



FALCO RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

**FOR THE THREE-MONTH AND SIX-MONTH PERIODS ENDED
DECEMBER 31, 2018**

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

The following management discussion and analysis (the "MD&A") of the operations and financial position of Falco Resources Ltd. ("Falco" or the "Company") for the three-month and six-month periods ended December 31, 2018, should be read in conjunction with Falco's audited financial statements as at and for the year ended June 30, 2018 (the "Annual Financial Statements"), and is intended to supplement and complement the Company's unaudited condensed interim financial statements and related notes as of December 31, 2018, and for the three-month and six-month periods ended December 31, 2018 and 2017 (the "Financial Statements"). The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Consequently, all comparative financial information presented in the MD&A reflects the consistent application of IFRS.

Falco's management ("Management") is responsible for the preparation of the financial statements and other financial information relating to the Company included in the MD&A. The Board of Directors (the "Board") is responsible for ensuring that Management fulfills its responsibilities for financial reporting. In furtherance of the foregoing, the Board has appointed an Audit Committee composed of independent directors. The Audit Committee meets with Management in order to discuss results of operations and the financial condition of the Company prior to making recommendations and submitting the financial statements to the Board for its consideration and approval for issuance to shareholders. The information included in the MD&A is as of February 13, 2019, the date when the Board approved the Financial Statements, following the recommendation of the Audit Committee. All monetary amounts included in this report are expressed in Canadian dollars, the Company's reporting and functional currency, unless otherwise noted. The MD&A contains forward-looking statements and should be read in conjunction with the risk factors described in the "Cautionary Statement Regarding Forward-Looking Statements" section.

Table of Contents

Description of the Business	3
Highlights for the six-month period ended December 31, 2018 ("Q2-2019")	3
Rouyn-Noranda Mining Region	4
The Stream and Loan Agreements	4
The Convertible Debenture	5
Secured Loan	5
The Horne 5 Project	5
Exploration Activities	15
Exploration – 2018 Campaign	15
Outlook	19
Results of Operations	19
Liquidity and Capital Resources	20
Cash Flows	21
Description of Financing Transactions	21
Quarterly Information	22
Related Party Transactions	23
Capital Management	23
Contractual Commitments and Obligations	23
Off-balance Sheet Items	24
Outstanding Share Data	24
Risk Factors	24
Financial Risks	29
Internal Control Disclosure	29
Basis of Presentation of Financial Statements	29
Critical Accounting Estimates and Judgments	29
Financial Instruments	30
Additional Information	30
Cautionary Statement Regarding Forward-Looking Statements	30
Corporate Information	32

FALCO RESOURCES LTD.**Management's Discussion & Analysis**

For the three-month and six-month periods ended December 31, 2018

Description of the Business

Falco is in the business of exploring, evaluating and developing its mineral properties in Canada. At December 31, 2018, its focus is on exploring, evaluating and developing its mineral properties in the Rouyn-Noranda region of the Province of Québec for base and precious metals, primarily on its wholly owned Horne 5 polymetallic deposit (the "Horne 5 Deposit", the "Horne 5 Project" or the "Project").

Falco is listed on the TSX Venture Exchange ("TSX-V") under the symbol "FPC". The Company is one of the largest claim holders in the Province of Québec, with extensive land holdings in the Abitibi Greenstone Belt. Falco owns mining claims and contractual rights in or in relation to mining concessions covering approximately 67,000 hectares of land in the Rouyn-Noranda mining camp (the "Mining Camp"), including 13 former gold and base metal mine sites.

The Company was originally incorporated under the British Columbia *Business Corporations Act* on March 16, 2010. On June 12, 2015, Falco was continued under the *Canada Business Corporations Act*. The Company's registered business address is 1100, avenue des Canadiens-de-Montréal, Suite 300, Montréal, Québec, Canada. As at December 31, 2018, Osisko Gold Royalties Ltd ("Osisko"), a shareholder with significant influence over the Company and therefore a related party, owns a 17.8% interest in Falco.

Highlights for the six-month period ended December 31, 2018 ("Q2-2019")

- Falco completed the expansion of the Complexe La Source-Polymétier (the "Complex") and relocation of the Quemont Pavilion's (the "Pavilion") activities to the Complex in August 2018 at the budgeted cost of \$22.5 million.
- The Company's provincial environmental impact assessment study ("EIS") was published in the Environmental Assessment Register of the Ministry of Environment and the Fight against Climate Change (the "MELCC") on August 1, 2018.
- On September 10, 2018, Falco closed a secured senior loan agreement with Osisko (the "Secured Loan") for an amount of \$10.0 million (the "Principal Amount"). On December 19, 2018, Falco and Osisko (the "Parties") agreed to extend the maturity of the Secured Loan to February 28, 2019.
- On November 29, 2018, the silver stream agreement (the "Stream Agreement") that will provide the Company with staged payments totaling up to \$180 million toward the funding of the development of the Horne 5 Project, received approval from the disinterested shareholders of Falco (the "Approval").
- On November 30, 2018, the Company announced that the \$7.0 million convertible debenture (the "Convertible Debenture") issued to Osisko on June 29, 2018, had been converted into 12,104,444 units of Falco.
- On November 30, 2018, Falco announced the election results of Falco's Board. All nominees were elected and the current list of directors is presented on the last page of this MD&A.
- On December 19, 2018, in connection with the \$10.0 million loan (the "Loan") provided by Osisko on May 30, 2016, the Parties have agreed to extend the maturity to February 28, 2019.

Highlights - Subsequent to December 31, 2018

- On January 24, 2019, the Company announced the appointment of Ms. Angelina Mehta to Falco's Board.

FALCO RESOURCES LTD.**Management's Discussion & Analysis**

For the three-month and six-month periods ended December 31, 2018

Rouyn-Noranda Mining Region

The Company has a 100% interest in approximately 670 square kilometres of mining claims and contractual rights in or in relation to mining concessions in the Mining Camp, which Management believes represents approximately 70% of the entire Mining Camp. Rouyn-Noranda is an established mining camp in the Province of Québec with the required infrastructure (electricity, rail, water, etc.) in place for exploration and mine development.

Rouyn-Noranda has a long history of mining and exploration. Since the Horne Deposit discovery in the 1920's, the area has been host to 50 former producers, including 20 base metal mines and 30 gold mines. A number of copper-zinc volcanogenic massive sulphide ("VMS") deposits in the Mining Camp contained gold grades well in excess of those associated with typical VMS deposits, which along with several mesothermal vein type deposits have accounted for more than 19 million ounces of historic gold production from the Mining Camp as a whole.

Falco's principal property is the Horne 5 Project, located in the Mining Camp, which has hosted several former gold and base metal producers including the Horne Mine, which was operated by Noranda Inc. from 1927 to 1976. The Horne Mine produced approximately 11.6 million ounces of gold and 2.5 billion pounds of copper.

For further details regarding the Horne 5 Project, refer to the National Instrument 43-101, *Standards of Disclosure for Mineral Projects* ("NI 43-101") Technical Report, entitled "*Feasibility Study, Horne 5 Gold Project*", (the "Feasibility Study"), dated effective October 5, 2017, the NI 43-101 Technical Report dated September 26, 2016, and entitled "*Technical Report and Mineral Resource Estimate for the Horne 5 Deposit*", and the NI 43-101 Technical Report dated April 28, 2016, and entitled "*Preliminary Economic Assessment of the Horne 5 Project*", all available on SEDAR at www.sedar.com.

The Stream and Loan Agreements

The \$10.0 million Loan with Osisko had an initial 18-month maturity, which was extended to February 28, 2019 on December 19, 2018. The interest is payable on the principal amount at a rate per annum that is equal to 7%, compounded quarterly, payable upon repayment of the principal amount. Interest has accrued to May 31, 2018, and if the Stream Agreement is not concluded prior to February 28, 2019, interest will accrue retroactively from June 1, 2018.

At the maturity date, if the Parties have not concluded the Stream Agreement, the principal amount of the Loan will be converted into a 1% net smelter return ("NSR") royalty on the Horne 5 Project, subject to a right of first refusal ("ROFR") in favor of Glencore Canada Corporation ("Glencore Canada") and accrued interest will be paid in cash.

On June 18, 2018, the Parties announced the Stream Agreement, whereby Osisko will provide the Company with staged payments totaling up to \$180 million, toward the funding of the development of the Horne 5 Project, payable as follows:

- First deposit of \$25 million on closing of the Stream Agreement, net of any amounts owing by the Company to Osisko;
- Second deposit of \$20 million upon the Company receiving all necessary material third-party approvals, licenses, rights of way, and surface rights;
- Third deposit of \$35 million following receipt of all material permits required for the construction of a mine at the Horne 5 Project, a positive construction decision for the Horne 5 Project, and raising a minimum of \$100 million in equity, joint venture or any other non-debt financing for the construction of the mine;
- Fourth deposit of \$60 million upon the total projected capital expenditure for the Horne 5 Project having been demonstrated to be financed; and
- Optional fifth deposit of \$40 million at the sole election of Osisko to increase the stream percentage, payable concurrently with the fourth deposit.

Under the terms of the Stream Agreement, Osisko will purchase 90% of the payable silver from the Project, increasing to 100% of the payable silver from the Project in the event the optional fifth deposit is paid. In exchange for the silver delivered under the Stream Agreement, Osisko will pay the Company ongoing payments equal to 20% of the spot price of silver on the day of delivery, subject to a maximum payment of US\$6.00 per silver ounce. The silver produced from the Project and from properties located within a 5 km area of interest will be subject to the Stream Agreement.

Pursuant to the Stream Agreement, the Company has agreed to pay a \$2.0 million capital commitment fee. The fee is payable upon Osisko funding the third deposit under the Stream Agreement.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

Closing of the Stream Agreement is subject to, without limitations, the satisfaction of customary conditions, including obtaining regulatory approvals and approval from disinterested shareholders of Falco. The Approval was obtained at the annual and special meeting of Falco shareholders held on November 29, 2018.

The Stream Agreement is subject to a ROFR in favor of Glencore Canada. Pursuant to the ROFR, Glencore Canada shall have a period of 60 days following the receipt of a notice (the "Notice") accompanied by a copy of the Stream Agreement to notify Falco that it wishes to purchase the silver stream in accordance with the terms described in the Stream Agreement. Falco expects to receive their response in the first quarter of calendar 2019.

The Convertible Debenture

On June 29, 2018, the Company closed the Convertible Debenture with Osisko. Under the terms of the Convertible Debenture, Osisko purchased a secured debenture (the "Debenture") having a principal amount of \$7.0 million.

On November 29, 2018, the Debenture was converted into 12,104,444 units of the Company (the "Converted Units"). Each Converted Unit consists of one common share of the Company ("Common Share") and one-half of one common share purchase warrant (each whole common share purchase warrant "Warrant"). Each Warrant shall entitle the holder to purchase one Common Share, subject to customary anti-dilution clauses, at a price of \$0.75 for a period of thirty-six months from the date the Converted Units are issued.

Secured Loan

On September 10, 2018, Falco closed the \$10.0 million Secured Loan with Osisko. The Secured Loan has a maturity date of December 31, 2018 and interest shall be payable on the Principal Amount at a rate per annum that is equal to 7%, compounded quarterly. The maturity date was extended to February 28, 2019 on December 19, 2018. Accrued interest shall be payable upon repayment of the Principal Amount. The Principal Amount will be repaid on the earliest of the closing date of the Stream Agreement or February 28, 2019.

The Horne 5 Project**The Feasibility Study**

On October 30, 2017, Falco filed the Feasibility Study, which indicated that the Horne 5 Project represents a robust, high margin, fifteen-year underground mining project with attractive economics. The Feasibility Study was prepared by BBA Inc. ("BBA"), under the direction of Management, and included contributions from the geological and engineering teams at BBA, InnovExplo Inc. ("InnovExplo"), Golder Associates Ltd. ("Golder"), WSP Canada Inc. ("WSP"), SNC-Lavalin Staveland Inc. ("SNC-Lavalin"), and Ingénierie RIVVAL Inc. ("RIVVAL").

Highlights of the Feasibility Study

The base case is stated using a gold price of US\$1,300/ounce ("oz"), a silver price of US\$19.50/oz, a copper price of US\$3.00/pound ("lb"), a zinc price of US\$1.10/lb and an exchange rate of \$1.00 equal to US\$0.78. The Feasibility Study was prepared in Canadian Dollars. The values have been converted to and presented in US\$ at an exchange rate of \$1.00 = US\$0.78 for this section of the MD&A.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

The highlights include the estimates presented in the section below (*dollar amounts are presented on a pre-tax basis, except where otherwise indicated*).

- Net present value ("NPV") of US\$1,012 million at a 5% discount rate and an internal rate of return ("IRR") of 18.9%, before taxes and mining duties;
- NPV of US\$602 million at a 5% discount rate and an IRR of 15.3%, after taxes and mining duties;
- Mine life of 15 years, with peak-year payable production of 268,000 ounces, average life-of-mine ("LOM") annual payable production of 219,000 ounces of gold and 235,000 ounces at steady state;
- Net payable gold recovery of 88.1%;
- 3,741,000 ounces of contained gold;
- 3,294,000 ounces of payable gold LOM;
- 1,007 million pounds of payable zinc LOM;
- 229 million pounds of payable copper LOM;
- 26.3 million ounces of payable silver LOM;
- 2.37 g/t gold equivalent ("AuEq") average diluted AuEq grade;
- 1.44 g/t Au average diluted gold grade;
- All-in Sustaining Costs* of US\$399/oz, net of by-product credits, including royalties, over LOM;
- All-in cost, CAPEX plus OPEX, is estimated at US\$643 per payable ounce;
- \$41.00/t milled total unit operating cost;
- Pre-production construction costs of US\$801.7 million, including a US\$58.5 million contingency and excluding US\$26.7 million of capital outlays to August 31, 2017;
- Payback period of 5.2 years pre-tax and 5.6 years post-tax;
- Gross revenue of US\$6.6 billion and operating cash flow of US\$2.7 billion LOM.

**All-in Sustaining Costs are presented as defined by the World Gold Council, less corporate general & administrative costs.*

Mineral resource estimate

The mineral resources presented in the Feasibility Study are based upon an updated mineral resource estimate (the "July MRE") effective as of July 25, 2017, prepared by Carl Pelletier, P.Geo., of InnovExplo, using available information. The main objective was to update the previous NI 43-101 mineral resource estimate for the Horne 5 Deposit, which was prepared by InnovExplo and published on SEDAR in a report titled "*Technical Report and Updated Mineral Resource Estimate for the Horne No. 5 Deposit*", dated November 7, 2016 (the "November 2016 MRE").

The July MRE is mainly based on changes made to the NSR parameters, supported by new assumptions concerning metal prices and net recoveries. Three additional diamond drill holes and 41 updated downhole surveys from the 2015–2016 confirmation drilling program were also used in the July MRE. No changes to the interpretation were deemed necessary. The mineral resource model for the July MRE is based largely upon the model generated for the November 2016 MRE.

The July MRE is compliant with CIM standards and guidelines for reporting mineral resources and reserves. The selected NSR cut-off of \$55/t allowed the mineral potential of the deposit to be outlined for an underground mining option. While the results are presented undiluted and in situ, the reported mineral resources are considered by the qualified person ("QP") as defined by NI 43-101, to have reasonable prospects for economic extraction.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

The results of the July MRE at the cut-off of \$55/t NSR are presented in the table below. InnovExplo estimates that the Horne 5 Deposit contains Measured Mineral Resources of 9,259,600 tonnes at 2.59 g/t AuEq for a total of 769,885 oz AuEq, Indicated Mineral Resources of 81,855,200 tonnes at 2.56 g/t AuEq for a total of 6,731,443 oz AuEq, and Inferred Mineral Resources of 21,500,400 tonnes at 2.51 g/t AuEq, for a total of 1,735,711 oz AuEq.

Mineral Resources Table

Resource Category	Tonnes (Mt)	AuEq (g/t)	Au (g/t)	Ag (g/t)	Cu (%)	Zn (%)	Contained AuEq (Moz)	Contained Au (Moz)	Contained Ag (Moz)	Contained Cu (Mlbs)	Contained Zn (Mlbs)
Measured	9.3	2.59	1.58	16.2	0.19	0.83	0.770	0.470	4.824	38.0	168.5
Indicated	81.9	2.56	1.55	14.74	0.18	0.89	6.731	4.070	38.796	325.4	1,599.3
Inferred	21.5	2.51	1.44	23.04	0.20	0.71	1.736	1.000	15.925	96.3	337.2

Mineral reserves estimate

The mineral reserves estimate for the Horne 5 Project was prepared by Mr. Patrick Frenette, P. Eng., of InnovExplo (effective as of August 26, 2017). The mineral reserves estimate stated herein is consistent with the CIM standards on mineral resources and mineral reserves and is suitable for public reporting. As such, the mineral reserves are based on Measured and Indicated Mineral Resources, and do not include any Inferred Mineral Resources. Measured and Indicated Mineral Resources are inclusive of Proven and Probable Reserves.

The Feasibility Study LOM and mineral reserves estimates were developed from the November 2016 MRE and do not consider the July MRE. Updated metal prices, exchange rates and recovery equations from the July MRE were used to calculate cash flows used to support the mineral reserve estimate. As of the date of the Feasibility Study, the QP has not identified any risks, legal, political or environmental, that would materially affect potential development of the mineral reserves, other than the third parties' approvals discussed below under the "Mining" and "Surface Infrastructure" headings.

Statement of mineral reserves (as of August 26, 2017) ^(1,2,3,4)

Category	Tonnes (Mt)	NSR (\$)	Au (g/t)	Ag (g/t)	Cu (%)	Zn (%)
Proven	8.4	91.72	1.41	15.75	0.17	0.75
Probable	72.5	92.56	1.44	13.98	0.17	0.78
P&P	80.9	92.41	1.44	14.14	0.17	0.77

- 1) The QP for the Mineral Reserve estimate is Mr. Patrick Frenette (InnovExplo).
- 2) Estimated at US\$2.15/lb Cu, US\$1.00/lb Zn, US\$1,300/oz Au and US\$18.50/oz Ag, using an exchange rate of \$1.00:US\$0.77, cut-off NSR value of \$55/t.
- 3) Mineral Reserve tonnage and mined metal have been rounded to reflect the accuracy of the estimate and numbers may not add due to rounding.
- 4) Mineral Reserves presented include both internal and external dilution along with mining recovery. The external dilution is estimated to be 2.3%. The mining recovery factor was set at 95% to account for mineralized material left in the margins of the deposit in each block.

FALCO RESOURCES LTD.

Management's Discussion & Analysis

For the three-month and six-month periods ended December 31, 2018

Capital and operating costs summary

Capital Costs (in millions of US\$)	Pre-Production	Sustaining	Total⁽¹⁾
Mining (includes development contingency)	\$200.4	\$253.6	\$454.0
Mineral Processing Plant	\$296.0	\$10.2	\$306.1
Electrical and Communication	\$14.2	\$1.8	\$16.0
Project Infrastructure	\$76.9	\$3.7	\$80.6
Tailings and Water Management	\$53.0	\$148.4	\$201.4
Indirect Costs	\$65.9	--	\$65.9
Owner's Costs	\$36.8	--	\$36.8
Site restoration (net of salvage value)	--	\$32.9	\$32.9
Subtotal	\$743.2	\$450.5	\$1,193.7
Contingency	\$58.5	--	\$58.5
Total Capital Costs ⁽²⁾	\$801.7	\$450.5	\$1,252.2
CAPEX per Oz (US\$/oz)			\$243
OPEX per Oz (US\$/oz)			\$399
All-In Cost per Oz (US\$/oz)			\$643

⁽¹⁾ Totals may differ due to rounding.⁽²⁾ Excludes US\$26.7 million in outlays to August 31, 2017.*Mining*

The underground deposit is located at a depth of approximately 600 metres to 2,300 metres below surface. The existing Quemont #2 shaft, which extends to a depth of approximately 1,200 metres, will need to be rehabilitated. This shaft would provide for the hoisting of mineralized material and waste, services personnel and materials, and the supply of ventilation to the underground workings in development stage. The access to and use of the Quemont #2 shaft by Falco is contingent upon entering into a license agreement with the owner of such infrastructure.

The mine has been designed to have low operating costs through the use of large, modern equipment, gravity transport of mineralized material through raises, shaft hoisting, minimal mineralized material and waste re-handling, and high productivity bulk mining methods. By using highly automated and remotely controlled equipment, the mine will be able to operate 21-tonne loaders to transport muck to the ore pass systems. The underground crushing facility will be fed by two ore pass systems. The crushed mineralized material would then be transported via two 250-metre conveyors and transferred to a 600-metre conveyor leading to the shaft loading point, where it would be hoisted to the surface using 43.5-tonne skips on a continuous basis. For servicing the mine, the Quemont #2 shaft will have a double-deck service cage of 2.4 metres by 4.0 metres and a double-deck auxiliary cage. Paste backfill will be used to fill the extracted stopes and strengthen stability of the adjacent stopes and avoid or minimize dilution.

The Company expects to use transverse long hole as the primary mining method and will favor the minimization of dilution over mineral resource recovery. The Company believes that the mineral resource dilution will be below 3%.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

Processing

The process plant facility would include a wet laboratory, mill offices, a mill dry and a maintenance shop. A semi-autogenous-ball milling facility (the "Facility") on the surface will be used to process an average of 15,790 tonnes per day ("tpd") of mineralized material at steady state. The Facility would also include a flotation and thickening section, divided into three circuits and dedicated to recovering copper, zinc and pyrite concentrates. The copper and zinc circuits would have their concentrate filtered to reduce humidity to 9%. Both concentrates would be stored directly in trucks and railcars, awaiting shipment. The pyrite concentrate will require a finer liberation to achieve improved gold recovery by cyanide leaching, resulting in the requirement to regrind from the primary grind size of 55 microns to the targeted P_{80} of 12 microns. The resulting reground pyrite concentrate would then be leached along with the pyrite flotation tailings in separate leaching circuits, followed by carbon in pulp circuits. Thickeners would be used to maximize water and cyanide recovery, and the Caro's acid cyanide destruction method would be applied to reduce the cyanide content of the two leach streams. Both pyrite tailings and pyrite concentrate streams from flotation would be used as paste backfill in the new mine workings; excess volumes will be disposed of in existing historical openings, until the old mine openings are filled. Water liberated in the underground workings from the consolidated tailings would be recovered, recycled and pumped back to be used in processing.

Gold, zinc, copper and silver would be recovered and Falco would produce two concentrates and gold bars. The copper concentrate would have an estimated 16% copper content as well as payable gold and silver, and the zinc concentrate would have an estimated 52% zinc content. No precious metal will be payable in the zinc concentrate. The payable gold recovery is estimated to average 88.1% over the LOM and estimated payable recoveries average 75.8% for copper, 72.9% for zinc and 71.5% for silver. Copper and zinc concentrates have been analyzed and are considered free of deleterious elements and are expected to be readily marketable to both smelters and traders.

Surface infrastructure

The Horne 5 Project is located within the industrial park and former mine infrastructure (Quemont and Horne Mines) of the City of Rouyn-Noranda, Québec, a mining community of over 41,500 people and benefits from significant existing infrastructure (i.e. electricity, rail, water, etc.). As important as the physical infrastructure in the Rouyn-Noranda region is the high level of underground mining expertise that is readily available in the region. The Company believes its advantageous location has the potential to positively impact the long-term viability and attractiveness of employment at the Horne 5 Project, given that employees and contractors could work in the community they live in.

The Horne 5 Project is located 1.1 km from route 101.0 and 4.0 km from the Trans-Canada Highway, with all services readily available at site. Development of the future mine would be done on the former Quemont mine site, the surface rights for which were acquired by Falco and discussed below under the heading "*Surface Rights Agreements*". Acquisition of land adjacent to the currently proposed mine site would likely be required for some of the new infrastructure. Electric power will be supplied to the site at a voltage level of 120 kV, originating from Hydro-Québec's Rouyn-Noranda substation, approximately 1 km away.

The Horne 5 Project envisions the following key infrastructure items to be constructed: site access road, on-site parking area, process and paste backfill plants, maintenance shop and warehouse, mine office building, administration building, headframe and shaft house, hoist room, 120 kV substation and railway spur lines and storage area.

As previously stated, the access to and use by Falco of surface rights and infrastructure not owned by it, may, in some instances, be contingent upon entering into a licence agreement with the owner of such surface rights. The conduct of activities on the Horne 5 Project, including pre-production dewatering activities, will be subject to Falco securing licenses from the owner of such infrastructure, some of which are located on the mining concession CM-243, the ownership of which remains with a third party.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

Environmental Permitting Process

The first stage of the Project will be the development of the Horne 5 mine through among others, the dewatering of the Quemont, Horne and Donalda old mines and the rehabilitation of the Quemont No.2 shaft. The Company has already submitted an application for a certificate of authorization under Sections 22 and 31.75 of the Environmental Quality Act to be issued by the MELCC to support the development, dewatering and sludge management strategy. During the dewatering stage, which is expected to last 25 months, water will be pumped, treated and high density sludge from the water treatment process will be stored in the former Donalda and Quemont underground mine openings. In parallel, environmental baseline studies and consultations with the Project's stakeholders were initiated in 2016 and are continuing as required to support the permitting process and the Horne 5 Project's timeline.

The Horne 5 Project will require a provincial decree. The Project is subject to a provincial Environmental Impact Assessment ("EIA"), including public hearings, as forecasted production (15,000 tpd) is over the 2,000 tpd threshold outlined in the applicable regulation. On December 6, 2017, the Company was advised by the Canadian Environmental Assessment Agency (Government of Canada) that the Project is not a designated activity under the Regulations Designating Physical Activities pursuant to the Canadian Environmental Assessment Act, 2012. Therefore, the Project is not subject to the federal environmental assessment, however, there will be other federal authorizations to be obtained.

The EIS was filed with the MELCC at the beginning of January 2018, it is published in the Environmental Assessment Register of the MELCC and is currently under review by this provincial agency.

Tailings produced during the first two years of operations will be stored in former underground openings either in the form of slurry or paste backfill. Paste backfill will continue to be produced throughout the entire life of mine. After the first two years, the remainder of the tailings produced will either be stored in the Horne 5 mine openings (greater than 50%) or at surface in a tailings management facility ("TMF"). The Company has identified a former TMF, which has already been impacted by historical mining activities and is located approximately 11 km from the City of Rouyn-Noranda, to serve as the surface storage of tailings for the Horne 5 Project. A non-binding agreement has been concluded with the owner of the former TMF for an option to acquire this site. Pipelines, 17 km in length, will transport the tailings from the Horne 5 Mining Complex ("H5MC") to the surface TMF. Waste rock that is not used for underground mining operations will be used as construction material at the TMF.

The site restoration cost estimate for the Horne 5 Project is based on the dismantling of the mine buildings and the restoration of both the H5MC and the TMF. The Company intends to dismantle all buildings that would have served its mining operations. Given the proximity of the site to the city and the existence of few infrastructures of this type in Rouyn-Noranda, these buildings could be reused or modified for other uses. This cost estimate includes the cost of site restoration as well as post-closure monitoring. In accordance with the regulations, the Company intends to post a bond as a guarantee against the site restoration cost.

The conduct of the foregoing activities remains subject to Falco obtaining the required licenses from the owner of the mining infrastructure. For greater certainty, such licenses will include a complete indemnity relating to the operation, restoration and rehabilitation of such infrastructure.

Stakeholder engagement

The Company is committed to taking a proactive approach to its public consultation process and has been working diligently to identify as many stakeholders as possible in the Rouyn-Noranda and Abitibi region. Over the past 36 months more than 50 private and public community meetings have been held with various stakeholders. On November 16, 2017, the Company held its initial Horne 5 Project public presentation and information session in the City of Rouyn-Noranda. Approximately 140 individuals attended the meeting and the Company outlined various aspects of the Project, and responded to their observations and questions. A second public presentation of the Project and its impacts was held on June 21, 2018 (15 thematic kiosks) and more than 150 persons attended the event and the dialogue is on going.

Based on our numerous community meetings held throughout the region, the Company observes strong community support for the Horne 5 Project. Development of the Project would bring substantial economic development to the City of Rouyn-Noranda and the surrounding region. A construction workforce of up to 900 people would be required at the peak of the Project's 18-month construction period and the operating mine would provide direct employment for approximately 500 people over its 15-year operating life.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

The Company is currently creating a consultation committee (the "Committee") which will be composed of representatives from the community. Falco remains committed to working with various stakeholders to finalize a plan for the Horne 5 Project that will maximize benefits for the entire community, our shareholders and other stakeholder groups. The mandate of the Committee will be to review the Project and prepare enhancements to provide better returns to all stakeholders.

Updated projected timeline

Management has previously disclosed that the projected timeline (as filed in the Feasibility Study) is subject at all times to matters that are not within the exclusive control of Falco. These factors include the ability to obtain, on terms acceptable to Falco, financing, governmental and other third parties' approvals, licenses, rights of way and surface rights (collectively, the "Factors"). Management has reviewed the key project activity milestones presented below and amended the projected timeline where required, to reflect the change in status of the Factors.

Pending the completion of all studies and receipt of the required permits, the process plant construction is estimated to begin in mid-2020 with production beginning in the second half of calendar 2023.

Activity	Based on the calendar year	
	Start Date	Completion Date
Feasibility Study	-	Completed
Environmental Impact Assessment	Q2-2016	Completed
Detailed Engineering	Q4-2017	Q2-2021
Mine Dewatering	Q4-2019	Q4-2021
Head Frame & Hoist Room Construction (Mine Dewatering and Rehabilitation Phase)	Q2-2019	Q1-2020
Quemont #2 Shaft Rehabilitation	Q1-2020	Q2-2021
Public Audiences - "BAPE"	Q4-2019	Q1-2020
Permit for Project Construction	-	Q1-2020
Process Plant Construction	Mid-2020	Q4-2022
Preproduction Mine Development	Q3-2021	Q2-2023
First Mineralized Material from Mine	-	Q2-2023
Production achieved in Mine (Phase 1)	-	Q3-2023
Process Plant Commissioning	Q2-2023	Q2-2023
Process Plant Ramp-Up	-	Q3-2023
Process Plant Commercial Production	-	Q4-2023
Surface TMF Operations	Q2-2025	-

Once in production, there will be several significant periods of construction during the mine life. Construction of the planned TMF will begin in Q2-2024 to be operational for Q2-2025. Tailings and reclaim pipelines, polishing pond and reclaim pump house construction will also begin in Q2-2024 for completion at the same time as the TMF. Quemont #2 shaft re-sinking will occur in 2029 and 2030, allowing for first mineralized material production from Phase 2 in the second half of calendar 2030.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

Independent qualified persons

The Feasibility Study was prepared under the direction of BBA, by leading independent industry consultants, all of whom are QP. Independent QPs from BBA, InnovExplo, Golder, WSP, SNC-Lavalin and RIVVAL who have prepared or supervised the preparation of the technical information relating to the Feasibility Study include:

- Colin Hardie, Pierre Lacombe (BBA);
- Carl Pelletier, Patrick Frenette, Geneviève Auger (InnovExplo);
- Michel Mailloux, Valerie Bertrand, Mayana Kissiova, Rob Bewick, Michael Bratty, Yves Boulianne, Janis Drozdiak, Serge Ouellet (Golder);
- Marie-Claude Dion St.-Pierre, Claire Hayek, Dominick Turgeon, Stéphane Lance (WSP);
- Luc Gaulin (SNC-Lavalin); and
- Yves Vallières (RIVVAL).

None of the aforementioned firms or persons, nor any directors, officers or employees of such firms, are currently, or are expected to be elected, appointed or employed, as a director, officer or employee of the Company, or of any associate or affiliate of the Company, with the exception of Mrs. Chantal Sorel, a director of the Company being also an officer of SNC-Lavalin, and Mrs. Claire Hayek and Mrs. Mayana Kissiova who both subsequently became employees of Osisko.

The Company's disclosure of technical or scientific information about the Feasibility Study, in addition to the updated projected timeline has been reviewed and approved by Luc Lessard, Eng., President and Chief Executive Officer of Falco, who serves as a QP.

Hoisting System Construction

On March 24, 2017, the Company entered into an initial agreement for the engineering, procurement, supply, performance services and installation of the hoisting systems for the Horne 5 Project (the "Hoisting Agreement"). The hoisting systems will include a production hoist, an auxiliary hoist and a service hoist. The production friction hoist will have a 6.5 metre diameter and will allow a skip payload of 39,400 kg. The service hoist will have a 5.5 metre diameter and will be equipped with a double deck cage for 2 x 50-person capacity or 15,000 kg payload. The auxiliary hoist will have a 3.1 metre diameter and will be equipped with a double deck cage for 2 x 5 men capacity or 1,250 kg payload. The Hoisting Agreement is now estimated at approximately \$28.9 million and can be terminated at any time, subject to the payment of the approved and executed work performed by the supplier at the termination date. As at December 31, 2018, \$7.8 million was incurred and paid pursuant to the Hoisting Agreement. The Company has delayed the completion of the hoist building's construction activities pending additional financing.

Construction and detailed engineering of the hoist building, which will host the auxiliary and service hoisting systems, commenced in December 2017. The concrete works are complete at 90% and the structural steel has been erected for total incurred construction costs of \$6.2 million as at December 31, 2018. The hoist building's construction will enable Falco to start the mine dewatering and Quemont #2 shaft rehabilitation efforts efficiently and safely. The Company has delayed the completion of the hoist building's construction activities pending additional financing.

Key auxiliary and service hoisting system components have been received and Falco anticipates assembling the two hoists following the completion of the hoist building.

Surface Rights Agreements

In September 2014, the Company entered into an option agreement with the City of Rouyn-Noranda to acquire the surface rights to land 500 metres north of the Horne 5 Deposit (the "Property"). This agreement provides the Company with a 5-year option to purchase additional land within an area surrounding the Horne 5 Deposit. On June 29, 2017, the Company exercised this option, purchasing the Property for \$2.9 million, for which \$2.0 million is paid as of December 31, 2018. On December 13, 2018, the City of Rouyn-Noranda and Falco agreed to extend the payment date of the remaining amount payable of \$0.9 million to January 1, 2020.

In January 2017, the Company entered into an option agreement with a third party to acquire land and buildings adjacent to the Horne 5 Project. The purchase price totaled \$5.4 million, for which a \$0.1 million non-refundable deposit was paid upon signing this agreement. On July 5, 2017, the Company exercised this option, and completed a second payment of \$2.6 million. The balance of \$2.7 million was paid in December 2017.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

On September 12, 2017, the Company concluded the signing of a Memorandum of Understanding (the "MOU") with the Commission scolaire de Rouyn-Noranda (the "School Board") to acquire the Pavilion located on the site of the Horne 5 Project. The acquisition of the Pavilion is one of the essential and pre-requisite steps in the dewatering and development phase of the Horne 5 Project. As per the MOU, Falco would become the owner of the Pavilion upon completion of a relocation program for the current Pavilion activities (the "Relocation Project"). Falco became the owner of the Pavilion upon completion of the Relocation Project. As per the Relocation Project, the Company transferred the Pavilion's activities to the Complex and Falco funded and executed the expansion of the Complex to accommodate these additional activities. Falco transferred the expanded Complex to the School Board on June 28, 2018, completing the Relocation Project on time and on budget (relocation and construction costs totaled \$22.5 million). The Company has no more obligations towards the School Board.

As the Complex was constructed on property owned by the City of Rouyn-Noranda and where sports and community activities were undertaken, Falco concluded in December 2018 an agreement with the City of Rouyn-Noranda to finance and build infrastructure to relocate such activities during 2019 and 2020 for an amount not to exceed \$2.5 million.

Dewatering Program

Certain long-lead equipment for the water treatment facility and pumping system (the "WT Equipment") has been ordered, with costs incurred totaling \$6.4 million as at December 31, 2018. The WT Equipment was received throughout the spring and summer of 2018 and will have a capacity of 600 cubic metres per hour. The certificate of authorization required for the dewatering program is still under review with the Québec Government. Other authorizations from third parties are also required to proceed with the dewatering program.

Detailed Engineering

Falco has advanced the detailed engineering and procurement of equipment shop drawings in relation to the Horne 5 Project, with a total incurred cost of \$4.3 million as at December 31, 2018. The focus to date has been the water treatment facility, the electrical substation and hoisting facilities.

Glencore Canada

As per the purchase agreement dated March 28, 2011, assigned to the Company in September 2012 (the "Agreement"), Glencore Canada retained the right to back-in to a 65% interest on any base metal deposit containing more than 350,000 tonnes copper equivalent metal with respect to which the in situ value of non-base metals is less than three times the in situ value of all base metals (the "Threshold Resource").

Falco's obligations towards Glencore Canada, pursuant to the Agreement, including with respect to the back-in right, a royalty interest and an off-take option (as described below), as well as the payment of any damages caused by Falco, are secured by a deed of hypothec for a maximum of \$120.0 million.

The updated mineral resource estimate on the Horne 5 Project announced in May 2016 was a Threshold Resource. On September 6, 2016, Falco announced that it retained full ownership of the Horne 5 Project (i.e. the rights to minerals located below 200 metres from the surface) as Glencore Canada elected not to exercise its back-in right. Glencore Canada retained a 2% NSR royalty on all metals produced and has ROFR with respect to purchase or toll process on all or any portion of the concentrates and other mineral products. On December 5, 2017, the 2% NSR royalty was assigned to BaseCore Metals LP, which was permitted under the Agreement.

Furthermore, the Horne 5 Project is located adjacent to Glencore Canada's operations and the Company is contractually bound to seek authorizations from time to time from Glencore Canada, at its discretion, to perform certain activities which may affect or impact their operations.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

Horne 5 Project Costs

On October 30, 2017, Management determined that the technical feasibility and commercial viability of the Horne 5 Project was established and accordingly, the development phase of the Horne 5 Project had commenced. As such, the Company reclassified \$37.5 million in exploration and evaluation ("E&E") costs capitalized to the Horne 5 Project to property, plant and equipment ("PPE").

In addition to these reclassified E&E costs, from July 1, 2016, through to December 31, 2018, the Company has incurred a cumulative total of \$69.0 million related to the Horne 5 Project. The breakdown of these costs are as follows:

	December 31, 2018	As at June 30, 2018
	\$	\$
Mining equipment	17,488,606	16,828,932
Land and buildings	18,417,429	37,943,360
Construction in progress	33,113,709	8,231,558
Total	69,019,744	63,003,850

Mining equipment

Mining equipment includes costs incurred on the Hoisting Agreement, and on the WT Equipment, as discussed above under the "*Hoisting System Construction*" and "*Dewatering Program*" headings. During the six-month period ended December 31, 2018 ("YTD-2019"), the Company incurred \$0.7 million related primarily to the WT Equipment.

Land and buildings

Land and buildings included costs incurred on the Relocation Project, land purchase agreements, and the hoist building's construction as discussed above under the "*Surface Rights Agreements*" and "*Hoisting System Construction*" headings. During YTD-2019, the Company incurred \$3.0 million related to the finalization of the Relocation Project. Upon completion of the Relocation Project in August 2018, its total cost of \$22.5 million was transferred from land and buildings to construction in progress.

Construction in progress

During YTD-2019, the Company incurred \$2.4 million on pre-construction activities on the Horne 5 Project. These costs include Falco's preparation of the EIS related documentation, the Company's continuous advancement of the Project's detailed engineering efforts as discussed above under the heading "*Detailed Engineering*", in addition to the cost of management of the Project's pre-construction activities. As discussed above under the "*Land and buildings*" heading, the cost of the Relocation Project was transferred from land and buildings to construction in progress during YTD-2019.

FALCO RESOURCES LTD.

Management's Discussion & Analysis

For the three-month and six-month periods ended December 31, 2018

Exploration Activities

The Company has incurred the following costs on its E&E assets in the Rouyn-Noranda region:

	Six-month period ended December 31 2018			Year ended June 30, 2018
	Central Camp ⁽ⁱⁱ⁾	Other Properties ⁽ⁱⁱⁱ⁾	Total	Total ⁽ⁱ⁾
	\$	\$	\$	\$
Balance – beginning of period	14,009,617	8,298,657	22,308,274	42,144,452
Compensation	75,302	92,544	167,846	702,347
Drilling and data compilation	1,864,103	179,148	2,043,251	12,907,366
Geology	15,219	177,542	192,761	323,813
Geophysics	36,626	270,588	307,214	702,516
Environment	-	-	-	361,642
Feasibility studies	-	-	-	1,234,971
Environmental impact assessment	-	-	-	1,194,630
Administrative and other	41,199	129,886	171,085	896,192
Total for the period	2,032,449	849,708	2,882,157	18,323,477
Refundable tax credits for the period	-	-	-	(627,779)
Total for the period, net of tax credits	2,032,449	849,708	2,882,157	17,695,698
Transfer to property, plant and equipment ^(iv)	-	-	-	(37,531,876)
Balance – end of period	16,042,066	9,148,365	25,190,431	22,308,274

(i) Includes historical acquisition costs of \$6.5 million related to the acquisition of exploration rights and/or claims.

(ii) The Central Camp is located north of the Horne 5 Project and covers an area of approximately 289 square kilometers, including many former gold and base metal producers.

(iii) Including the Noranda Camp properties.

(iv) As discussed above under the "Horne 5 Project Costs" heading, the Company reclassified costs capitalized for the Horne 5 Project from E&E assets to PPE.

Exploration – 2018 Campaign

On December 21, 2017, the Company closed the Private Placement for \$8.5 million to fund the 2018 exploration drilling campaign (the "2018 Campaign"). The 2018 Campaign consisted of 25,000 metres of core drilling with the principal objectives of testing the VMS potential of the Quemont and Horne felsic sequences as well as the lateral extensions of the known Donalda gold-bearing vein system (see figure 1). All targets were located close to existing Horne and Quemont underground infrastructures (see figure 2). The targeted felsic sequences occur between 600 metres and 1,400 metres vertical depth and included large underexplored areas with high potential for discovery of new VMS lenses.

FALCO RESOURCES LTD.

Management's Discussion & Analysis

For the three-month and six-month periods ended December 31, 2018

Figure 1: Quemont, Donalda – Inclined Longitudinal Section

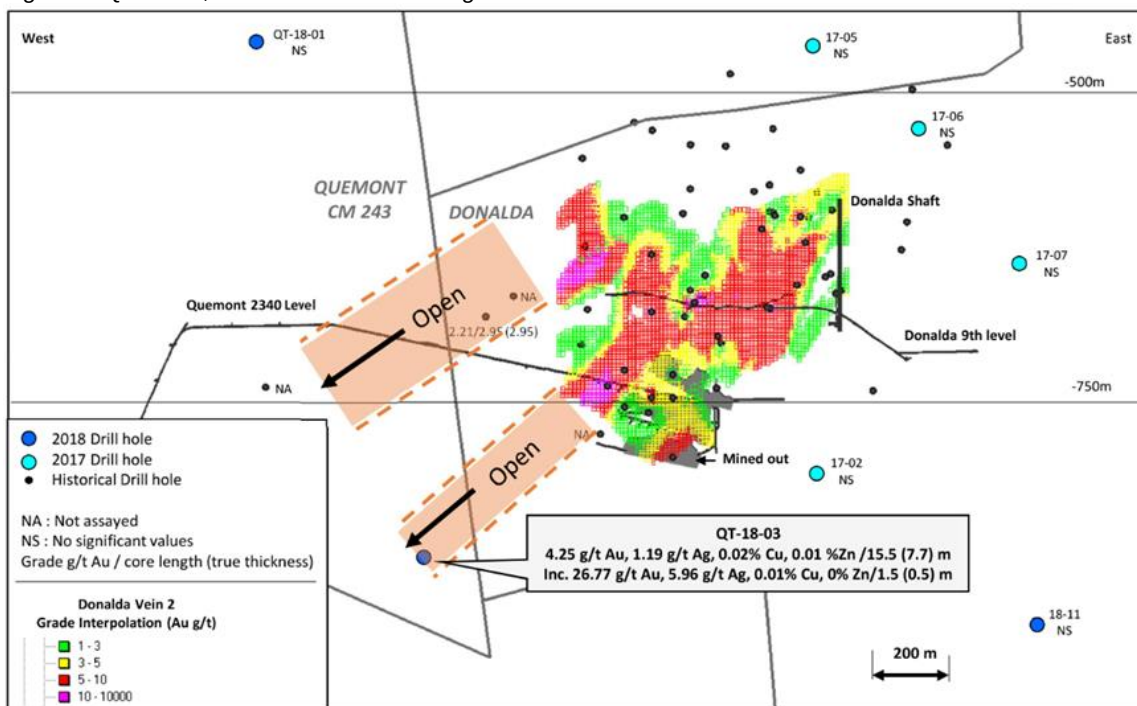
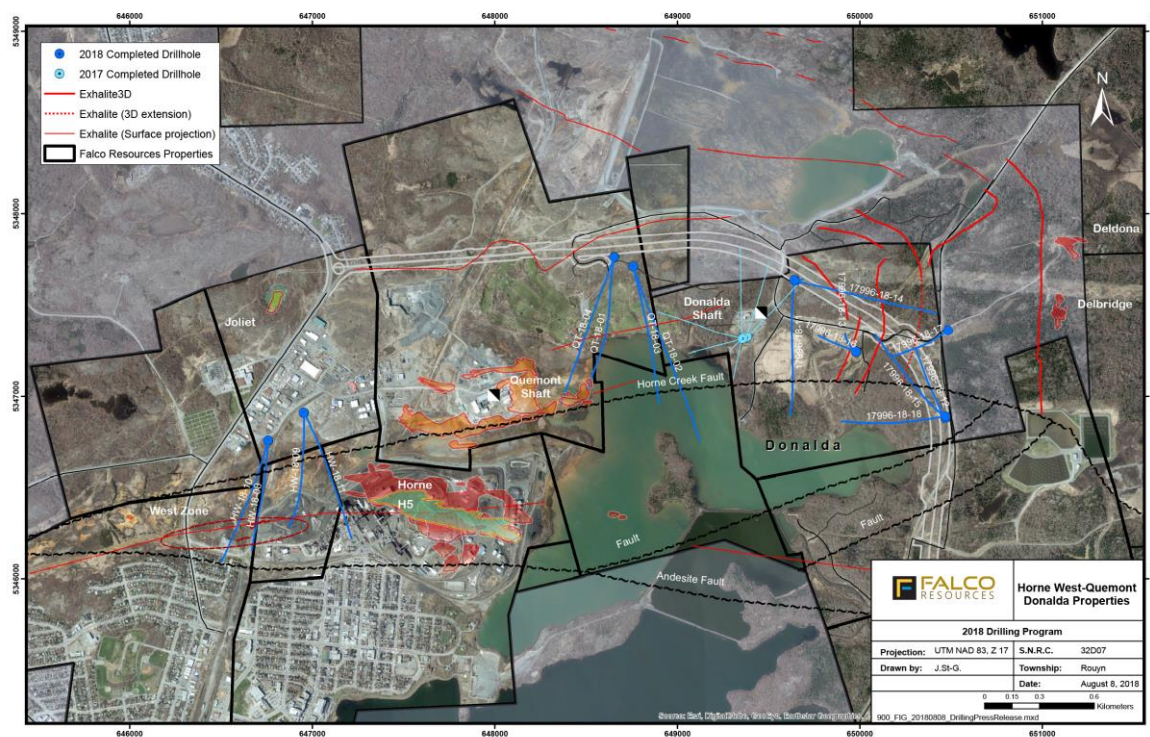


Figure 2: Horne West, Quemont, Donalda - Properties



FALCO RESOURCES LTD.**Management's Discussion & Analysis**

For the three-month and six-month periods ended December 31, 2018

Horne West Drilling

Two holes were drilled in the Horne West Zone, confirming the extension of the mineralized zone, which remains open laterally and vertically. The mineralization is composed of 3-7% pyrite occurring as disseminations and stringers with local sphalerite:

- Hole HW-18-08 intersected mineralization from 708 to 765 metres. It is marked by high silver content from 708.8 to 720.0 metres: 132.2 g/t Ag and 1.07% Zn over 11.2 metres within a felsic lapilli tuff breccia.
- Hole HW-18-10 intersected the mineralized package from 622 to 822 metres. The mineralization is composed of 3-7% pyrite in stringers, disseminations and clusters, 1-3% sphalerite and traces of chalcopyrite. A weak background of 0.1 g/t Au is generally associated with the interval with local enrichment such as in 634.7-654.9 metres: 0.42 g/t Au and 0.94% Zn over 20.2 metres and from 667.0-674.5 metres: 0.99 g/t Au over 7.5 metres.

Additionally, two holes were drilled to test the mineralized package towards the Horne 5 deposit, where mineralization was identified during 2016 drilling program:

- Hole HW-18-09 intersected a silicified and mineralized unit, containing 2-5% pyrite at the target horizon over 8 metres from 964 to 972 metres which returned 0.24 g/t Au and 1.18% Zn over 4.0 metres. This hole also intersected a second mineralized zone between 1,098.4 and 1,106 metres, with 1.33 g/t Au, 4.22 g/t Ag and 0.08% Zn over 7.6 metres.
- Hole HW-18-11 intersected an altered and mineralized unit around 1,100 metres, but no significant gold values were obtained.

Quemont Donalda Drilling

Four holes, QT-18-01, 02, 03 and 04, drilled between Quemont and Donalda, successfully intersected the Quemont felsic package with local intervals being more altered and mineralized.

- Hole QT-18-03 intersected multiple gold bearing quartz veins with significant values:
 - The first vein, from 861.2 to 862.8 metres, graded 13.62 g/t Au and 28.20 g/t Ag over 0.8 metres (0.35 metres estimated true width).
 - A large altered and mineralized zone with gold bearing quartz veins was intersected from 925.5 to 1,007 metres and returned 1.07g/t Au over 82.6 metres (capped at 30g/t), including 1.42g/t Au over 8.8 metres, 1.22g/t Au over 10.0 metres and 6.96g/t Au over 6.4 metres (capped at 30g/t).
- Another interesting intersection in hole QT-18-03 consisted of massive to brecciated rhyolite containing 2-5% stringers of chalcopyrite and a local massive to semi-massive sulfide band. Assay results returned 0.72 g/t Au, 1.72% Cu, 0.41 g/t Ag, over 1.8 metres from 1,315-1,316.8 metres.

Donalda Quartz Vein System Drilling

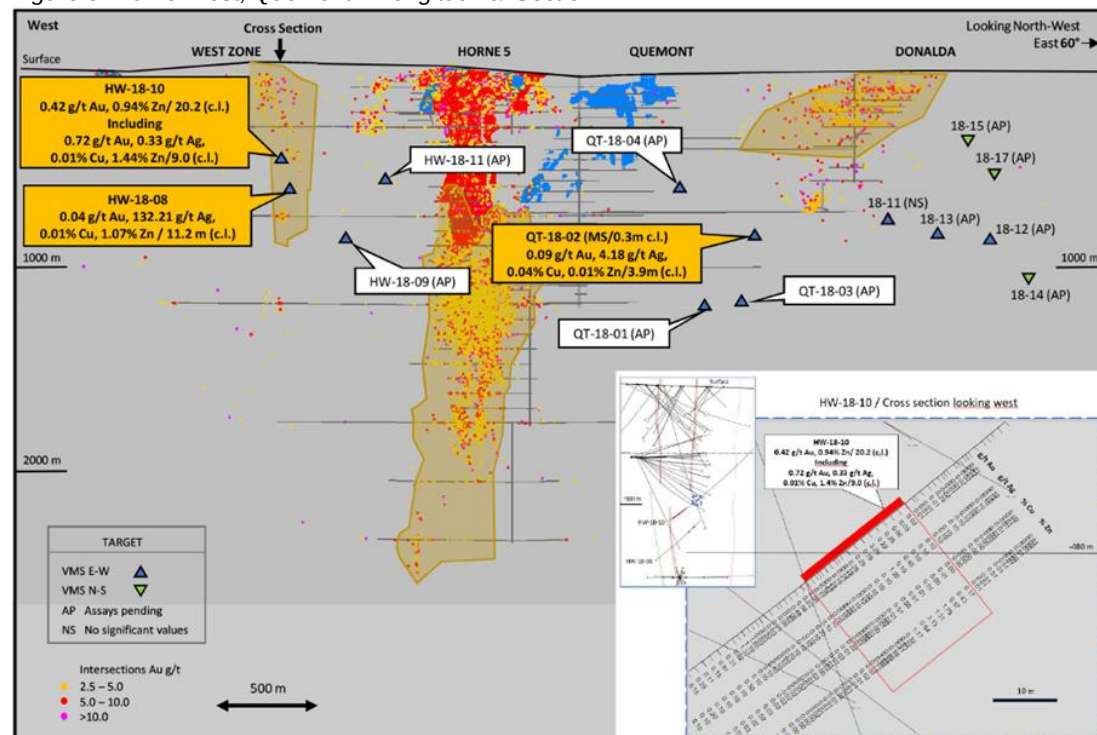
In addition to the VMS targets, the Company tested the Donalda quartz vein system. Quartz veins with visible gold and 1-5% pyrite were intersected during the 2018 Campaign. A large open area of over 600 metres remains untested between the known Donalda veins and the recent intercepts (see figure 3).

FALCO RESOURCES LTD.

Management's Discussion & Analysis

For the three-month and six-month periods ended December 31, 2018

Figure 3: Horne West, Quemont – Longitudinal Section



Geophysical Survey Work Program

The 2018 Campaign included deep geophysical surveys, using innovative surface, airborne and borehole techniques. More than 200km of surface geophysics (Ore-Vision, gradient IP, OMNI InfiniTEM XL and Deep-Vision) surveys and more than 1,000km of MAG/VLF/AFMAG airborne surveys were performed on different properties. GraviLog and/or RIM (Radio Imaging Method) surveys were made in the recent holes on Quemont and Horne West properties. Results of the IP surveys showed numerous anomalies. The interpretation of the in-hole surveys and preliminary results obtained confirm the persistence of certain structures and mineralisation between holes surveyed.

Claude Pilote, Senior Project Engineer, (P.Geo., Eng.), is the QP who has reviewed and verified the technical information contained in the exploration section of the MD&A.

FALCO RESOURCES LTD.**Management's Discussion & Analysis**

For the three-month and six-month periods ended December 31, 2018

Outlook

In order to achieve the key activities identified below, the Company must obtain all required regulatory approvals and complete negotiations in a timely manner to obtain third parties' approvals, licenses, rights of way and surface rights required by the Project as described in the Feasibility Study. In addition, Falco must secure financing which may be completed in a number of ways, including, but not limited to, the completion of stream agreements, the issuance of debt or equity instruments and joint venture agreements at the asset level. If the funds are not available on terms satisfactory to the Company, some planned activities may be postponed and the Company will be required to re-evaluate its plans and allocate its total resources in the Company's best interest. This may result in a substantial reduction of the scope of existing and planned operations.

The Horne 5 Project

As discussed above, Falco has identified key project execution activities that need to be initiated or completed to maintain the execution schedule at the Horne 5 Project. Specifically:

1. Continuing the environmental work, community engagement and permitting in order to receive the EIS' acceptability from the MELCC. The Corporation's objective is to start the public hearing process (*Bureau d'audiences publiques sur l'environnement*) on the Horne 5 Project by the end of the calendar year 2019.
2. Furthering the detailed engineering and shop drawings for major equipment.
3. Initiating the pre-production dewatering program of the historic mines surrounding the Horne 5 Deposit in the calendar year 2019.
4. Preparing the rehabilitation works on the Quemont #2 shaft in the calendar year 2019.

Exploration activities

Falco's 2019 objectives regarding exploration are to complete the compilation of geological data in order to plan future exploration programs. Management endeavours to proceed with future exploration programs targeted at increasing the Horne 5 Project's mineral resources and ultimately the Project's life of mine.

Results of Operations**Three-month period ended December 31, 2018 ("Q2-2018")**

Falco's net loss of \$1.6 million for Q2-2019 was lower than the net loss of \$1.8 million for the three-month period ended December 31, 2017 ("Q2-2018").

The operating loss for Q2-2019 was \$1.3 million as compared to the Q2-2018 operating loss of \$2.0 million. Falco decreased costs across most categories of operating expenses (decrease of \$0.5 million) due to our reduced corporate activity in anticipation of the closing of financings (as discussed under the "*Stream Agreement*" and the "*Convertible Debenture*" headings above). In addition, the Company incurred exploration and evaluation expenses in Q2-2018 for \$0.2 million that were not incurred in Q2-2019.

Interest income decreased by \$0.1 million in Q2-2019, due to lower cash balances on hand throughout this period. Interest expense increased slightly (\$0.1 million) due to the Secured Loan (refer to the "*Secured Loan*" heading above for more details).

Other income relates to the recognition of the deferred premium on flow-through shares and totaled \$1.2 million in Q2-2018 (\$ nil in Q2-2019). The decrease between periods is due to the Company completing its obligation for the December 2017 flow-through share issuance (\$8.5 million) in September 2018.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

Six-month period ended December 31, 2018

The net loss during YTD-2019 totaled \$3.0 million, compared to \$3.1 million for the six-month period ended December 31, 2017 ("YTD-2018").

The operating loss for YTD-2019 decreased by \$0.7 million, totaling \$2.7 million for the period. Falco decreased costs across all significant categories of operating expenses (decrease of \$0.5 million) due to its reduced corporate activity in anticipation of the closing of financings (as discussed under the "*Stream Agreement*" and the "*Convertible Debenture*" headings above). In addition, the Company incurred exploration and evaluation expenses in YTD-2018 for \$0.2 million that were not incurred in YTD-2019.

Interest income decreased by \$0.2 million for YTD-2019, as a result of lower cash balances on hand throughout this period. Interest expense was slightly lower in YTD-2019 due to a lower balance of loans incurring interest during this period (refer to the "*Secured Loan*" and "*The Stream and Loan Agreements*" headings above for more details).

Other income relates to the recognition of the deferred premium on flow-through shares and totaled \$0.5 million in YTD-2019, as compared to \$2.3 million in YTD-2018. The decrease between periods is consistent with the decreased exploration activities undertaken during YTD-2019 and in line with the lower flow-through share issuance completed in December 2017 (\$8.5 million), as compared to November 2016 (\$10.6 million).

Deferred income tax expense

The Company had previously announced its intention to proceed with the development of the Horne 5 Project if the Feasibility Study results recommended the construction of a mine. As a result, the Company is required to record a deferred tax liability with respect to Québec Mining Tax. Deferred income tax expense for Q2-2019 amounted to \$0.1 million, as compared to \$1.0 million for Q2-2018 (\$0.6 million for YTD-2019, as compared to \$1.8 million for YTD-2018).

Liquidity and Capital Resources

As at December 31, 2018, the Company had negative working capital of \$33.6 million compared to negative working capital of \$22.3 million as at June 30, 2018. Cash amounted to \$1.0 million as at December 31, 2018, compared to \$8.9 million as at June 30, 2018.

As the Company is in the development stage for the Horne 5 Project, it has not recorded any revenues from operations, has no source of operating cash flow and no assurance that additional funding will be available to it for further development of the Horne 5 Project. The working capital as at December 31, 2018 will not be sufficient to meet the Company's obligations, commitments and budgeted expenditures through December 31, 2019.

The Company's ability to continue future operations beyond December 31, 2019, and fund its planned development activities at the Horne 5 Deposit is dependent on Management's ability to secure third parties' approvals, additional financing in the future, which may be completed in a number of ways, including, but not limited to, the completion of stream agreements, the issuance of debt or equity instruments, a joint venture agreement at the asset level and/or monetizing certain non-current assets of the Company. Management will pursue such additional sources of financing when required, and while Management has been successful in securing financing in the past, there can be no assurance it will be able to do so in the future or that these sources of funding or initiatives will be available for the Company or that they will be available on terms which are acceptable to the Company. If the funds are not available on terms satisfactory to the Company, some planned activities may be postponed and the Company will be required to re-evaluate its plans and allocate its total resources in such a manner as the Board and Management deem to be in the Company's best interest. This may result in a substantial reduction of the scope of existing and planned operations.

FALCO RESOURCES LTD.**Management's Discussion & Analysis**

For the three-month and six-month periods ended December 31, 2018

Cash Flows**Q2-2019**

Cash flows provided by Q2-2019 operating activities totaled \$1.9 million (\$1.1 million used during Q2-2018). The decrease in cash used is primarily due to non-cash items relating to share-based compensation, premium on flow-through shares and deferred income taxes, which increased cash by \$0.4 million in Q2-2019 (increased cash by \$0.1 million in Q2-2018). In addition, non-cash working capital items such as accounts receivable, prepaid expenses and other assets, accounts payable and accrued liabilities increased cash by \$3.0 million in Q2-2019 (increased cash by \$0.5 million in Q2-2018), due to timing differences in the collection of sales tax and the payments to suppliers.

Cash flows used in investing activities for Q2-2019 amounted to \$4.4 million (\$20.2 million for Q2-2018). In Q2-2019, the Company invested \$0.7 million in E&E assets (\$6.1 million in Q2-2018) and \$3.8 million of investment in PPE (\$14.1 million in Q2-2018). The investments were allocated to the continued E&E work in the Rouyn-Noranda region and on the advancement of the Horne 5 Project, as previously described in this MD&A.

Cash flows provided by financing activities totaled \$0.1 million in Q2-2019 (\$8.5 million in Q2-2018). The cash inflows during Q2-2019 relate solely to the exercise of share options.

YTD-2019

Cash flows provided by YTD-2019 operating activities totaled \$1.1 million (\$1.3 million used during YTD-2018). The decrease in cash used is primarily due to non-cash items relating to share-based compensation, premium on flow-through shares and deferred income taxes, which increased cash by \$0.7 million in YTD-2019 (increased cash by \$0.2 million in YTD-2018). In addition, non-cash working capital items such as accounts receivable, prepaid expenses and other assets, accounts payable and accrued liabilities increased cash by \$3.3 million in YTD-2019 (increased cash by \$1.6 million in YTD-2018), due to timing differences in the collection of sales tax and the payments to suppliers.

Cash outflows from investing activities for YTD-2019 amounted to \$19.1 million (\$30.0 million for YTD-2018). In YTD-2019, the Company invested \$4.2 million in E&E assets (\$9.6 million for YTD-2018) and \$14.9 million of investment in PPE (\$19.5 million in YTD-2018). The investments were allocated to the continued E&E work in the Rouyn-Noranda region and on the advancement of the Horne 5 Project, as previously described in this MD&A. In addition, in YTD-2018, the Company increased its restricted cash.

Cash flows provided by financing activities totaled \$10.0 million in YTD-2019 (\$8.5 million in YTD-2018). The cash inflows during these periods relate to financings completed during these periods. These financings are discussed above under the "*Secured Loan*" heading and discussed below under the "*Description of Financing Transactions*" heading, in addition to the exercise of share options during these periods.

Description of Financing Transactions

The financing transaction completed over the past year, not already discussed in this MD&A, consists of the following:

On December 21, 2017, the Company issued 7,203,730 flow-through shares for gross proceeds of \$8.5 million, with share issue costs amounting to \$0.6 million. As at December 31, 2018, the Company has completed its commitment to spending the gross proceeds on exploration activities.

FALCO RESOURCES LTD.

Management's Discussion & Analysis

For the three-month and six-month periods ended December 31, 2018

Quarterly Information

A summary of selected quarterly financial information for the last eight quarters is outlined below:

(as at or for the three months ended)	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
	\$	\$	\$	\$
Cash	989,467	3,356,896	8,932,271	13,506,529
Working capital	(33,606,137)	(31,205,916)	(22,315,806)	(12,597,706)
Total assets	137,160,397	141,464,106	137,843,049	126,404,178
Investments in property, plant and equipment	3,753,037	11,166,583	10,428,896	8,396,670
Investments in exploration and evaluation assets ⁽ⁱ⁾	515,695	3,514,305	1,491,252	5,206,743
Total revenue	-	-	-	-
Net loss for the period	1,626,302	1,407,533	1,641,928	1,891,736
Basic and diluted net loss per share ⁽ⁱⁱ⁾	0.01	0.01	0.01	0.01

(as at or for the three months ended)	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017
	\$	\$	\$	\$
Cash	30,639,665	43,453,260	53,395,140	35,874,950
Working capital	9,135,552	23,807,623	37,971,022	17,435,913
Total assets	122,003,251	112,083,872	107,852,979	82,955,013
Investments in property, plant and equipment	14,103,651	5,371,752	3,722,046	1,534,567
Investments in exploration and evaluation assets ⁽ⁱ⁾	6,076,488	3,527,433	4,348,015	4,318,064
Total revenue	-	-	-	-
Net loss for the period	1,770,953	1,280,190	1,680,693	1,944,782
Basic and diluted net loss per share ⁽ⁱⁱ⁾	0.01	0.01	0.01	0.01

(i) Including the payments of options on properties, on a cash basis, net of governmental credits.

(ii) Net loss per share is based on each reporting period's weighted average number of shares outstanding, which may differ on a quarter-to-quarter basis. As such, the sum of the quarterly net loss per share amounts may not equal year-to-date net loss per share.

From January 1, 2017 to June 30, 2017, the Company's successive increases, in cash, working capital and total assets are consistent with the financing transactions completed during this period, which surpassed the investments made in E&E activities and investments made in PPE during these same periods.

The decrease in cash and working capital in the other periods is primarily the result of Falco's continued investments in E&E activities and PPE as discussed above under the "Exploration Activities" and the "Horne 5 Project Costs" headings.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

Related Party Transactions

Related party transactions and balances, not otherwise disclosed, are summarized below:

Key management includes directors (executive and non-executive) and certain officers of the Company. The compensation paid or payable to key management for employee services is presented below for the three-month and six-month periods ended December 31, 2018 and 2017:

	Three-months ended		Six-months ended	
	December 31,		December 31,	
	2018	2017	2018	2017
	\$	\$	\$	\$
Salaries and short-term employee benefits ⁽¹⁾	482,172	510,072	880,364	1,006,970
Share-based compensation	202,216	380,938	546,100	602,378
	684,388	891,010	1,426,464	1,609,348

⁽¹⁾ Including consulting fees.

Other related transactions

During the three-month and six-month periods ended December 31, 2018, amounts of \$0.4 million and \$0.8 million, respectively, were invoiced by Osisko for professional services and rental of offices (\$0.6 million and \$1.3 million, respectively, for the three-month and six-month periods ended December 31, 2017). An amount of \$2.2 million is included in accounts payable and accrued liabilities as at December 31, 2018 (\$1.4 million as at June 30, 2018).

As at December 31, 2018, interest payable on the Loan amounted to \$1.5 million (\$1.5 million as at June 30, 2018). Interest expense on the Loan for YTD-2019 was \$ nil (\$0.4 million for YTD-2018).

As at December 31, 2018, interest payable on the Secured Loan amounted to \$0.2 million (\$ nil as at June 30, 2018). Interest expense on the Secured Loan for YTD-2019 was \$0.2 million (\$ nil for YTD-2018).

Capital Management

The capital structure of the Company as at December 31, 2018, consists of equity attributable to common shareholders comprising issued capital and equity reserves.

The Company manages and adjusts its capital structure based on available funds in order to support the acquisition, exploration and evaluation of mineral properties. The Board 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. The Company is not subject to any externally imposed capital requirements.

The properties in which the Company currently has interests are in the development and exploration and evaluation stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out planned development and exploration and evaluation activities, and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as required. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels they have sufficient geological and economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There have been no significant changes in the capital management objectives, policies and proceedings as at December 31, 2018.

Contractual Commitments and Obligations

As discussed above under the heading "*Hoisting systems*", the Company entered into the Hoisting Agreement. The Hoisting Agreement estimated at approximately \$28.9 million, of which \$7.8 million was incurred as at December 31, 2018 and can be terminated at any time, subject to the payment of the approved and executed work performed by the supplier at the termination date.

FALCO RESOURCES LTD.**Management's Discussion & Analysis**

For the three-month and six-month periods ended December 31, 2018

As discussed under the "*Surface Rights Agreements*" heading, Falco concluded an agreement with the City of Rouyn-Noranda to finance and build infrastructure during 2019 and 2020 for an amount not to exceed \$2.5 million.

Off-balance Sheet Items

As of February 13, 2019, the Company has no off-balance sheet arrangements.

Outstanding Share Data

As of February 13, 2019, the Company has 202,524,945 issued and outstanding Common Shares, 7,372,062 stock options outstanding and 6,402,222 Warrants outstanding.

Risk Factors

An investment in the Company's common shares is subject to a number of risks and uncertainties. An investor should carefully consider the risks described in the MD&A, in the Annual Information Form for the year ended June 30, 2018 and the other information filed with the Canadian securities regulators (www.sedar.com), before investing in the Company's common shares. If any of the described risks occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed and investors may lose a significant proportion of their investment.

The following risk factors may not be a definitive list of all risk factors associated with an investment in Falco or in connection with the business and operations of Falco.

Risks related to mining operations

Mining operations are and will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources and mineral reserves including unusual or unexpected geological formations and other conditions such as formation pressures, fire, power outages, flooding, explosions, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour, any of which could result in work stoppages, damage to property, and possible environmental damage that even a combination of careful evaluation, experience and knowledge may not eliminate or adequately mitigate. Falco may be subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material adverse effect on the financial position of Falco.

Major expenditures are required to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly volatile; and governmental regulations, including those relating to prices, taxes, royalties, land tenure, land use, allowable production, importing and exporting of minerals and environmental protection.

Furthermore, Falco's Horne 5 Project is located adjacent to a major smelter operation held by a third party and is contractually bound to seek authorizations from time to time from such third party to perform certain activities which may affect or impact the operation of the smelter; such authorizations could entail additional delays and, if they are granted, could include, without limitation, risk mitigation measures and full indemnity in favor of such third party.

Industry Conditions

The exploration for and development of mineral deposits involve significant risks and while the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. All of Falco's properties are in the development or exploration stage and Falco is presently not exploiting any of its properties and its future success will depend on its capacity to generate revenues from an exploited property.

The discovery of mineral deposits depends on a number of factors, including the professional qualification of its personnel in charge of exploration. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. In the event that Falco wishes to commercially exploit one of its properties, the exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in Falco not receiving an adequate return on invested

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

capital. Falco's operations will be subject to all the hazards and risks normally encountered in the exploration and development of mineral deposits. Mining operations generally involve a high degree of risk, including unusual and unexpected geologic formations.

Other than with respect to the Horne 5 Project with respect to which an updated mineral resources estimate has been published in connection with the Feasibility Study filed on October 30, 2017, there can be no guarantee that sufficient quantities of minerals will be discovered or that other Falco's properties will reach the commercial production stage. The development of the Horne 5 mineral reserves remains subject to, among other things, Falco securing adequate financing on conditions acceptable to it.

Regulatory Matters

Falco's activities are subject to governmental laws and regulations. These activities can be affected at various levels by governmental regulation governing prospecting and development, price control, taxes, labour standards and occupational health, expropriation, mine safety and other matters. Exploration and commercialization are subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws impose high standards on the mining industry to monitor the discharge of wastewater and report the results of such monitoring to regulatory authorities, to reduce or eliminate certain effects on or into land, water or air, to progressively rehabilitate mine properties, to manage hazardous wastes and materials and to reduce the risk of worker accidents.

Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory or judicial authorities enjoining or curtailing operations or requiring corrective measures, installation of additional equipment or remedial actions, any of which could result in significant expenditures. Falco may also be required to compensate private parties suffering loss or damage by reason of a breach of such laws, regulations or permitting requirements. It is also possible that future laws and regulations, or more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures, restrictions on or suspensions of Falco's activities and delays in the exploration of properties.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on Falco and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Permits, Licences and Approvals

The operations of Falco require licences and permits from various governmental authorities. Falco believes it holds or is in the process of obtaining all necessary licences and permits to carry on the activities, which it is currently conducting under applicable laws and regulations. Such licences and permits are subject to changes in regulations and in various operating circumstances. There can be no guarantee that Falco will be able to obtain all necessary licences and permits that may be required to maintain its mining activities, construct mines or milling facilities and commence operations of any of its exploration properties. In addition, if Falco proceeds to production on any exploration property, it must obtain and comply with permits and licences which may contain specific conditions concerning operating procedures, water use, the discharge of various materials into or on land, air or water, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that Falco will be able to obtain such permits and licences or that it will be able to comply with any such conditions.

Title to Property

Pursuant to an agreement between Falco and a third party, Falco owns certain rights to minerals and title to certain mining titles, including rights to the minerals located below 200 meters from the surface of mining concession CM-156PTB, where the Horne 5 Deposit is located. Falco also owns certain surface rights surrounding the Quemont #2 shaft (located on mining concession CM-243). Under this agreement, ownership of the mining concessions remains with the third party. In order to access the Horne 5 Project, the Company must obtain one or more licenses from the third party, which may not be unreasonably withheld, but which may be subject to conditions that the third party may require in its sole discretion. These conditions may include the provision of a performance bond or other assurance to the third party and the indemnification of the third party by the Company. This agreement with the third party stipulates, without limitation, that a license shall be subject to reasonable conditions which may include, among other things, that activities at the Horne 5 Deposit will be subordinated to the current use of the surface lands and subject to priority, as established in such party's sole discretion, over such activities. Any license may provide for, among

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

other things, access to and the right to use the infrastructure owned by the third party, including the Quemont #2 shaft and some specific underground infrastructure in the former Quemont and Horne mines. Furthermore, Falco will also have to acquire a number of rights of way or other surface rights in order to construct and lay in the ground the pipeline that will carry the tailings to a TMF located approximately 11 km from the City of Rouyn-Noranda. While the Company believes that it should be able to obtain the licenses from the third party in a timely manner, and to acquire the required rights of way and other surface rights, there can be no assurance that any such license, right of way or surface right will be granted, or if granted will be on terms acceptable to the Company and in a timely manner and any delay may also negatively impact the project schedule. Although Falco believes that it has taken reasonable measures to ensure proper title to its assets, there is no guarantee that title to any of assets will not be challenged or impugned.

Land Claim

At the present time, none of the properties in which Falco has an interest is the subject of an aboriginal land claim. However, no assurance can be provided that such will not be the case in the future.

Competition

Falco's activities are directed towards the exploration, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by Falco will result in discoveries of commercial quantities of mineral deposits. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. Falco will compete with other interests, many of which have greater financial resources than it will have, for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts, and Falco may not be able to successfully raise funds required for any such capital investment.

Falco may experience difficulty attracting and retaining qualified management to grow its business, which could have a material adverse effect on Falco's business and financial condition.

Falco is dependent on certain members of Management, particularly its President and Chief Executive Officer. The loss of their services could adversely affect Falco.

Falco is dependent on the services of key executives and other highly skilled personnel focused on advancing its corporate objectives as well as the identification of new opportunities for growth and funding. The loss of these persons or its inability to attract and retain additional highly skilled employees required for its activities may have a material adverse effect on Falco's business and financial condition. Further, while certain of Falco's officers and directors have experience in the exploration of mineral producing properties, Falco remains highly dependent upon contractors and third parties in the performance of their exploration and development activities. There can be no guarantee that such contractors and third parties will be available to carry out such activities on behalf of Falco or be available upon commercially acceptable terms.

Conflicts of Interest

Certain directors and officers of Falco also serve as directors and officers of other companies involved in natural resource exploration and development; consequently, there is a possibility that such directors and officers will be in a position of conflict of interest. Any decision made by such directors and officers involving Falco will be made in accordance with their duties and obligations to deal fairly and in good faith with Falco and such other companies. In addition, such directors and officers will declare, and refrain from voting on, any matter in which such directors and officers may have a material conflict of interest.

Commercialization

The commercialization of minerals depends on a number of factors that are independent from Falco's desire to proceed with said commercialization. These factors include market fluctuations and governmental regulations concerning prices, taxes, fees, authorized production, imports and exports. The exact effect of these factors cannot be accurately evaluated.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

Uninsured Hazards

Falco could be held responsible for certain events including environmental pollution, cave-ins or other hazards against which a corporation such as Falco cannot insure or against which it may elect not to insure, taking into consideration the importance of the premiums or other reasons. The payment of amounts relating to liability of the aforementioned hazards could cause the loss of Falco's assets.

Mineral resource and mineral reserve estimates have inherent uncertainty

Mineral resource and mineral reserve figures are only estimates. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. While Falco believes that the mineral resource and mineral reserve estimates, as applicable, in respect of properties in which Falco holds a direct interest reflect best estimates, the estimating of mineral resources and mineral reserves is a subjective process and the accuracy of mineral resource and mineral reserve estimates is a function of the quantity and quality of available data, the accuracy of statistical computations, and the assumptions used and judgments made in interpreting available engineering and geological information. There is significant uncertainty in any mineral resource and mineral reserve estimate and the actual deposits encountered and the economic viability of a deposit may differ materially from estimates. Estimated mineral resources and mineral reserves may have to be re-estimated based on changes in prices of gold or other minerals, further exploration or development activity or actual production experience. This could materially and adversely affect estimates of the volume or grade of mineralization, estimated recovery rates or other important factors that influence such estimates. In addition, mineral resources are not mineral reserves and there is no assurance that any mineral resource estimate will ultimately be reclassified as proven or probable mineral reserves. Mineral resources which are not mineral reserves do not have demonstrated economic viability.

Any acquisitions or joint ventures would be accompanied by risks

Falco may evaluate from time to time opportunities to acquire and joint venture mining assets and businesses. These acquisitions and joint ventures may be significant in size, may change the scale of Falco's business and may expose it to new geographic, political, operating, financial and geological risks. Falco's success in its acquisition and joint venture activities will depend on its ability to identify suitable acquisition and joint venture candidates and partners, acquire or joint venture them on acceptable terms and integrate their operations successfully with those of Falco. Any acquisitions or joint ventures would be accompanied by risks, such as the difficulty of assimilating the operations and personnel of any acquired companies; the potential disruption of Falco's ongoing business; the inability of management to maximize the financial and strategic position of Falco through the successful incorporation of acquired assets and businesses or joint ventures; additional expenses associated with amortization of acquired intangible assets; the maintenance of uniform standards, controls, procedures and policies; the impairment of relationships with employees, customers and contractors as a result of any integration of new management personnel; dilution of Falco's present shareholders or of its interests in its subsidiaries or assets as a result of the issuance of shares to pay for acquisitions or the decision to grant earning or other interests to a joint venture partner; and the potential unknown liabilities associated with acquired assets and businesses. There can be no assurance that Falco would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions or joint ventures. There may be no right for shareholders to evaluate the merits or risks of any future acquisition or joint venture undertaken except as required by applicable laws and regulations.

Falco's operations are subject to financing risks and additional financing may result in dilution or partial sale of assets

Falco's operations are subject to financing risks. At the present time, Falco does not have any producing projects and no sources of revenue. Falco's ability to explore for and find potential economic projects, and then to bring them into production, is highly dependent upon its ability to raise equity and debt capital in the financial markets. Any projects that Falco develops will require significant capital expenditures. To obtain such funds, Falco may sell additional securities including, but not limited to, the Falco Shares or some form of convertible security, the effect of which could result in a substantial dilution of the equity interests of the Falco Shareholders. Alternatively, Falco may also sell a part of its interest in an asset in order to raise capital. There is no assurance that Falco will be able to raise the funds required to continue its exploration programs and finance the development of any potentially economic deposit that is identified on acceptable terms or at all. The failure to obtain the necessary financing could have a material adverse effect on Falco's growth strategy, results of operations, financial condition and project scheduling.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

Economics of developing mineral properties

Mineral exploration and development is speculative and involves a high degree of risk. While the discovery of an ore body may result in substantial rewards, few properties which are explored are commercially mineable and ultimately developed into producing mines. There is no assurance that any exploration properties will be commercially mineable.

Should any mineral resources exist, substantial expenditures will be required to confirm mineral reserves which are sufficient to commercially mine and to obtain the required environmental approvals and permitting required to commence commercial operations. The decision as to whether a property contains a commercially viable mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (a) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (b) availability and costs of financing; (c) ongoing costs of production; (d) metal prices; (e) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (f) political climate and/or governmental regulation and control. Development projects are also subject to the successful completion of engineering studies, issuance of necessary governmental permits, and availability of adequate financing. Development projects have no operating history upon which to base estimates of future cash flow.

Factors beyond the control of Falco

The potential profitability of mineral properties is dependent upon many factors beyond Falco's control. For instance, world prices of and markets for minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of minerals from mined ore (assuming that such mineral deposits are known to exist) may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, environmental compliance or other production inputs. Such costs will fluctuate in ways Falco cannot predict and are beyond Falco's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of Falco and they may also negatively impact the project schedule.

Falco may be subject to liability or sustain loss for certain risks and hazards against which it does not or cannot economically insure

Mining is capital intensive and subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions, earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Such risk and hazards might impact Falco's business. Consequently, many of the foregoing risks and hazards could result in damage to, or destruction of, Falco's mineral properties or future processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of their exploration or development activities, delay in or inability to receive required regulatory approvals, or costs, monetary losses and potential legal liability and adverse governmental action. Falco may be subject to liability or sustain loss for certain risks and hazards against which it does not or cannot insure or against which it may reasonably elect not to insure because of the cost. This lack of insurance coverage could result in material economic harm to Falco.

FALCO RESOURCES LTD.**Management's Discussion & Analysis**

For the three-month and six-month periods ended December 31, 2018

Environmental risks and hazards

Falco is subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the general, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Falco's operations. Environmental hazards may exist on the properties which are unknown to Falco at present and which have been caused by previous or existing owners or operators of the properties. Reclamation costs are uncertain and planned expenditures estimated by management may differ from the actual expenditures required.

Fluctuation in market value of Falco Common Shares

The market price of Falco Common Shares is affected by many variables not directly related to the corporate performance of Falco, including the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Falco Shares in the future cannot be predicted.

Financial Risks

The Company's activities expose it to a variety of financial risks: market risks (including foreign currency risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's performance.

A description of the financial risks are included in the Financial Statements, filed on SEDAR (www.sedar.com).

Internal Control Disclosure

In November 2007, the Canadian Securities Administrators exempted issuers on the TSX-V, such as the Company, from certifying disclosure controls and procedures, as well as internal controls over financial reporting as of December 31, 2007, and thereafter. The Company is required to file basic certificates. The Company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under National Instrument 52-109.

Basis of Presentation of Financial Statements

The Financial Statements have been prepared in accordance with the IFRS as issued by the IASB applicable to the preparation of interim financial statements, including International Accounting Standard 34, Interim Financial Reporting. The Financial Statements should be read in conjunction with the Annual Financial Statements, which have been prepared in accordance with IFRS as issued by the IASB. The accounting policies, methods of computation and presentation applied in the Financial Statements are consistent with those applied by the Company to the Annual Financial Statements with the exception that, effective July 1, 2018, the Company has adopted IFRS 9, Financial Instruments on a retrospective basis with restatement of comparative periods in accordance with the transitional provisions of IFRS 9. The adoption of IFRS 9 did not result in any change in the carrying values of any of the Company's financial assets and liabilities on the transition date.

The Board approved the Financial Statements on February 13, 2019. The significant accounting policies of Falco as well as the accounting standards issued but not yet effective are included in the notes to the Annual Financial Statements, filed on SEDAR (www.sedar.com).

Critical Accounting Estimates and Judgments

Estimates and assumptions are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The determination of estimates requires the exercise of judgment based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results could differ from those estimates.

Critical judgments in applying the Company's accounting policies are detailed in the Financial Statements, filed on SEDAR (www.sedar.com).

FALCO RESOURCES LTD.**Management's Discussion & Analysis**

For the three-month and six-month periods ended December 31, 2018

Financial Instruments

All financial instruments are required to be measured at fair value on initial recognition. The fair value is based on quoted market prices, unless the financial instruments are not traded in an active market. In this case, the fair value is determined by using valuation techniques like the Black-Scholes option pricing model or other valuation techniques. Measurement in subsequent periods depends on the classification of the financial instrument.

A description of financial instruments and their fair value is included in the Financial Statements, filed on SEDAR (www.sedar.com).

Additional Information

Additional information relating to the Company has been filed on SEDAR and is available at www.sedar.com.

Cautionary Statement Regarding Forward-Looking Statements

Except for the statements of historical fact contained herein, certain information presented in the MD&A constitutes forward-looking statements concerning the business, operations, plans and financial performance and condition of Falco. Often, but not always, forward-looking statements can be identified by words such as "plans", "expects", "seeks", "may", "should", "could", "will", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", or variations including negative variations thereof of such words and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. These statements are made as of the date of the MD&A.

These forward-looking statements include, among others, statements with respect to Falco's objectives for the ensuing years, its medium and long-term goals and strategies to achieve those objectives and goals, as well as statements with respect to its beliefs, plans, objectives, expectations, anticipations, estimates and intentions. Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual plans, results, performance or achievements of Falco to differ materially from any future plans, results, performance or achievements expressed or implied by the forward-looking statements.

Such factors include, among others: (a) mineral resources and exploration targets; (b) inability to successfully complete development projects, planned expansions or other projects within the timelines anticipated; (c) the amount of future production over any period; (d) net present value and internal rate of return; (e) assumptions relating to the recovered grade, average ore recovery, internal dilution, mining dilution and other mining parameters set out in the Feasibility Study; (f) assumptions relating to the gross revenues, operating cash flows and other revenue metrics set out in the Feasibility Study; (g) mine expansion potential and expected mine life; (h) expected time frame for completion of permitting and regulatory approvals; (i) expected time frame for the completion of the mine; (j) expected time frame for the completion of construction, start of mining and commercial production and the financial obligations and costs incurred in connection with such mine development; (k) future exploration plans; (l) sources and conditions of and anticipated financing requirements; (m) total cash, transaction costs, and administrative costs differing materially from those anticipated; (n) risks related to partnership or other joint operations; (o) actual results of exploration activities; (p) variations in mineral resources, mineral production, grades or recovery rates or optimization efforts and sales; (q) uninsured risks; (r) regulatory changes; (s) defects in title; (t) availability or integration of personnel, materials and equipment; (u) performance of facilities, equipment and processes relative to specifications and expectations; (v) unanticipated environmental impacts on operations; (w) market prices; (x) fluctuations in gold, silver and other metal prices and currency exchange rates; (y) production, construction and technological risks; (z) capital requirements and operating risks associated with the operations or an expansion of the operations; (aa) uncertainty relating to future production and cash resources; (bb) adverse changes to market, political and general economic conditions or laws, rules and regulations; (cc) changes in project parameters; (dd) the possibility of project cost overruns or unanticipated costs and expenses; (ee) accidents, labour disputes, community and stakeholder protests and other risks of the mining industry; (ff) failure of plant, equipment or processes to operate as anticipated; (gg) the foreign exchange rate between the US dollar and the Canadian dollar; (hh) availability of source of financing on terms acceptable to Falco; (ii) risk of an undiscovered defect in title or other adverse claim; (jj) factors discussed under the heading "Risk Factors"; and (kk) those risks set forth in Falco's continuous disclosure documents filed on SEDAR at www.sedar.com.

FALCO RESOURCES LTD.**Management's Discussion & Analysis****For the three-month and six-month periods ended December 31, 2018**

In addition, statements (including data in tables) relating to Mineral Resources and gold equivalent ounces are forward looking statements, as they involve implied assessment, based on certain estimates and assumptions, and no assurance can be given that the estimates will be realized.

Although Falco has attempted to identify important factors that could cause actual plans, actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause plans, actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual plans, results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

(Signed) Luc Lessard

Luc Lessard

President and Chief Executive Officer

(Signed) Anthony Glavac

Anthony Glavac

Interim Chief Financial Officer and Vice-President,
Corporate Controller

February 13, 2019

FALCO RESOURCES LTD.

Management's Discussion & Analysis

For the three-month and six-month periods ended December 31, 2018

Corporate Information**Head Office**1100 av. des Canadiens-de-Montréal
Suite 300

Montréal, Québec, Canada H3B 2S2

Tel.: (514) 905-3162

Email: info@falcores.comWeb site: www.falcores.com**Project Office**

161, Avenue Murdoch

Rouyn-Noranda, Québec, Canada J9X 1E3

Directors

Sean Roosen, Chair

Mario Caron, Lead Director

Bryan A. Coates

Paola Farnesi

Luc Lessard

Angelina Mehta

Chantal Sorel

Officers

Luc Lessard, President and Chief Executive Officer

Ronald Bougie, Vice President, Engineering and
ConstructionHélène Cartier, Vice President, Environment and
Sustainable DevelopmentAnthony Glavac, Interim Chief Financial Officer and
Vice President, Corporate Controller

Christian Laroche, Vice President, Metallurgy

André Le Bel, Vice President, Legal Affairs and
Corporate Secretary

François Vézina, Vice President, Technical Services

Legal Counsel

Lavery, de Billy LLP

Auditors

PricewaterhouseCoopers LLP/s.r.l./s.e.n.c.r.l.

Transfer Agent

TSX Trust Company

Exchange listing

TSX Venture Exchange: FPC