Management's Discussion and Analysis

For the Three Months Ended June 30, 2019

Dated: August 29, 2019

904 – 409 Granville St, Vancouver, BC, V6C 1T2
Tel: 604-357-4790 Fax: 604-648 8573

The following Management's Discussion and Analysis ("**MD&A**") of the operating results and financial condition of Group Ten Metals Inc. ("**Group Ten**" or the "**Company**") is for the three months ended June 30, 2019, and is dated **August 29, 2019**. This MD&A was prepared to conform to National Instrument 52-102F1 and was approved by the Board of Directors (the "**Board**") prior to its release. This analysis should be read in conjunction with the Company's condensed consolidated interim financial statements for the three months ended June 30, 2019, and the accompanying notes, which have been prepared in accordance with International Financial Reporting Standards.

The Company's shares are listed on the TSX Venture Exchange ("**TSX-V**") under the symbol "PGE". The Company's shares are also listed on the OTC BB in the United States under the symbol "PGEZF", and on the Frankfurt Stock Exchange under the symbol "5D32".

The Company's functional and presentation currency is the Canadian dollar and all amounts included herein are in Canadian dollars, unless otherwise indicated.

Additional information relating to the Company is available on the Company's website at www.grouptenmetals.com and on SEDAR at www.sedar.com.

NATURE OF BUSINESS

The Company was incorporated on April 28, 2006, under the laws of British Columbia, Canada. The Company's principal business activity is the acquisition and exploration of mineral properties. The Company's core asset is the Stillwater West platinum-group-elements ("**PGE**")-nickel ("**Ni**")-copper ("**Cu**") project adjacent to Sibanye-Stillwater's high-grade PGE mines in Montana, USA. Group Ten also holds the highly prospective Kluane PGE-Ni-Cu project on trend with Nickel Creek Platinum's Wellgreen deposit in Canada's Yukon Territory, and the high-grade Black Lake-Drayton Gold project in the Rainy River district of Northwest Ontario.

Group Ten is a member of the Metallic Group of Companies. The Metallic Group is a collaboration of leading precious and base metals exploration companies, with a portfolio of large, brownfields assets in established mining districts adjacent to some of the industry's highest-grade producers of silver, platinum group metals and copper. Member companies include Metallic Minerals Corp. (TSX-V: MMG) in the Yukon's Keno Hill Silver District ("**Metallic**"), Group Ten Metals Inc. (TSX-V: PGE) in the Stillwater PGM-Ni-Cu district of Montana, and Granite Creek Copper Ltd. (TSX-V: GCX) in the Yukon's Minto copper district ("**Granite Creek**"). The highly experienced management and technical teams of the Metallic Group have expertise in making initial discoveries to advanced project development as well as strong project finance and capital markets experience. Our teams have also demonstrated a commitment to community engagement and environmental best practices. The founders and team members of the Metallic Group include highly successful explorationists formerly with some of the industry's leading explorer/developers and major producers. Metallic Group companies are undertaking a systematic approach to exploration using new models and technologies to facilitate discoveries in these proven historic mining districts. The Metallic Group sees an opportunity to maximize shareholder value for member companies by leveraging the combined decades of experience of its founders in mineral industry. The Metallic Group will also benefit by sharing resources for cost efficiency and providing access to specialized technical expertise and experienced corporate governance and management teams.

HIGHLIGHTS AND KEY DEVELOPMENTS (to the date of this report)

- On April 11, 2019, the Company provided a summary of 2018 fieldwork and compilation at the Camp Zone target area of the Stillwater West project, including a zone of drill-defined nickel and copper sulphide mineralization with grades comparable to those of mines on the Platreef, South Africa;

- On May 7, 2019, the Company provided a summary of 2018 fieldwork and compilation at the Iron Mountain target areas of the Stillwater West project, including a zone of drill-defined nickel and copper sulphide mineralization at the HGR target which returned PGE and base metal results comparable to mines operating in South Africa's Platreef district;

- On May 29, 2019, the Company provided a summary of 2018 fieldwork and compilation at the Crescent and Cathedral target areas of the Stillwater West project, including high-grade PGEs in drill results;

- On June 4, 2019, the Company announced intended exploration plans for the 2019 season at the Company's Stillwater West project in Montana, USA, including planned drilling at the three most advanced target areas where the Company sees potential to rapidly advance known, drill-defined, mineralized zones to resource delineation stage;

- On July 25, 2019, the Company announced it had signed a definitive earn-in agreement (the "**Agreement**") with Mount Cairnes Resources Corp. ("**Mount Cairnes**"), whereby Mount Cairnes can earn a 51% interest in the Company's Ultra Property, over a four-year period, by making cash payments totaling $750,000, issuing 3,000,000 common shares of Mount Cairnes to the Company and completing $3,750,000 in exploration work commitments on the Ultra Property, with the Company as the operator. The initial cash payments and share issuances made under the Agreement are required within 15 days of completion by Mount Cairnes of a listing of its common shares on a Canadian stock exchange, and subsequent obligations are due on the anniversaries of the listing date;

- In August 2019, the Company completed a non-brokered private placement in two tranches. Group Ten issued a total of 17,500,140 units at a price of $0.14 per unit for gross proceeds of $2,450,020. Each unit consisted of one common share of Group Ten and one half-share purchase warrant, with each full warrant entitling the holder to acquire one common share of the Company at an exercise price of $0.21 per share with an expiry of either August 6, 2022 or August 29, 2022. The net proceeds from the private placement are expected to be used for exploration on the Company's Stillwater West project and for general working capital purposes; and

- On August 22, 2019, the Company announced the start of drilling at the Iron Mountain target area of the Stillwater West project.

QUALIFIED PERSONS

Mr. Mike Ostensen, P.Geo. (Montana project) and Ms. Debbie James, P.Geo. (Yukon, Alaska and Ontario projects) are Qualified Persons within the meaning of National Instrument ("**NI**") 43-101, and have reviewed and approved the technical information in this MD&A.

SUMMARY OF MINERAL PROPERTIES

The Company's focus is on platinum group metals, gold, nickel, copper and cobalt exploration in Montana, the Yukon Territory, and Alaska where the Company owns a 100% interest in five properties. The Company also continues to pursue high-grade gold exploration at adjoining projects in Ontario, Canada. In British Columbia, the Company has received, and is to continue to receive, annual advance royalty payments and additional cash and royalty payments contingent upon permitting milestones and commercial production.

All references to historical results in this MD&A have been identified as historic in nature and the Company is not treating the historic data or estimates as current as a Qualified Person within the meaning of NI 43-101 has not completed sufficient work to classify the historic data or estimates as current; additional work would be required to verify and upgrade the historic data and estimates to current. The reader is cautioned that historic data and estimates should not be relied upon.

MONTANA PROPERTY, UNITED STATES (Stillwater West project)

On June 26, 2017, the Company entered into an option agreement with Picket Pin Resources LLC ("**Picket Pin**") to acquire a 100% interest in the Stillwater West project in the Stillwater district of south central Montana, USA.

With additional staking from November 2017 through to July 2018, the Stillwater West project now covers approximately 54 square kilometers ("**km^2**") consisting of 665 claims adjacent to, and contiguous with, Sibanye-Stillwater's East Boulder, Stillwater and Blitz mines which are the highest-grade PGE producers in the world, and the largest outside South Africa and Russia with over 80 million ounces of palladium and platinum grading over 16 grams per tonne ("**g/t**"). This acquisition of the highly prospective Stillwater West project positions the Company as the second largest land holder in the Stillwater Igneous Complex, a district with a rich mining history that has produced over 14 million ounces of platinum and palladium to date, plus high-grade nickel, copper and chromium, among other commodities. As a brownfields district with three operating mines, the area has excellent infrastructure including a highway and grid power.

In order to earn a 100% interest, the Company has the following remaining commitments with Picket Pin:

- Issue 900,000 shares on or before May 31, 2020;
- Make a cash payment of $20,000 United States dollars ("**USD**") on or before May 31, 2019 (outstanding);
- Make advance royalty payments until commencement of commercial production of USD$50,000 on or before May 31, 2019 (outstanding) and annually thereafter; and
- Execute a work contract for a minimum of USD$50,000 per year (in progress) for the duration of the three year option agreement for technical and management work.

The claims are subject to a 2% Net Smelter Return ("**NSR**") royalty, with an option to buy down the NSR royalty to 1%.

SUMMARY OF MINERAL PROPERTIES (continued)

MONTANA PROPERTY, UNITED STATES (Stillwater West Project) (continued)

STILLWATER WEST PROJECT WORK PROGRAM

Group Ten has assembled management and technical teams with extensive experience in the exploration and development of PGE-Ni-Cu systems. The exploration focus at the Stillwater West project includes high-grade PGE reef-type deposits in the upper Stillwater Igneous Complex but is primarily focused on the potential for much larger scale disseminated and high-sulphide PGE-Ni-Cu type deposits, similar to the setting of the Platreef deposits of the northern limb of the lower Bushveld Complex in South Africa. Large-scale targets identified through geophysics and surface sampling, first announced in January and February 2018, were confirmed and refined in a series of news releases from May 2018 through June 2019.

Work in 2018 included re-logging and re-assaying of all available core (over 11,000m), entry of all core data into the first property-wide 3D geologic database for modeling and target refinement, development of a predictive geologic model to drive future exploration efforts, ground-based geological sampling, prospecting and mapping programs, 3D modeling of geophysical data, and prioritization of all targets across the 25km long strike length of the project.

Compilation and analysis using geological models developed in South Africa at the Bushveld Complex, a similar layered igneous complex, shows the potential for multiple deposits, and indications of a much larger mineralized system than has been previously recognized in the district. Advanced 3D modeling of geophysical data completed in 2019 highlights the potential that favorable, mineralized magmatic stratigraphy may extend several kilometers in depth starting from surface in the most advanced target areas with known mineralized zones as defined by past drilling as modeled by Group Ten.

YUKON PROPERTIES, CANADA (Kluane PGE-Ni-Cu Project)

The Kluane PGE-Ni-Cu project comprises the Catalyst/CKR, Spy, Ultra, Ellen, Outpost and Pacer properties. Totaling over 255km^2, the project positions Group Ten with the largest land position in the Kluane Ultramafic Belt, a 600km long sequence of igneous and sedimentary rocks that extends from northern British Columbia through the Yukon into Alaska and hosts multiple PGE-Ni-Cu deposits. Within the belt, mineralization typically occurs as magmatic disseminated to massive sulphides within mafic to ultramafic intrusive bodies, or the adjacent sedimentary or volcanic rocks, with the most notable being the Wellgreen deposit which is currently under advanced assessment by Nickel Creek Platinum Ltd. ("**Nickel Creek**").

a) **Catalyst/CKR Claims** - The Catalyst/CKR claims are positioned adjacent to Nickel Creek's property to the northwest and southeast of Nickel Creek's claims. The northwest claims, the Catalyst project, include the strike extension of Nickel Creek's Wellgreen deposit, with corresponding geophysical anomalies. The Wellgreen deposit is one of the largest undeveloped PGE-Ni-Cu deposits in North America at six million ounces of platinum ("**Pt**"), palladium ("**Pd**") and gold ("**Au**") and three billion pounds of Ni and Cu in measured and indicated resources and an additional two million oz of Pt plus Pd plus Au and one billion pounds of Ni and Cu in inferred resources (as announced by Nickel Creek on June 26, 2017).

b) **Spy Claims** - The Spy claims are located 40km southeast of the Wellgreen deposit, along the Kluane Ultramafic Belt and the Alaska Highway. The project encompasses much of the ultramafic Spy Sill, which has been traced for over eight kilometers with widths of 75-100 meters ("**m**") at surface. Massive sulphide mineralization at the Spy target have assayed up to 5.5 g/t 3E (3.1 g/t Pt, 1.4 g/t Pd, 1.0 g/t Au) with 3.1% Ni, 2.8% Cu and 0.2% Co, and historic grab sample results of up to 90.7 g/t 3E (75.8 g/t Pt, 7.9 g/t Pd, 7.0 g/t Au) with 2.6% Ni, 10.5% Cu and 0.09% Co reported from footwall siltstones.

SUMMARY OF MINERAL PROPERTIES (continued)

YUKON PROPERTIES, CANADA (Kluane PGE-Ni-Cu Project) (continued)

c) **Ultra Claims** – The Ultra project is located 50km southeast of the Spy project and, like Spy, follows the Kluane Ultramafic Belt and the Alaska Highway. The Ultra claims include the Frohberg PGE-Ni-Cu showing, where past trenching returned 5.54 g/t Pt, 13.46 g/t Pd, 4.07% Cu and 1.73% Ni. Work in 2017 consisted of geological mapping, soil geochemistry, and prospecting, to follow up on anomalies identified in soil sampling and ground and airborne geophysics.

In July 2018, the Company acquired a 100% interest in 24 additional claims adjoining the Ultra project from two arms-length private vendors in exchange for 100,000 common shares of the Company.

On July 25, 2019, the Company announced it had signed the Agreement with Mount Cairnes, whereby Mount Cairnes can earn a 51% interest in the Company's Ultra property, over a four-year period, by making cash payments to the Company totaling $750,000, issuing 3,000,000 common shares of Mount Cairnes to the Company and completing $3,750,000 in exploration work commitments on the Ultra Property, with the Company as the operator.

d) **Ellen Claims -** In August 2018, the Company completed an agreement with an arms-length party whereby the Company earned a 100% interest in the Ellen property by making a cash payment of $3,200 and issuing 600,000 common shares of the Company. Historical exploration on the Ellen property, which consists of 72 claims totaling approximately 13km^2, has identified significant massive sulphide mineralization from drilling and trenching.

Historical drilling includes 17 drill holes from 1954 to 1995 with 12 holes returning significant sulphide mineralization including 3.15% Cu over 5.2m in MC66-1, 1.64% Cu over 10.4m in MC66-2, 1.76% Cu over 5.5m in hole 95-1, and a 2.13m intersection grading 1.96% Cu and 2,098 parts per billion gold in hole 95-3. Trenching returned values of up to 7.2% Cu with one g/t Au and one g/t Pd. Strong copper-plus-gold soil geochemical signatures have been identified on the Ellen property that are coincident with a large geophysical conductor nearly one km in length.

e) **Outpost and Pacer Claims** - In May 2018, the Company completed an option agreement with an arms-length party whereby the Company can earn a 100% interest in the Outpost and Pacer properties which consist of three claim blocks totaling approximately 25km^2. In order to earn a 100% interest, the Company must complete an additional $105,000 of work expenditures (partially satisfied) and issue 500,000 common shares of the Company on or before the second anniversary of the acceptance of this agreement.

The claims are subject to a 2% NSR royalty and the Company will have the option to buy down the NSR royalty to 1%.

The Outpost and Pacer properties show significant potential for discovery of new PGE-Ni-Cu deposits with a mineralized 70-meter-wide mafic to ultramafic body that outcrops at Outpost adjoining the main Ultra property package, and elevated Ni and Cu values in soils corresponding with kilometer-scale magnetic anomalies at both Outpost and Pacer. Rock sample results at Pacer show elevated Cu and Ni in an area adjacent to the Ellen property where drilling has intercepted mineralized ultramafic sills.

SUMMARY OF MINERAL PROPERTIES (continued)

ALASKA PROPERTY, UNITED STATES (Duke Island)

The Duke Island property consists of 31 unpatented claims located south of Ketchikan in the Alexander Platinum Belt of southeast Alaska. The property includes the core area of copper-nickel-platinum-palladium sulphide mineralization discovered in the Duke Island ultramafic complex in 2001.

Historic exploration has defined four large zones of mineralization on the property by geologic mapping, surface geochemistry, surface and airborne geophysics. Only one of these zones has been tested to date with 3,434m of drilling in 16 holes. None of the holes are thought to have penetrated the prospective basal contact of the intrusion where the highest grades of PGE-Ni-Cu sulphide mineralization are inferred to occur.

The results of exploration together with details on the geology and mineralization are the subject of two NI 43-101 reports (available on SEDAR as filed by Quaterra Resources Inc. on November 26, 2002 and September 7, 2006), and a scientific article in 2014 SEG *Economic Geology*, v. 109, pp. 643–659.

The Duke Island occurrence is unique in the high percentage of disseminated and net-textured to massive sulphide mineralization within certain phases of the ultramafic complex. Historic outcrop grab samples have returned values up to 2.8% Cu, 0.25% Ni and over 1 parts per million ("**ppm**") PGE (*C. Freeman and C. Van Treeck, 2006, Summary report for the Duke Island Cu-Ni-PGE Property, Ketchikan Mining District, Alaska*). Core holes drilled at the Marquis prospect have intercepted from 5m to 90m of semi-massive to massive sulphide containing anomalous values for Cu (up to 12,500 ppm), Ni (up to 4,694 ppm), Pt (up to 680 parts per billion ("**ppb**"), and Pd (up to 548 ppb). Marquis is the only target that has been partially drill tested. Three similar EM and NSAMT geophysical anomalies have been defined in relation to surface mineralization at the Lookout and Scarp targets to the east and the Monte area to the south.

The Duke Island project strongly merits continued exploration to follow-up the encouraging results of past work. The Company plans to assemble a database for the project and refine existing targets before commencing additional drilling on the property.

ONTARIO PROPERTIES, CANADA (Black Lake-Drayton)

The Black Lake-Drayton project covers approximately 13,733 contiguous hectares and was consolidated by the Company in five parcels as four option deals plus direct staking. Located approximately 10km southeast of the town of Sioux Lookout, the land position includes over 30km of a largely untested strike-length on the Sioux Lookout deformation zone in the rapidly developing Wabigoon Greenstone belt which is south of and parallel to the Birch-Uchi belt, a world-class Archean greenstone belt. The Black Lake-Drayton project shares the Sioux Lookout deformation zone with the First Mining's Goldlund project and Treasury Metals Inc.'s Goliath project.

Historically, two types of gold mineralization have been identified on the property - shear-hosted gold-bearing quartz-carbonate veins (Red Lake-style) and intrusion-hosted disseminated gold mineralization (Timmins-style). The Company's primary target type is the shear-hosted gold-quartz vein occurrences which occur within a series of northeast-trending deformation zones that transect the stratigraphy over an approximate 6km strike length. The Moretti occurrence is the most historically significant target on the property and comprises quartz-chlorite-carbonate veins exposed in outcrop and historic trenches over a 300m strike length.

SUMMARY OF MINERAL PROPERTIES (continued)

ONTARIO PROPERTIES, CANADA (Black Lake-Drayton) (continued)

Historic work from the Moretti area returned numerous select chip and grab samples grading between 20g/t Au and 1,212g/t Au and several bulk samples including a 8,063kg sample averaging 14.1g/t Au and a second 4,087kg sample, collected from trenches over 100m away, which averaged 18.6g/t Au.

In October 2016, the Company completed a modest, seven-hole, 527m diamond drilling program to test the area directly underneath the Moretti main trench where historical bulk samples returned 8,062 kilograms at 14.01 g/t gold and 4,087 kilograms at 18.65 g/t gold.

All seven holes intersected the targeted zone, with the best intercept being 0.5m at 15.62 g/t gold from a depth of 19.2m to 19.7m in hole BL_16_01. The remaining six holes intersected quartz veining with anomalous gold values, including intercepts of over one meter at over one g/t gold in holes BL_16_05 and BL_16_06.

A combined magnetic and electromagnetic airborne geophysical survey conducted in 2013 to define potentially gold-bearing structures associated with sulphide mineralization and siliceous bodies on the Drayton claim block, was successful in revealing a possible dilation zone within the Sioux Lookout fault system with significant structural disturbance indicative of both alteration and deformation. These present excellent targets for follow-up by subsequent geological studies and potential drill programs as exploration potential is believed to exist for high-grade gold mineralization similar to that found elsewhere in the Wabigoon Archean greenstone belt. A full structural and geophysical interpretation of the airborne geophysics has identified several additional targets for ground investigation in upcoming programs.

Compilation and targeting work in 2017 and 2018 included structural complexity modelling which successfully identified a number of entropy anomalies that were tested by till sampling, a technique that played a significant role in the discovery of the Rainy River deposit, in late 2018. Results confirmed the presence of pristine gold grains associated with the entropy anomalies and the Company acquired additional ground by direct staking to incorporate the new targets, as announced on March 25, 2019.

In July 2018, the Company announced an amendment to an option agreement for claims in the Black Lake area whereby the vendors agreed to remove the $25,000 cash commitment as well as the 1% NSR royalty in exchange for 200,000 common shares of the Company. The shares were issued in August 2018.

In January and March 2019, the Company announced completion of the earn-in requirements for the two remaining claim blocks such that the Company now holds a 100% interest in the entire project subject to certain royalty interests, with buy-down provisions.

BRITISH COLUMBIA PROPERTIES, CANADA (Yankee-Dundee, Ronoke and Warkentin)

In June 2013, the Company closed the sale of its interests and obligations in the properties to Armex Mining Corp. ("**Armex**") in exchange for advance royalty payments, royalty payments, and production payments. The Company retains back-in rights pursuant to the agreement by which it can reacquire the property in the event specific production milestones are not met.

SUMMARY OF MINERAL PROPERTIES (continued)

BRITISH COLUMBIA PROPERTIES, CANADA (Yankee-Dundee, Ronoke and Warkentin) (continued)

The Yankee-Dundee claims, incorporating the old Yankee Girl and Dundee mines and a number of other historic mines and prospects, cover 362 hectares on the north slope of Oscar Creek (formerly known as Bear Creek) approximately 3km north-east from the town of Ymir and about 41 km east of Trail in the Nelson Mining District, in the province of British Columbia. All claims are contiguous.

The Ronoke and Warkentin claims are also located in the Nelson Mining District. Subsequent to the sale agreement, all non-core Ronoke claims were allowed to lapse. Additionally, non-core Warkentin claims were allowed to lapse and the property now consists of 9 mineral claims.

Armex disputes the overdue advance royalty payments of $50,000 per annum that were payable on or before each of August 28, 2015, 2016, 2017 and 2018.

MINERAL PROPERTY ACQUISITION COSTS

The following schedule shows the property acquisition costs for the year ended March 31, 2019.

	Stillwater West	Yukon Properties	Duke Island	Drayton	Black Lake	Total
			$	$	$	$
Balance, March 31, 2019	856,161	493,088	85,730	62,510	326,430	1,823,919
Shares issued	112,500	76,000	-	-	-	188,500
	112,500	76,000	-	-	-	188,500
Balance, June 30, 2019	968,661	569,088	85,730	62,510	326,430	2,012,419

OVERALL PERFORMANCE

FINANCIAL CONDITION

The net assets of the Company increased by $215,611, from $930,593 at March 31, 2019 to $1,146,204 at June 30, 2019. The most significant assets at June 30, 2019 were exploration and evaluation assets of $2,012,419 (March 31, 2019: $1,823,919) and cash of $85,011 (March 31, 2019: $48,427). Total liabilities at June 30, 2019 were $1,007,861 (March 31, 2019: $983,810) with $305,266 (March 31, 2019: $409,321) recorded as current and $702,595 (March 31, 2019: $574,489) recorded as non-current.

The increase in exploration and evaluation assets of $188,500 was exclusively a result of the Company issuing shares valued at $188,500 relating to its Stillwater West, Catalyst and Outpost/Pacer option agreements.

OVERALL PERFORMANCE

FINANCIAL CONDITION (continued)

Current liabilities consisted of accounts payable and accrued liabilities of $241,517 (March 31, 2019: $343,295), a flow-through share premium liability of $49,071 (March 31, 2019: $51,348) and due to related parties of $14,678 (March 31, 2019: $14,678).

Non-current due to related parties increased by $128,106 (see '*Related Party* Transactions' on Pages 13-14).

The flow-through share premium liability is a result of a private placement of flow-through shares ("**FT Shares**") that was completed in August 2018. Investors paid a premium for the flow-through feature and as a result, a flow-through share premium liability was recognized. As a result of the issuance of FT Shares on August 22, 2018, the Company has a commitment to incur $575,000 on qualifying Canadian exploration expenditures on or before December 31, 2019. As of the date of this MD&A the Company's remaining commitment was approximately $491,000.

Also, as at June 30, 2019, the Company had the right to accelerate the exercise of certain of its outstanding warrants with a weighted average exercise price of $0.12 per share that will bring in up to $2,217,306 in proceeds to the Company ahead of the warrants' February 27, 2020 expiry dates.

In addition, in August 2019, the Company completed a non-brokered private placement in two tranches for aggregate gross proceeds of $2,450,020 through the issuance of 17,500,140 units of the Company at a price of $0.14 per unit. Each unit consisted of one common share of the Company and one half-share purchase warrant, with each full warrant entitling the holder to acquire one common share of the Company at an exercise price of $0.21 per share with an expiry of either August 6, 2022 or August 29, 2022. The net proceeds from the private placement are being used for exploration on the Company's Stillwater West project and for general working capital purposes. A total cash payment of $91,325 and 652,322 finders warrants were issued in connection with the private placement. Each finders warrant is exercisable into one common share on the same terms as the warrants in the private placement. The warrants are subject to accelerated expiry if the Company's closing price of its common shares on the TSX Venture Exchange is greater than $0.32 for 10 consecutive trading days.

RESULTS OF OPERATIONS

For the three months ended June 30, 2019

The net loss for the three months ended June 30, 2019 was $337,815 (2018: $537,408). The majority of the decrease of $199,593 was attributed to a decrease of $188,944 in exploration expenditures and a decrease of $20,130 in investor relations and corporate development expenses.

Total expenses, before Other Items, for the three months ended June 30, 2019 were $340,092 (2018: $571,199). The most significant expenses for the three months ended June 30, 2019 were exploration expenditures of $111,451 (2018: $300,395), investor relations and corporate development expenses of $90,591 (2018: $110,721), consulting fees of $68,981 (2018: $66,287) and share-based payment expense of $42,926 (2018: $49,298). The expenses were partially offset by other income of $2,277 (2018: $33,791).

OVERALL PERFORMANCE (continued)

RESULTS OF OPERATIONS (continued)

For the three months ended June 30, 2019 (continued)

The majority of the exploration expenditures for the three months ended June 30, 2019 were incurred on the Company's Stillwater ($88,116) and Yukon ($21,483) properties. The most significant exploration expenses were geological consulting fees of $63,447 and other consulting fees of $30,868.

The majority of the investor relations and corporate development expenses of $90,591 consisted of corporate advisory fees of $72,533 and advertising expenses of $8,214.

The majority of the consulting fees of $68,981 consisted of $42,000 of fees earned by the President & CEO.

Other income of $2,277 consisted exclusively of the settlement of flow-through share premium liability as a result of incurring qualified exploration expenditures.

CASH FLOWS

For the three months ended June 30, 2019

For the three months ended June 30, 2019, cash increased by $36,584, from $48,427 at March 31, 2019 to $85,011 at June 30, 2019. The increase was a result of cash provided by financing activities of $450,106, partially offset by cash used in operating activities of $413,522.

The cash provided by financing activities consisted of the Company receiving $322,000 pursuant to the exercise of 2,683,334 share purchase warrants and net receipts of $128,106 from related parties.

The cash used in operating activities consisted of a net loss of $337,815 and a net change in non-cash working capital items of $116,356, reduced by non-cash items of $40,649.

SUMMARY OF QUARTERLY RESULTS

The following financial data was derived from the Company's consolidated financial statements for the last eight quarters:

	Q1, 2020	Q4, 2019	Q3, 2019	Q2, 2019
	$	$	$	$
Net loss for the period	(337,815)	(366,322)	(554,295)	(1,106,309)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.02)

SUMMARY OF QUARTERLY RESULTS (continued)

	Q1, 2019	Q4, 2018	Q3, 2018	Q2, 2018
	$	$	$	$
Net loss for the period	(537,408)	(389,795)	(424,839)	(340,798)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.01)

Due to the nature of its current operations, the Company earned no revenue during the periods presented.

Over the last eight quarters, the Company's loss has ranged from $337,815 in Q1, 2020 to $1,106,309 in Q2, 2019. The smaller loss in Q1, 2020 is a result of the Company spending less on exploration expenditures during the quarter. The Company only spent $111,451 on exploration expenditures in Q1, 2020 as compared to $300,395 in Q1, 2019. However, as noted in '*Highlights and Key Developments*' on Page 3, the Company raised gross proceeds of $1,500,499 pursuant to a private placement on August 6, 2019 and started a drill exploration program later in August 2019.

RELATED PARTY TRANSACTIONS

Under IAS, a related party transaction is a transfer of resources, services or obligations between an issuer and a party related to the issuer or its Executive Directors or Officers. Under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"), a related party transaction is a transaction between the issuer and a related party of the issuer at the time the transaction is agreed to as a consequence of which the issuer directly or indirectly enters into specified transactions, including a purchase or sale of assets, issuing securities or subscribing for securities, borrowing or lending money, and forgiving debts or liabilities.

Key management personnel are the Directors and Officers of the Company. A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. These transactions are in the normal course of operations and are measured at their exchange amount, which is the amount agreed upon by the transacting parties.

In addition to key management personnel, the Company transacted with the following related parties during the three months ended June 30, 2019 and June 30, 2018:

- TruePoint Exploration Inc. ("**TruePoint**"), a privately held geological consulting firm controlled by Michael Rowley, the President and CEO of the Company, and Greg Johnson, a director of the Company, is a related party through its management contracts, which confer significant influence over operations. Charges are for exploration, management, accounting and office administration.

- Metallic and Granite Creek are public companies with Directors and/or Officers in common. Together with the Company, they are members of the Metallic Group of Companies which is a collaboration of leading precious and base metals exploration companies that leverage the experience of their founders and benefit by sharing resources for cost efficiency (see Page 2).

RELATED PARTY TRANSACTIONS (continued)

- Midnight Mining Services Ltd. ("**Midnight Mining**"), a private company controlled by Bill Harris, a director of the Company.
- MVR Consulting Inc. ("**MVR**"), a private company controlled by the President and CEO.
- Foran Mining Corporation ("**Foran**"), a public company whose CFO, Tim Thiessen, is the CFO of the Company.

Details of transactions between the Company and related parties, in addition to those transactions disclosed elsewhere in these consolidated financial statements, are described below.

a) Related Party Transactions

The Company's related party transactions for the three months ended June 30 were as follows:

		2019	2018
		$	$
Consulting fees	1	51,250	49,045
Share-based payments expense	2	24,093	25,980
Transactions with TruePoint	3	143,001	-
		218,344	75,025

1 Consulting fees consisted of $42,000 for CEO fees and $9,250 for CFO fees.

2 Share-based payments expense was a non-cash item that consisted exclusively of the fair value of stock options that were granted to key management personnel.

3 The transactions with TruePoint consisted of $102,411 for exploration expenditures, $17,731 for consulting fees, $15,014 for investor relations and corporate development costs, $6,486 for advertising costs and $1,359 for office and administration costs.

b) Related Party Balances

The Metallic Group of Companies pay for certain shared costs on behalf of each other. The payable balances with Metallic and Granite Creek in the tables below are a result of these shared costs.

RELATED PARTY TRANSACTIONS (continued)

b) Related Party Balances (continued)

The Company's related party payable balances consisted of the following:

		June 30, 2019	March 31, 2019
		$	$
Due to Key Management Personnel			
Due to MVR	1	127,092	97,743
Due to Midnight Mining	2	7,010	7,010
Due to the CFO	2	5,775	-
		139,877	104,753

1 This amount was for CEO fees and was included in non-current due to related parties.

2 These amounts were for consulting fees and were included in accounts payable and accrued liabilities.

		June 30, 2019	March 31, 2019
		$	$
Due to Related Parties			
Due to Metallic	1	247,470	243,795
Due to Granite Creek	1	101,904	101,904
Due to TruePoint	2	226,128	131,047
Due to Foran	3	14,678	14,678
		590,180	491,424

1 These amounts were included in non-current due to related parties.

2 This amount included the transactions noted in Related Party Transactions on Page 13 and was included in non-current due to related parties.

3 Foran pays for certain shared consulting and office and administration costs. This amount consisted of these shared costs and was included in current due to related parties.

Amounts due to related parties are unsecured, non-interest-bearing, and have no formal terms of repayment.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2019, the Company had a working capital deficiency of $163,620 (March 31, 2019: $318,837). Current assets, comprised of cash, receivables and prepaid expenses, totaled $141,646 at June 30, 2019 (March 31, 2019: $90,484). In addition, as at June 30, 2019, the Company had the right to accelerate the exercise certain of its outstanding warrants that will bring in up to $2,217,306 in proceeds to the Company ahead of the warrants' February 27, 2020 expiry date. Also, subsequent to June 30, 2019, the Company completed a private placement for gross proceeds of $2,450,020.

The Company does not generate any revenue from operations and, without further financing, the Company may not have sufficient capital to meet the requirements for its administrative overhead, maintaining its mineral interests and continuing with its exploration program in the following twelve months.

For the foreseeable future, the Company will need to rely on raising capital in the equity markets, enter into joint venture agreements and/or accelerate the exercise of outstanding share purchase warrants to provide working capital and finance mineral property acquisition and exploration activities.

Although the Company has been successful in the past in obtaining financing through the issuance of its securities, there can be no assurance that the Company will be able to obtain adequate financing in the future in light of factors such as the market demand for its securities, the general state of financial markets and other relevant factors. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with a possible loss of some properties and reduction or termination of operations.

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this report, there were 63,543,476 common shares, 24,190,053 share purchase warrants and 7,883,570 stock options outstanding.

FINANCIAL AND OTHER INSTRUMENTS

The Company's financial instruments are exposed to certain financial risks which are discussed in detail in Note 8 of the Company's condensed consolidated interim financial statements for the three months ended June 30, 2019.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements and is not contemplating entering into such arrangements in the foreseeable future.

PROPOSED TRANSACTIONS

As of the date of this report, there were no proposed transactions.

OTHER MD&A REQUIREMENTS

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Exploration expenditures and general and administration expenses for the three months ended June 30 were as follows:

	2019	2018
	$	$
Consulting	68,981	66,287
Exploration expenditures	111,451	300,395
Investor relations and corporate development	90,591	110,721
Office and administration	8,418	13,849
Professional fees	14,537	22,745
Share-based payment expense	42,926	49,298
Transfer agent, regulatory and filing fees	2,865	4,413
Travel and accommodation	323	3,491
	340,092	571,199

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Significant assumptions about the future and other sources of estimation uncertainty that Management has made that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by Management that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year and include, but are not limited to, the following:

Share-based payments

The fair value of share-based payments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by Management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES (continued)

ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

The going concern assumption

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

Impairment

The assessment of any impairment of exploration and evaluation assets is dependent upon estimates of recoverable amounts that take into account factors such as reserves and economic and market conditions. Judgment is required in assessing the appropriate level of cash generating units to be tested for such impairment.

Decommissioning liabilities

In the event that decommissioning liabilities are required to be recognized, such liabilities would be stated at the fair value of estimated future costs. Such estimates require extensive judgment about the nature, cost and timing of the work to be completed, and may change with future changes to costs, environmental laws and regulations and remediation practices.

A detailed summary of all of the Company's significant accounting policies is included in Note 3 to the consolidated financial statements for the year ended March 31, 2019.

CONTRACTUAL OBLIGATIONS

As a result of the issuance of FT Shares on August 22, 2018, the Company has a commitment to incur $575,000 on qualifying Canadian exploration expenditures on or before December 31, 2019. As of the date of this MD&A, approximately $491,000 of the commitment was remaining.

DISCLOSURE CONTROLS AND PROCEDURES

The Board, through its Audit Committee, is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal controls. The Audit Committee meets at least quarterly with management, and at least annually with the external auditors, to review accounting, internal control, financial reporting, and audit matters.

DISCLOSURE CONTROLS AND PROCEDURES (continued)

There have been no significant changes to the Company's internal control over financial reporting that occurred during the period that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Audit Committee has established procedures for complaints received regarding accounting, internal controls or auditing matters, and for a confidential, anonymous submission procedure for employees who have concerns regarding questionable accounting or auditing matters.

The Whistleblower policy is in accordance with National Instrument 52-110 Audit Committees, National Policy 58-201 Corporate Governance Guidelines and National Instrument 58-101 Disclosure of Corporate Governance Practices.

Being a venture issuer, the Company is exempt from the certification on Disclosure Controls and Procedures and Internal Control over Financial Reporting. The Company is required to file Form 52-109FV1 for annual reporting and Form 52-109FV2 for interim reporting.

RISKS AND UNCERTAINTIES

The principal business of the Company is the acquisition and exploration of mineral properties. Given the nature of the mining business, the limited extent of the Company's assets and the present stage of development, the following risk factors, among others, should be considered:

Exploration Stage Company

The Company does not hold any known mineral reserves of any kind and does not generate any revenues from production. The Company's success will depend largely upon its ability to locate commercially productive mineral reserves. Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful. Success in establishing reserves is a result of a number of factors, including the quality of management, the level of geological and technical expertise, and the quality of property available for exploration.

Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling and bulk sampling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of resources or reserves.

Operating History and Availability of Financial Resources

The Company does not have an operating history and has no operating revenues and is unlikely to generate any significant amount in the foreseeable future. Hence, it may not have sufficient financial resources to undertake by itself all of its planned mineral property acquisition and exploration activities. Operations will continue to be financed primarily through the issuance of securities.

The Company will need to continue its reliance on the issuance of such securities for future financing, which may result in dilution to existing shareholders. Furthermore, the amount of additional funds required may not be available under favorable terms, if at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or discontinue its operations.

RISKS AND UNCERTAINTIES (continued)

Price Volatility and Lack of Active Market

Securities markets in Canada and elsewhere continue to experience a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly. If an active market does not develop, the liquidity of the investment may be limited and the market price of such securities may decline below the subscription price.

Competition

The resource industry is intensively competitive in all of its phases, and the Company competes with many other companies possessing much greater financial and technical resources. Competition is particularly intense with respect to the acquisition of desirable undeveloped properties. The principal competitive factors in the acquisition of prospective properties include the staff and data necessary to identify and investigate such properties, and the financial resources necessary to acquire and develop the projects. Competition could adversely affect the Company's ability to acquire suitable prospects for exploration.

Government Regulations and Environmental Risks and Hazards

The Company's conduct is subject to various federal, provincial and state laws, and rules and regulations including environmental legislation. The Company has adopted environmental practices designed to ensure that it continues to comply with environmental regulations currently applicable to it. All of the Company's activities are in compliance in all material respects with applicable environmental legislation.

Environmental hazards may exist on the Company's properties, which may have been caused by previous or existing owners or operators of the properties. The Company is not aware of any existing environmental hazards related to any of its current property interests 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 exploration and development on the resource property interests, the potential for production on the property may be diminished or negated.

Dependence on Key Personnel

The Company is dependent on a relatively small number of key directors, officers and senior personnel. Loss of any one of those persons could have an adverse effect on the Company. The Company does not currently maintain "key-man" insurance in respect of any of its management.

RISKS AND UNCERTAINTIES (continued)

Licenses and Permits

The operations of the Company require licenses and permits from various government authorities. The Company believes that it holds all necessary licenses and permits under applicable laws and regulations for work in progress and believes it is presently complying in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in various circumstances. There can be no guarantee that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to explore and develop its properties, commence construction or operation of mining facilities or to maintain continued operations that economically justify the cost.

Title to Property

Although the Company has exercised the usual due diligence with respect to title to properties in which it has a material interest, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interest may be subject to prior unregistered agreements or transfers, aboriginal land claims, government expropriation and title may be affected by undetected defects. In addition, certain mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until certain steps are taken by other parties.

FORWARD LOOKING STATEMENTS

Some of the statements contained in this MD&A may be deemed "forward-looking statements."

These include estimates and statements that describe the Company's future plans, objectives or goals, and expectations of a stated condition or occurrence. Forward-looking statements may be identified by the use of words such as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties.

Actual results relating to, among other things, results of exploration, reclamation, capital costs, and the Company's financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as but not limited to; changes in general economic conditions and conditions in the financial markets; changes in demand and prices for the minerals the Company expects to produce; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with the Company's activities; and changing foreign exchange rates and other matters discussed in this MD&A.

Readers should not place undue reliance on the Company's forward-looking statements. Further information regarding these and other factors, which may cause results to differ materially from those projected in forward-looking statements, are included in the filings by the Company with securities regulatory authorities.

The Company does not assume any obligation to update or revise any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws, whether as a result of new information, future events or otherwise.

DIRECTORS & OFFICERS

As of the date of this report, the Company had the following directors and officers:

Michael Rowley - Director, President & CEO
Bill Harris - Director, Audit Committee member
Greg Johnson – Director, Executive Chairman, Audit Committee member
Gregor Hamilton – Director, Audit Committee member
Tim Thiessen – CFO
Alicia Milne – Corporate Secretary