

ROYAL LIFESCIENCE CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2017

Background

The following Management's Discussion and Analysis ("MD&A") is prepared as at January 29, 2018, and should be read in conjunction with the audited financial statements of Royal Lifescience Corp. (the "Company" or "Royal Lifescience") and the accompanying notes for the audited financial statements of the Company for the year ended September 30, 2017. Additional information regarding the Company is available on SEDAR at www.sedar.com.

As of February 23, 2011, date of inception, the Company adopted International Financial Reporting Standards ("IFRS"). All dollar figures included herein and in the following MD&A are quoted in Canadian dollars unless otherwise stated. The audited financial statements for the year ended September 30, 2017 have been prepared in accordance with International Financial Reporting Standard ("IFRS") as issued by the International Accounting Standards Board. Readers of this MD&A should refer to "Change in Accounting Policies" below for a discussion of IFRS and its affect on the Company's financial presentation.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of focused common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A may contain forward looking statements based on assumption and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Actual results may differ materially from the expected results. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Company Overview and Overall Performance

The Company was incorporated as "Royal Lifescience Corp." under the Business Corporations Act (British Columbia) on February 23, 2011. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSXV") Policy 2.4. The Company was listed its common shares on the TSXV under the symbol RLS.P. The Company has transferred the listing of its common shares to the NEX board of the TSXV due to the Company's failure to complete a Qualifying Transaction within the time period allotted by the TSXV policies, under the trading symbol RLS.H. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to acceptance by regulatory authorities and receipt of shareholder approval.

On February 28, 2011, the Company issued its initial seed shares of 2,000,000 common shares for gross proceeds of \$100,000. On April 30, 2012, the Company completed its initial public offering (the "Offering") of 4,000,000 common shares (the "Offering Shares") issued at a price of \$0.10 per offered Share resulting in gross proceeds to the Company of \$400,000.

Upon completion of the Offering, the Company had 6,000,000 common shares issued and outstanding, and which common shares has commenced trading on the TSXV on April 30, 2012 under the symbol "RLS.P"

The Company has no business operations and its only significant asset is cash. Future operations are dependent upon the Company's ability to identify and complete its Qualifying Transaction ("QT") within 24 months from the date the Company's share are listed for trading on the Exchange as defined in the CPC Policy. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Company may raise significant funds through share offerings, debt, or operations to support current and future expenditures.

Pursuant to the policy 2.4 of the TSXV, the Company has transferred the listing of its common shares to the NEX board of the TSXV due to the Company's failure to complete a Qualifying Transaction within the time period allotted by the TSXV policies, under the trading symbol RLS.H. In connection with the transfer to NEX, an aggregate of 1,000,000 seed shares of the Company held in escrow by certain non-arm's length parties have been cancelled in accordance with the policies of the TSXV. The Company obtained the requisite shareholder approval for both the transfer to NEX and the cancelling of certain escrow shares at its annual and special meeting of its shareholders held on July 9, 2014.

On August 18, 2016, the Company consolidated its issued and outstanding share capital on a two and a half for one basis, and commenced trading on a post-consolidated basis from 5,000,000 rounded down to 2,000,000 common shares. Outstanding stock options were adjusted by the consolidation ratio. The impact of the consolidation is reflected retrospectively in the financial statements. In addition, the Company closed its post-consolidated private placement (the "Private Placement") of up to 1,990,000 common shares of the Company at \$0.05 per Common Share, for gross proceeds of \$99,500 for general working capital and towards identifying and evaluating a Qualifying Transaction of the Company. The shares are subject to a four-month hold period expiring on December 19, 2016.

The Company's ability to continue as a going concern is dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses while listed on the NEX. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to identify or complete QT, obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. As such, there is material uncertainty related to these events and conditions that may cast significant doubt on the Company's ability to continue as a going concern.

Selected Annual Information

The following financial data, which has been prepared in accordance with International Financial Reporting Standards ("IFRS"), is derived from the Company's audited financial information for the years ended September 30, 2017, 2016 and 2015. The Company prepares financial information according to International Financial Reporting Standards ("IFRS") and all information is reported in Canadian Dollars.

	Year ended September 30, 2017	Year ended September 30, 2016	Year ended September 30, 2015
	\$	\$	\$
Total Revenue	-	-	-
Net loss	(52,194)	(44,938)	(38,257)
Net loss per share	(0.01)	(0.02)	(0.01)
Cash held in trust	94,519	140,392	104,426
Total assets	94,519	140,392	104,426
Shareholders' equity	86,412	138,606	98,354

Summary of Quarterly Results

A summary of quarterly results is included in the table below. The financial information is derived from the Company's audited financial statements:

	Three months ended September 30, 2017	Three months ended June 30, 2017	Three months ended March 31, 2016	Three months ended December 31, 2016
Net loss (\$)	7,660	10,036	25,201	9,297
Comprehensive loss	7,660	10,036	25,201	9,297
Net loss per share -basic & diluted (\$)	(0.00)	(0.00)	(0.01)	(0.00)
Weighted avg. common shares -basic & diluted	3,990,000	3,990,000	3,990,000	2,940,330

	Three months ended September 30, 2016	Three months ended June 30, 2016	Three months ended March 31, 2016	Three months ended December 31, 2015
Net loss (\$)	14,217	6,742	22,336	1,643
Comprehensive loss	14,217	6,742	22,336	1,643
Net loss per share -basic & diluted (\$)	(0.00)	(0.00)	(0.00)	(0.00)
Weighted avg. common shares -basic & diluted	2,940,330	2,000,000	2,000,000	2,000,000

Fluctuations in reported earnings/losses during the periods noted above are primarily due to changes in general and administration expenses, accounting fee, stock transfer agent and filing fees, travel expenses, incorporation expense and stock-based payment. The Company had incurred an accumulated deficit of \$413,862 from its incorporation date to September 30, 2017.

Results of Operations

Due to the Company's current status, there are no revenues to report from its current operations. The Company does not have any operations and will not conduct any business other than the identification and evaluation of businesses and assets for potential business acquisition.

For the year ended September 30, 2017, the Company recorded a net loss of \$52,194 consisting of \$959 in general and administration expenses, \$22,120 for accounting and audit fees, \$13,554 for legal fees and \$15,561 for transfer agent and filing. The major expenses incurred during the year ended September 30, 2017 are related to the SEDAR filing fees and legal and accounting expenditures associated for maintaining the Company listing status and locating a qualified transaction.

Disclosure for Venture Issuers without Revenue

The Company did not have revenue from operations since inception. The components of the Company's expenses are as follows:

	Year Ended		Year Ended	
	September 30, 2017		September 30, 2016	
Accounting fees	\$	22,120	\$	15,150
General and administration expenses		959		436
Legal fees		13,554		10,948
Stock transfer agent and filing fees		15,561		18,404
Total Operating Expenses	\$	(52,194)	\$	(44,938)

The Fourth Quarter for the three months ended September 30, 2017

The Company incurred a net loss and comprehensive loss of \$7,660 for the three months ended September 30, 2017. Operating expenses consisted of \$1,472 for accounting fee, \$97 for general and administration expenses, \$3,468 for legal fees and \$2,624 for stock transfer agent and filing fees for the expenditures associated for interim SEDAR filing fees and maintaining the Company listing status occurred for locating a viable business and fees in connection with a private placement.

The Company incurred a net loss and comprehensive loss of \$12,040 for the three months ended September 30, 2016. Operating expenses consisted of \$1,000 for accounting fee, \$400 for general and administration expenses, \$3,048 for legal fees and \$7,592 for stock transfer agent and filing fees for the expenditures associated for interim SEDAR filing fees and maintaining the Company listing status occurred for locating a viable business and fees in connection with a private placement.

For the year ended September 30, 2017

The Company incurred a net loss of \$52,194 for the year ended September 30, 2017. Operating expenses consisted of \$959 in general and administration expenses, \$22,120 for accounting and audit fees, \$13,554 for legal fees and \$15,561 for transfer agent and filing fees.

The Company incurred a net loss of \$44,938 for the year ended September 30, 2016. Operating expenses consisted of \$436 in general and administration expenses, \$15,150 for accounting and audit fees, \$10,948 for legal fees and \$18,404 for transfer agent and filing fees.

Financing Activities and Liquidity

During the period ended September 30, 2017, the Company has no financing activities occurred.

During the period ended September 30, 2016, the Company completed a private placement to issue shares of 1,990,000 common shares for gross proceeds of \$99,500 and incurred share issuance costs of \$14,310, in connection with the private placement of 1,990,000 common shares at \$0.05 per share.

The Company has no assets other than cash held in trust and has not pledged any of its assets as security for loans or otherwise and is not subject to any debt covenants. Management believes that the Company has sufficient working capital to meet its anticipated current financial obligations until a viable business is identified. However, the Company requires additional funds to complete the acquisition transaction.

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due.

The Company does not own or have an interest in any business operations and does not derive any revenues from operations. The Company's activities have been funded through equity financing and the Company expects that it will continue to be able to utilize this source of financing until it completes the identification of a viable business. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of finance cannot be obtained, then the Company will be forced to curtail its activities to a level for which funding is available and can be obtained.

The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. As of September 30, 2017, the Company had cash held in trust of \$94,519 available to meet short-term business requirements and \$8,107 in payables and accrued liabilities for a working capital position of \$86,412 compared to a working capital position of \$138,606 as at September 30, 2016. The decrease in working capital was primarily due to expenditures incurred during the year.

The Company has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after identifying a viable business that produces revenues. The Company did not have any investing activities and has no long term debt.

Capital Resources

The Company manages its common shares as capital. As at September 30, 2017, the Company's shareholders' equity was \$86,412 (2016 - \$138,606). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, to maintain its financial strength, to protect its ability to meet its on-going liabilities, to maintain creditworthiness, and to maximize returns for shareholders over the long term.

The capital for expansion was mostly from proceeds from the issuance of common shares. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses. Additional funds may be required to finance the Company's future business activities.

Cash Flow from Operating Activities

The Company recorded a net loss for the year ended September 30, 2017 of \$52,194 and working capital items totaling \$6,321, resulted in cash usage of \$45,873 in operating activities compared to a net loss of \$44,938, which when adjusted for changes in working capital items totalling \$2,286 resulted in cash usage of \$49,224 in operating activities for the year ended September 30, 2016.

Expenses incurred during the year ended at September 30, 2017 were primarily due to the SEDAR filing fees, preparation and filing of its fiscal year end audit and condensed interim financial reports.

Cash Flows Used in Investing Activities

During the years ended September 30, 2017 and 2016, no investing activity occurred.

Cash Flow from Financing Activities

During the years ended September 30, 2017, no financing activity occurred and compared with the same period as of September 30, 2016, the Company completed a private placement to issue 1,990,000 common shares of the Company for gross proceeds of \$99,500 and incurred share issuance costs of \$14,310, in connection with the private placement of 1,990,000 common shares at \$0.05 per share.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Transactions with Related Parties

Management did not receive any compensation during the year ended September 30, 2017. The directors and officers currently own 13% of the issued and outstanding common shares on a non-diluted basis.

During the year ended September 30, 2016, the Company issued 190,000 shares of common stock of the Company to a director of the Company at \$0.05 per share for the market value of \$9,500, related to a private placement.

Cash held in trust with the Company's counsel as of September 30, 2017 represented \$94,519 (2016 - \$140,392) from the proceeds of \$500,000, of which \$100,000 in seed share issuance and \$400,000 in initial public offering and \$99,500 related to a private placement.

Proposed Transactions

At the present time the Company has no proposed transactions that are required to be disclosed, other than as disclosed in this MD&A and Company's audited financial statements for the year ended September 30, 2017. All current transactions are fully disclosed in the audited financial statements for the year ended September 30, 2017.

Critical Accounting Estimates

The preparation of the financial statements in conformity of IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

In particular, information about significant areas of estimation uncertainty considered by management in preparing the financial statements is described below:

- the inputs used in accounting for share based payments expense in the statements of operations and comprehensive loss;
- the composition of deferred tax assets and liabilities included in the notes to the financial statements;

FINANCIAL INSTRUMENTS

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2017, the Company had a cash balance which is held in trust of \$94,519 to settle current liabilities of \$8,107.

Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Management does not believe that the Company is exposed to any material market risk.

Fair Value

The fair value of the Company's cash held in trust and accounts payable and accrued liabilities approximate their carrying value due to their short-term nature.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities

Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – inputs that are not based on observable market data.

The fair value of cash held in trust is based on level 1 inputs of the fair value hierarchy.

Standards Issued but Not Yet Effective

The Company has not yet adopted certain new standards, amendments and interpretations to existing standards, which have been published but are only effective for our accounting periods beginning on or after October 1, 2014. These include:

IFRS 9 Financial instruments

IFRS 9 was issued in November 2009 and subsequently amended as part of an ongoing project to replace IAS 39 Financial instruments: Recognition and measurement. The standard requires classification of financial assets into two measurement categories based on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. The categories are those measured at fair value and those measured at amortized cost. The classification and measurement of financial liabilities is primarily unchanged from IAS 39, other than the fair value measurement option which now addresses an entity's own credit risk. Additional amendments are expected with respect to de-recognition of financial instruments, impairment and hedge accounting. This new standard will also impact disclosures provided under IFRS 7 Financial instrument: disclosures. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company has not yet assessed the impact of this standard or determined whether it will early adopt this standard.

Financial and Other Instruments

The Company's financial assets and liabilities consist of cash held in trust and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these instruments approximates their carrying value due to the short term nature of their maturity.

Outstanding Share Data

- a) The Company is authorized to issue an unlimited number of common shares at no par value.
- b) Issued and outstanding common shares as of filing date of MD&A were 1,990,000, out of which 590,000 common shares are escrowed shares.

On August 18, 2016, the Company consolidated its issued and outstanding share capital on a two and a half for one basis, and commenced trading on a post-consolidated basis from 5,000,000 rounded down to 2,000,000 common shares. Outstanding stock options will similarly be adjusted by the consolidation ratio. The impact of the consolidation is reflected retrospectively in these financial statements.

In addition, the Company closed its post-consolidated private placement (the “Private Placement”) of up to 1,990,000 common shares of the Company at \$0.05 per Common Share, for gross proceeds of \$99,500 for general working capital and towards identifying and evaluating a Qualifying Transaction of the Company. The shares are subject to a four-month hold period expiring on December 19, 2016. In conjunction with the private placement, the Company paid aggregate finder’s fees of \$7,200. Insiders of the Company subscribed for an aggregate of 190,000 common shares under the private placement which is a related party transaction.

Upon completion of consolidated common shares and closing of the private placement, there are 3,990,000 (post-consolidated) common shares issued and outstanding and 240,000 options are outstanding as of the filing date of this report.

c) Stock options

On April 30, 2012, the Company granted incentive stock options (the “Stock options”) to acquire an aggregate of 240,000 common shares at an exercise price of \$0.25 per option to the directors and officers of the Company, which expire 5 years from the date of grant on April 30, 2017. The stock options were fully vested immediately on the date of grant. As at September 30, 2017 and the date of this MD&A, all of the 240,000 stock options were expired (2016 – 0.58 years) and no options were exercised.

d) Agent’s options

As at September 30, 2017 and the date of this MD&A, 400,000 agent’s options have expired unexercised.

Additional Disclosure for Venture Issuers without Significant Revenue

The Company had no revenue from operations since inception on February 23, 2011. The following is a breakdown of the material costs incurred:

	Year ended September 30, 2017	Year ended September 30, 2016
	\$	\$
Accounting fees	22,120	15,150
General and administration expenses	959	436
Legal fees	13,554	10,948
Stock transfer agent and filing fees	15,561	18,404
Total	52,194	44,938

Risks and Uncertainties

To date, the Company has no business operations and its only significant asset is cash. Annual losses are expected to continue until the Company has identified a viable business that produces revenues. The Company's ability to continue its operations and to realize assets at their carrying value is dependent upon its ability to obtain additional financing and generating revenues sufficient to cover its operating costs.

Cautionary Statement on Forward-Looking Information

This MD&A may contain certain statements that may be deemed "forward-looking statements." All statements in this document, other than statements of historical fact, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential," "interprets," and similar expressions, or that events or conditions "will," "would," "may," "could," or "should" occur. Forward-looking statements in this document include statements regarding liquidity and effects of accounting policy changes, the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, failure to obtain adequate financing on a timely basis and other risks and uncertainties. In addition, forward-looking statements are based on various assumptions including, without limitation, the expectations and beliefs of management that the Company can access financing. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements.

Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change except as required by law.

Disclosure Controls and Procedures

The Company has established disclosure controls, procedures and corporate policies so that the financial results are presented accurately, fairly and in a timely manner in all material respects.

The disclosure controls and procedures are designed to provide a reasonable assurance that all material information required to be disclosed in reports filed or submitted under applicable securities regulation is accumulated and communicated to our management, as appropriate. Management recognizes that internal control systems, no matter how well designed, have inherent limitations. Any control system, no matter how well conceived or operated, can provide only reasonable and not absolute assurance that the objectives of the control system are met.

Management confirms there have been no changes in the Company's internal controls over financial reporting that occurred during the most recent interim period that has materially affected or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Other Matters

Legal Proceedings

There are no ongoing legal proceedings of any kind initiated by the Company or third parties against the Company.

Contingent Liabilities

As at the date of this MD&A, management was unaware of any outstanding contingent liability relating to the Company's activities.

Outlook

Now that the Company has successfully completed its IPO and is a listed issuer on the Exchange, the Company's primary focus for the foreseeable future will be on reviewing its financial position to search out suitable acquisition opportunities.

Directors and Officers

The Company currently has three directors, two of whom are considered to be independent.

Minaz Dhanani – CEO, CFO, Secretary and Director

Omar Mawji – Director

Deborah Goldbloom – Director

Subsequent Events

On November 15, 2017, the Company entered into a letter of intent with Rover Metals Corp. ("Rover") for the arm's length acquisition of all of the issued and outstanding shares of Rover (the "Transaction"). The letter of intent contemplates that in consideration for the acquisition of all the issued and outstanding shares of Rover, the Company will, subject to regulatory approval, issue to the shareholders of Rover a total of 31,000,000 common shares of the Company at the deemed price of \$0.125 per share plus all securities to be issued by Rover pursuant to the Private Placement. In addition, the Company will exchange a total of 8,785,325 currently outstanding Rover share purchase warrants for the Company's warrants on a 1:1 basis. Rover, a private company incorporated under the laws of the British Columbia, is engaged in an early stage exploration of mineral property, consists of six claims covering approximately 3,227 hectares located in yellow knife, NWT and boarders and does not currently have a defined mineral resource and there is no assurance that an economic deposit will be discovered on the Property. An independent geological report of the Property prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects will be completed in conjunction with the Translation.

The Transaction is subject to the approval of the TSX Venture Exchange and will constitute Corporation's QT pursuant to the Exchange Policy 2.4 concerning capital pool companies. The corporation is a capital pool company and will become a Tier 2 Mining Issuer listed on the Exchange upon completion of the QT. The closing of the Transaction is subject to a number of conditions, including: (i) completion of successful due diligence by the parties; (ii) execution of a definitive agreement between the Company and Rover; (iii) Rover successfully completing a financing for gross proceeds of a sufficient amount to fund the business plan and the meet the minimum listing requirement of the Exchange; (iv) TSXV approval; (v) shareholder approval, if required; and (vi) receipt of a satisfactory title opinion with respect to the Property.

The Company will complete A non-brokered private placements ("Private Placement") of up to \$2,000,000, as follows:

- (i) An initial offering of up to \$900,000 worth of units of Rover at a price of \$0.125 per unit (the "unit"). Each unit will be comprised of one common share and one common share purchase warrant (the "Common Warrants"). Each Common Warrant shall have a life of two years from the date of issuance and an exercise price of \$0.25 in year one and an exercise price of \$0.50 in year two; and (ii) \$1,100,000 worth of Units and flow-through units of Rover (the "Flow-through Units") at a price of \$0.14 per Flow-through Unit. Each Flow-through Unit shall be comprised of one flow-through common share and one non-flow-through common share purchase warrant (the "Non-flow-through Warrants"). Each Non-flow-through Warrant shall have a two year

life from the date of issuance and an exercise price of \$0.28 in year one and an exercise price of \$0.56 in year two. There is no minimum or maximum dollar value placement requirement or ratio requirement to the Units for the Flow-through Units. Proceeds from the Private Placement are intended to be used to fund further exploration on the Property and for general corporate purposes.

(ii) There will be finder's fees payable on this financing, the terms of which will be announced once finalized.

In accordance with applicable securities legislation, all securities issued will be subject to a hold period of four months and a day from the date of issuance, which will be the date of completion of the Financing and the date of closing of the Transaction, respectively.

Upon completion of the Transaction, the Company's board of directors is expected to consist of the following five directors:

- Mr. Keith Minty
- Mr. Salim Tharani
- Mr. Judson Culter
- Mr. Louis Covello
- Mr. Bruce Pridmore

The officers of the Company are expected to be:

- Mr. Judson Culter, CEO & CFO
- Mr. Keith Minty, President
- Mr. Ron Woo, COO
- Mr. Raul Sanabria, VP Exploraton

On December 11, 2017, BDO Canada LLP has resigned as request of the Company as its auditor and the Company has appointed Dale Matheson Carr-Hilton Labonte LLP, as the Company's auditor have been considered and approved by the Company's Audit Committee and Board of Directors.

Additional Information

Additional information about the Company is available on SEDAR at www.sedar.com.