government of Greenland, and allow NGG's shareholders and partners the opportunity to address short falls in capitalization issues, the decision to initiate the voluntary bankruptcy instead triggered an expedited process which ultimately resulted in the Aappaluttoq exploitation licence being withdrawn from jointly-owned TNGG and a 100% interest in the license awarded to LNSG, within ten-days of the process being initiated.

TGX's Board of Directors and management are of the opinion the Company and its shareholders have been unfairly treated through a biased and expedited legal process that has resulted in the destruction of TGX shareholder value. The Company's concerns are related to potential conflicts of interest with the court-appointed Trustees and the expedited process that limited competitive bidding from third parties, failed to allow True North, or any other third party, sufficient time to develop a comprehensive bid, and worked contrary to the best interests of certain TNGG creditors, specifically TGX and its shareholders.

It is also True North's position that requests for additional information and clarification should be addressed by the Trustees and the courts of Greenland prior to concluding what TGX believes is a flawed process that has failed to deliver on the mandate of the Trustees and produce results in the best interests of the shareholders and the major creditors of TNGG.

While the Company respects the laws of Greenland, and is fully willing to participate in a fair, transparent and unbiased process, True North management and the Board of Directors do not intend to comply with any demand from the Trustees that would indicate the acceptance of the decision to grant the assets to LNSG until such time as full disclosure of the bankruptcy process and answers to questions sufficient to allow the Company to disclose the complete details of the events and outcomes to our shareholders and the public markets, have been provided.

In March 2017, the Company entered into an Agreement with TNGG (in bankruptcy) (the "Estate") and LNS Greenland for the transfer of assets consisting of corundum and technical materials. Under the terms of the Agreement, the Company received \$25,000 from the Estate of which \$10,000 covered out of pocket expenses and the first \$15,000 of the lump sum payment of \$250,000 from LNS Greenland. The balance of \$235,000 was being held in trust by a Danish legal firm on behalf of True North and the funds were released on April 28, 2017 when all conditions set out in the agreement had been met.

In June 2017, Greenland Ventures issued a demand for repayment of principal and interest of a loan that True North had guaranteed on behalf of TNGG (DKK 12,165,674 (CAD \$2,475,472) as at May 24, 2017) and a provision has been recorded for the amount demanded plus interest that has accrued at the rate of 2% per month on the outstanding balance from May 24, 2017 to the period end (DKK 2,731,188.55 (CAD \$555,696)).

Outlook

The Company intends to pursue business development opportunities in the resource sector. On January 29, 2018, the shareholders approved a share consolidation of up to ten (10) for one (1) new share basis at the Company's Annual General Meeting. Management has undertaken to consolidate on a 10:1 basis on or before October 31, 2018. On April 13, 2018, the Company announced it intends to complete a non-brokered placement to raise proceeds of up to \$400,000. Proceeds from the financing will be used to fund restructuring costs. The Company does not have a confirmed date for when the TNGG bankruptcy will be concluded or a settlement amount that will be offered. True North's management will continue to keep shareholders informed of material developments.

BELUGA SAPPHIRE PROJECT – BAFFIN ISLAND, CANADA

As at December 31, 2017, management reviewed the carrying cost of the project determined that the amounts capitalized were likely not to be recovered and expenditures of \$903,625 were written off. During Q2-2018, the Company plans to complete work on the project consisting primarily of a geological mapping survey to ascertain ground disturbance

from prior years' exploration programs to plan the reclamation program.

TRUE BLUE PROJECT– YUKON, CANADA

The property comprises 319 claims located 55 kilometres south of Ross River, Yukon. A management review of this project will occur in 2018, and until then, the previous exploration work assessment credit is sufficient to maintain claims in good standing.

TSA DA GLISZA– YUKON, CANADA

Pursuant to an agreement dated March 7, 2002 with Expatriate Resources Ltd., the Company acquired 100% of the Tsa da Glisza Property. The property consists of 93 claims located in the Watson Lake Mining District, Yukon, Canada. There has been no recent exploration activity on this property and a final certificate of completion of reclamation was issued by the Yukon government in 2015. In March 2018, the Company entered into a Purchase and Sale Agreement with BMC Minerals (No. 1) Ltd. to sell these claims for a cash payment of \$25,000 and a grant by the Purchaser to the Vendor of a one percent (1%) gross overriding royalty. The transaction has yet to complete.

FINANCIAL POSITION - CONTINUING AND DISCONTINUED OPERATIONS COMBINED

As at March 31, 2018, the Company had current assets of \$76,515 and current liabilities of \$5,473,729 compared to current assets of \$92,842 and current liabilities of \$4,927,651 as at December 31, 2017. At March 31, 2018, the Company had a working capital deficit of \$5,397,214 compared to working capital deficit of \$4,834,809 at December 31, 2017.

The Company had cash and cash equivalents of \$54,336 at March 31, 2018 compared to \$66,781 at December 31, 2017. During the three month period ended March 31, 2018, the Company recorded cash used in operations of \$12,441 compared to cash used in operations of \$107,494 for the comparative period ended March 31, 2017. Available cash resources were limited. Minimal activity in the first quarter of 2018, expenditures were primarily those required to maintain its listing and to obtain further information on the TNGG Estate bankruptcy proceedings.

There were no investing or financing activities during the three month period ended March 31, 2018.

RESULTS OF OPERATIONS

Three month period ended March 31, 2018 compared with three month period ended March 31, 2017

(Information extracted from the Company's condensed interim financial statements - unaudited)

	For the three month period ended March 31,	
	2018	2017
Operating expenses		
Audit and related services	\$ 600	\$ -
Consulting fees	182,500	29,823
Depreciation	-	863
Directors fees	10,000	17,417
Exploration and evaluation expenditures (recoveries)	-	(2,217)
Foreign exchange (gain) loss	6,465	(1,761)
General and administrative	5,179	8,917
Investor relations	5,201	537
Legal fees	115	-
Rent and occupancy costs	1,800	1,800
Transfer agent and filing fees	7,082	5,965
Operating loss	(218,942)	(61,344)
Other income (expenses)		
Gain on sale of available-for-sale investments	-	16,217
Loss before income taxes	(218,942)	(45,127)
Income tax recovery (expense)	-	(4,075)
Net loss for period from continuing operations	(218,942)	(49,202)
Net loss for period from discontinued operations	(343,463)	(34,674)
Net loss for period	\$ (562,405)	\$ (83,876)
Loss per share from continuing operations - basic and fully diluted	\$ (0.00)	\$ (0.00)
Loss per share from discontinued operations - basic and fully diluted	\$ (0.00)	\$ (0.00)
Weighted average number of common shares-basic and fully diluted	307,735,383	307,735,383

NET LOSS

The net loss from continuing and discontinued operations attributable to shareholders for the three month period ended March 31, 2018 amounted to \$562,405 compared to a net loss for the comparative period of \$83,876.

Discontinued operations

	For the three month period ended March 31,	
	2018	2017
True North's operating expenses		
Bank charges	\$ 25	\$ -
Consulting fees	-	5,000
Foreign exchange loss (gain)	157,818	-
Legal fees	5,658	23,320
Travel	-	6,354
True North operating income (loss)	(163,501)	(34,674)
Other income (expenses)		
Loan guarantee	(179,962)	-
Net loss and comprehensive loss for period from discontinued operations	\$ (343,463)	\$ (34,674)

The activity for the three month period ended March 31, 2018 compared to the three month period ended March 31, 2017, as follows:

- i. unrealized foreign exchange loss of \$157,818 (2017: \$Nil) on loan guarantee amount demanded by Greenland Venture in June 2017, which is repayable in Danish krone;
- ii. legal fees of \$5,658 (2017: \$23,320) to address bankruptcy issues and to deal with the bankruptcy trustees; and,
- iii. recognition of interest of \$179,962 (2017: \$Nil) on loan guarantee amount demanded for repayment by Greenland Venture in June 2017.

Continuing operations

Net loss from continuing operations for the three month period ended March 31, 2018 amounted to \$218,942 compared to \$49,202 for the three month period ended March 31, 2017, an increase \$169,740.

Operating expenses – continuing operations

For the three month period ended March 31, 2018, total operating expenses were \$218,942 compared to \$61,344 recorded during the same period in 2017 representing an increase of \$157,598. In the current financial year, the amounts include fees totalling \$182,500 (2017: \$29,823) being charged by the Interim CEO and the CFO for services rendered and arm's length parties to advise and assist with restructuring matters.

CAPITAL EXPENDITURES

There were no capital expenditures during the three month period ended March 31, 2018.

SUMMARY OF QUARTERLY RESULTS – UNAUDITED

The following table details the Company's unaudited quarterly results:

Quarter Ended	Net revenues	Net income (loss) attributable to shareholders*	Net income (loss) attributable to non-controlling interests*	Net income (loss)*	Loss per share - basic & diluted
	\$'s	\$'s	\$'s	\$'s	\$'s
31-Mar-18	-	(562,405)	-	(562,405)	(0.00)
31-Dec-17	-	(1,339,251)	-	(1,339,251)	(0.00)
30-Sep-17	-	(202,465)	-	(202,465)	(0.00)
30-Jun-17	-	(2,341,602)	-	(2,341,602)	(0.01)
31-Mar-17	-	(83,876)	-	(83,876)	(0.00)
31-Dec-16	-	(313,558)	-	(313,558)	(0.00)
30-Sep-16	-	(30,261,853)	-	(30,261,853)	(0.10)
30-Jun-16	-	(930,752)	(187,374)	(1,118,126)	(0.00)

*Values may not add to reported amount for the years then ended due to rounding

As a result of the loss of control, TNGG's operations were reclassified as discontinued operations. Disclosure of continuing and discontinued operations unaudited quarterly results is set out below:

Quarter Ended	Net loss - continuing operations	Net loss - discontinued operations	Net income (loss)	Loss per share from continuing operations - basic & diluted	Loss per share from discontinued - basic & diluted
	\$'s	\$'s	\$'s	\$'s	\$'s
31-Mar-18	(218,942)	(343,463)	(562,405)	(0.00)	(0.00)
31-Dec-17	(1,111,069)	(228,182)	(3,967,194)	(0.00)	(0.01)
30-Sep-17	(58,569)	(143,896)	(202,465)	(0.00)	(0.00)
30-Jun-17	(78,377)	(2,263,225)	(2,341,602)	(0.00)	(0.01)
31-Mar-17	(49,202)	(34,674)	(83,876)	(0.00)	(0.00)
31-Dec-16	(308,258)	(5,300)	(313,558)	(0.00)	(0.00)
30-Sep-16	(312,937)	(29,948,916)	(30,261,853)	(0.00)	(0.10)
30-Jun-16	(364,737)	(753,389)	(1,118,126)	(0.00)	(0.00)

There are no meaningful trends evident from analysis of the summary of quarterly financial information over the last eight quarters.

Factors that can cause significant fluctuations in the Company's unaudited quarterly results are set out in the table below.

Quarter Ended	Foreign exchange losses (gains)	Consulting fees/salaries	Income tax expense (recovery)	Write down of exploration and evaluation expenditures	Loss on bankruptcy of subsidiary	Write off of mine development expenditures of parent	Write off of property, plant and equipment	Expenditures by parent - TNGG (in bankruptcy) (the "Estate")
	\$'s	\$'s	\$'s	\$'s	\$'s	\$'s	\$'s	\$'s
31-Mar-18	6,465	182,500	-	-	-	-	-	343,463
31-Dec-17	(14,682)	54,552	-	903,625	-	-	13,131	545,974
30-Sep-17	(8,401)	46,000	-	-	-	-	-	(143,896)
30-Jun-17	(5,673)	52,125	-	-	-	-	-	2,263,225
31-Mar-17	(1,761)	29,823	4,075	-	-	-	-	34,674
31-Dec-16	6,431	203,978	7,754	-	(1,848,697)	-	-	-
30-Sep-16	-	168,651	-	-	30,591,998	1,205,615	-	-
30-Jun-16	(311,400)	229,077	514,350	-	-	-	-	-

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2018, the Company had cash and cash equivalents (collectively referred to as "cash") of \$54,336 and a working capital deficit of \$5,397,214.

Based on the financial position at March 31, 2018, the Company's available funds are not considered adequate to meet requirements for the next twelve months based on expenditures for operations. To meet expenditure requirements, the Company is dependent upon its ability to access financial resources through the issuance of securities or obtaining debt financing and receiving a distribution from TNGG Estate. There can be no assurances that the Company will be successful in accessing these financial resources.

CAPITAL RESOURCES

To date, the Company has been successful in meeting its capital requirements through the completion of equity placements, debt financings and investment sales.

Trends that affect the market generally, and the perception of the Company within the marketplace, can affect the Company's ability to access capital in both a positive and negative way. Trends in this general market are defined by fluctuations in the global economy and the demand for metals and commodity prices. Trends in the perception of the Company in the resource marketplace will be affected by general trends in the resource equity markets, the Company's performance in creating shareholder value and in demonstrating the ability to manage the Company's affairs and achieve mandated objectives.

As of March 31, 2018, the Company has demand loans payable of \$93,553 that includes accrued interest thereon of \$7,556. The loans are secured by promissory notes and bear interest at the rate of 5% per annum. Additionally, the Company had unconditionally and irrevocably guaranteed repayment to Greenland Venture of the loan principal accrued interest and any costs and expenses payable in connection with the loan made to TNGG. Two claims of DKK 361,461 and DKK 11,392,449 (as at March 31, 2018 approximately CAD \$2,502,000) respectively have been filed against the Estate by Greenland Ventures relating to the loan guaranteed by True North. The guarantee provides that whenever TNGG does not pay any amount when due under the agreement, then True North shall immediately on demand pay the amount as if it was the principal obligor. In June 2017, Greenland Venture issued a demand for repayment of principal and interest (DKK 12,165,674.61 (CAD \$2,475,472) as at May 24, 2017) and a provision has been recorded for the amount demanded plus interest that has accrued at the rate of 2% per month compounded monthly from May 24, 2017 to the period end (DKK 2,731,188.55 (CAD \$585,696)).

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are those persons that have the authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly. Key management personnel include the Company's directors and members of the senior management group.

During the three month period ended March 31, 2018, key management personnel charged \$60,000 in fees for services rendered. These transactions were in the normal course of business recorded at their exchange amounts, which was established and agreed to by the related parties.

Glen Macdonald and Ken Ralfs are Independent Directors of the Company. During the three month period ended March 31, 2018, \$10,000 in aggregate has been recorded as payable to these directors to compensate them for their time to fulfill their duties and obligations to the Company in this capacity.

At March 31, 2018, there is a balance due to key management personnel of \$499,733 and to former key management personnel of \$876,994 for compensation, which is included in accounts payable and accrued liabilities.

PROPOSED TRANSACTIONS

As of May 25, 2018, the Company has no proposed material transactions.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods affected.

The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant are disclosed in note 4 in the Company's audited financial statements for the year ended December 31, 2017.

ACCOUNTING POLICIES

The Company has applied IFRS, as disclosed in note 3 to the annual financial statements, which are applied on a consistent basis.

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

Currently, the certification required by the Company's certifying officers under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109F), the Venture Issuer Basic Certificate, does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. This includes:

- i. Controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and,
- ii. A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make in the certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Refer to elsewhere in the MD&A or the Company's financial statements for capitalized or expensed exploration and

development costs, general and administrative expenses and other material costs. Additional information relating to the Company is on SEDAR www.sedar.com.

OUTSTANDING SHARE DATA

At March 31, 2018 and at the date of this report, True North had 307,735,383 common shares, no warrants and 2,450,000 options issued and outstanding.

RISK FACTORS

Financial capability and additional financing

The Company will require additional financing through debt or equity issuances, collection of some funds from bankruptcy proceedings, if any, or other available means in order to continue operations and for working capital purposes. While it has been successful in raising funds in the past, there is no guarantee that adequate funds will be available in the future and/or on terms acceptable by the Company. The Company has cash and cash equivalents of \$54,336 at March 31, 2018. Based on the financial position at March 31, 2018, available funds are not considered adequate to meet requirements for the next twelve months in order to continue operations. A discussion of risk factors particular to the financial instruments is presented in note 10 of the unaudited condensed interim financial statements.