Casa Minerals Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Nine Months Ended September 30, 2019

Dated November 29, 2019

Management's Discussion and Analysis
For the nine months ended September 30, 2019

Dated as of November 29, 2019

This MD&A has been prepared by management and reviewed and approved by the Audit Committee. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited consolidated financial statements of the Company, and notes thereto, for the year ended December 31, 2018 and the unaudited condensed interim consolidated financial statements of the Company, and notes thereto, for the nine months ended September 30, 2019. The information provided herein supplements but does not form part of the financial statements. This discussion covers the nine months ended September 30, 2019 and the subsequent period up to the date of issue of this MD&A. Unless otherwise noted, all dollar amounts are stated in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

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 the common shares of the Company; 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.

Forward-Looking Statements

This Management Discussion and Analysis contains "forward-looking statements" which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company. Often, but not always, forward-looking statements can be identified by the use of words such as "plans," "expects," "is expected," "budget," "scheduled," "estimates," "forecasts," "intends," "anticipates," or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may," "could," "would," "might" or "will" be taken, occur or be achieved.

Forward-looking information involves known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; changes in project parameters as plans continue to be refined; changes in labour costs; future mineral prices; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses; delays in obtaining governmental approvals or financing or in the completion of development or construction activities. See "Risk Factors".

Forward looking information is based on a number of material factors and assumptions, including the determination of mineral reserves or resources, if any, the results of exploration and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration and drilling activities, that contracted parties provide goods and/or services on the agreed time frames, the equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual geological or technical problems occur. While the Company considers these assumptions may be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties discussed above.

The Company intends to discuss in its quarterly and annual reports any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this Management Discussion and Analysis. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

Qualified Person

Erik A. Ostensoe, P. Geo, is the Company's Qualified Person as defined by National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*, and has reviewed and approved all technical information in this Management Discussion and Analysis. Mr. Ostensoe is not independent as he is a director of the Company.

Description of Business and Overview

The Company was incorporated under the Business Corporations Act (British Columbia) on April 19, 2010 under the name "Abcana Capital Corp." and changed its name to "Casa Minerals Inc." on November 30, 2017. The Company's head office is located at Suite 880, 409 Granville Street, Vancouver, BC, V6C 1T2 and its registered office is located at Suite 704, 595 Howe Street, Vancouver, BC, V6C 2T5.

Effective December 5, 2017, the Company completed its acquisition of Casa Resources Inc. (formerly "Casa Minerals Inc.") ("Casa") pursuant to the terms of the amended and restated business combination Agreement (the "Business Combination Agreement") with 1142904 B.C. Ltd. ("1142904"), a private company incorporated under the Business Corporations Act (British Columbia) and Abcana Capital Inc. ("Abcana"), a public company listed on the TSX Venture Exchange ("TSX-V"). Pursuant to the Business Combination Agreement, Abcana acquired all of the issued and outstanding shares of Casa and 1142904 amalgamated with Casa and, in consideration of which, the Company issued a total of 21,487,301 common shares to the shareholders of Casa ("Transaction"). As the result of closing of the Transaction, Casa was listed as a Tier 2 mining issuer on TSX-V under the symbol "CASA".

In conjunction with closing the Transaction, the Company completed a proposed private placement by issuing 1,020,000 Flow-Through Units of the Company at a price of $0.10 per Flow-Through Unit for gross proceeds of $102,000 and 1,200,000 Units at a price of $0.0675 per Unit for gross proceeds of $81,000. Each Flow-Through Unit consists of one flow-through Common Share and one-half of one share purchase warrant, and each Unit consists of one Common Share and one share purchase warrant (the Warrants). Each whole Warrant entitles the holder to purchase one additional common share of the Company at a price of $0.10 per common share expiring November 29, 2019.

On August 22, 2018, the Company closed a private placement financing comprising 8,753,333 units at a price of $0.12 and gross proceeds of $1,050,400. Each Unit consists of one common share in the capital of the Company (each, a "Common Share") and one transferable warrant (each, a "Warrant"), with each Warrant entitling the holder to purchase one additional Common Share at a price of $0.25 per Common Share for a period of two years and are subject to an acceleration clause.

The Company is currently focused on the exploration and development of the Pitman Property mineral property, located in the Province of British Columbia, Canada. The Company's goal is to explore and develop the Pitman Property with a view to bringing the property to commercial production.

In addition to exploring and developing the Pitman Property, the Company, subject to obtaining additional financing, intends to explore the Arsenault Property and intends to identify, explore, develop or acquire additional precious metals properties in British Columbia and other jurisdictions in Canada.

Properties

Pitman Property and Paddy-Mac Property

The Company owns a 100% interest in the Pitman and Paddy-Mac Properties, located in the Province of British Columbia. Pitman is a developed porphyry prospect located in close proximity to the south of Paddy-Mac. Pitman was drilled in the past, and it contains a known mineral deposit. Casa Minerals Inc. has extensively sampled this project from 2005 to 2017 and developed it to a very important Silver-Copper-Molybdenum porphyry target.

Paddy-Mac is a high-grade gold developed prospect 25 km north of Terrace in west-central British Columbia, Canada. The system contains a stockwork of east-west running mineralized quartz veins with narrower crosscutting veins. The major vein has been sampled over 550m with values of up to 574 g/t Gold + 109 g/t Silver over ~1 meter and 268 g/t Gold + 127 g/t Silver over ~0.6 meters in Rock samples at Golden Dragon veins. It has an average thickness of 1 ft, but ranges up to 10 ft. In the 1970ies, several adits were driven into the lower veins with reportedly minor gold production.

Exploration of Pitman Property

In 2008, the Company completed an initial geophysical and geochemical sampling program on the Pitman Property. The Company followed up with another sampling program in 2010, a mobile metal ion ("MMI") sampling program of the Keap Creek and Pitman prospects in 2011 and a limited soil and rock sampling program of the Paddy Mac prospect in 2013. In May 2015, a program of work was undertaken that included prospecting, geological reconnaissance and soil geochemical sampling (37 samples) and two further programs of soil geochemical surveys in fall of 2015 with 229 samples and 2016 of 523 samples on the Pitman Property were conducted. A further evaluation of certain geochemical anomalies and the collection of twenty soil geochemical and rock samples was undertaken on June 6-8, 2017. In 2018, the Company completed several detailed programs of prospecting, geological mapping and geochemical sampling. From May to November 2018, 1086 samples were taken (306 rock samples and 780 soil samples). In September of 2018, the Company contracted Geotech Ltd. to conduct an airborne VTEM™ Survey.

On August 27, 2019, the Company commenced a drill program at the Pitman Property. Drill core was logged, cut and sampled and sent to the lab during the month of October. The Company is awaiting the results.

Keaper Property

During the year ended December 31, 2008, the Company staked four mineral claims totaling 1,903.79 hectares in the Pitman Property area. These claims were amalgamated in 2012. Two claims were added to this property during the year ending December 31, 2017 and an additional two claims were staked during the year ending December 31, 2018. The property now comprises 5 claims with a total size of 3789.54 hectares.

In January 2019, the Company entered into an option agreement with a third party optionee (the "Optionee") whereby the Company agreed to sell a 60% interest in the Keeper Property. Under terms of the agreement, the Optionee has the right to earn up to a 60% interest in the Keaper Property over 4 years by: 1) spending $4 million on exploration of the property; 2) paying the Company an aggregate of

$550,000; and 3) issuing an aggregate of 2,500,000 shares to the Company. Exploration tax credits on the Keaper Property will be shared by the parties

Exploration of the Keaper Property

During the field season of 2018 (May to October) 377 samples were taken (60 rock and 317 soil), geological mapping was conducted as well as prospecting.

Arsenault Property

On August 25, 2017, the Company entered into the Arsenault Option Agreement with Mr. Shirvani, to supersede and replace all previous option agreements on the Arsenault Property. In order to exercise the option to acquire a seventy-five percent (75%) interest in the Arsenault Property, the Company must:

(a) pay $175,000 as follows:
(i) $15,000 on or before the second anniversary date of the Arsenault Option Agreement;
(ii) $35,000 on or before the third anniversary date of the Arsenault Option Agreement;
(iii) $50,000 on or before the fourth anniversary date of the Arsenault Option Agreement; and
(iv) $75,000 on or before the fifth anniversary date of the Arsenault Option Agreement;

(b) issue, as fully paid and non-assessable, Common Shares as follows:
(i) 200,000 Common Shares on or before the second anniversary of the Arsenault Option Agreement;
(ii) 400,000 Common Shares on or before the third anniversary of the Arsenault Option Agreement;
(iii) 800,000 Common Shares on or before the fourth anniversary of the Arsenault Option Agreement; and
(iv) 1,000,000 Common Shares on or before the fifth anniversary of the Arsenault Option Agreement; and

(c) incur exploration expenditures of $1,500,000 on the Arsenault Property as follows:
(i) $100,000 on or before the second anniversary date of the Arsenault Option Agreement;
(ii) $250,000 on or before the third anniversary date of the Arsenault Option Agreement;
(iii) $500,000 on or before the fourth anniversary date of the Arsenault Option Agreement; and
(iv) $650,000 on or before the fifth anniversary date of the Arsenault Option Agreement.

If the Company earns a 75% interest in the Arsenault Property, of which there is no assurance, the Company and Mr. Shirvani will enter into a joint venture for the exploration and development of the Arsenault Property. Under the joint venture, Mr. Shirvani will be required to pay his proportionate share of the joint venture costs. In the event that Mr. Shirvani is unable to meet these obligations, Mr. Shirvani's interest will be proportionately decreased until it is a net profit interest.

Mr. Shirvani is also prohibited from serving on the joint venture committee as a representative of the Company as long as he retains a working interest in the joint venture.

Exploration of the Arsenault Property

During July and August of 2018, the Company conducted a field program of geological mapping, prospecting and geochemical sampling. 525 Samples were taken in total (19 rocks and 506 soils).

Results of Operations

The Company incurred a loss of $246,068 (2018-$467,352) and has an overall deficit, from its incorporation date to September 30, 2019, of $2,552,159. The decreased loss was mainly due to a decrease in share based expense from the grant of options to $44,122 from $223,745 in the comparative period.

Expenses for the nine month period ending September 30, 2019 included filing fees of $10,954 (2018-$29,761), professional fees of $28,078 (2018-$65,845), office expenses of $11,681 (2018-$34,639), director's fees of $108,000 (2018-$30,000) and rent of $13,500 (2018-$13,500).

Summary of Quarterly Information

The following table sets forth a comparison of net loss for the previous eight quarters ending with September 30, 2019. Financial information is prepared according to IFRS and is reported in Canadian Dollars.

	30-Sep - 19	30-Jun - 19	31-Mar - 19	31-Dec - 18	30-Sep - 18	30-Jun - 18	31-Mar - 18	31-Dec - 17
Net loss	$59,719	$103,327	$83,021	$194,519	$359,456	$56,535	$51,361	$459,343
Net loss / share	$0.00	$0.00	$0.00	$0.01	$0.01	$0.00	$0.00	$0.03

The Company experienced a loss of $59,719 for the three month period ending September 30, 2019 compared to $359,456 during the three month period ending September 30, 2018 with the decrease due mainly to the $223,745 in share based expense in the comparative period.

Expenses for the three month period ending September 30, 2019 included filing fees of $657 (2018-$9,295), professional fees of $4,356 (2018-$32,214), office expenses of $3,467 (2018-$11,925), director's fees of $36,000 (2018-$30,000) and rent of $4,500 (2018-$4,500).

Liquidity and Capital Resources

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. At September 30, 2019 the Company had cash and short term investments of $238,488 (December 31, 2018- $433,837) and $250,000 (December 31, 2018- $200,000), respectively, available to meet short-term business requirements. The Company has no long term debt.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Related Party Transactions

The Company entered into an agreement with a related party relating to an exploration and evaluation asset.

During the nine months ended September 30, 2019, the Company was charged rent of $13,500 (2018 - $13,500), by a company controlled by Farshad Shirvani, a director of the Company, and incurred directors' fees of $90,000 (2018 - $30,000) to Mr. Shirvani.

During the nine months ended September 30, 2019, the Company incurred director fees of $18,000 (2018 – $nil) by other directors of the Company.

Balances

	September 30, 2019	December 31, 2018
Trade payables	$ 47,953	$ 135,904

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

Contractual Commitments

There are no contractual commitments.

Outstanding Share Data

As of the date of this management discussion and analysis, the Company has 42,109,134 common shares issued and outstanding, 10,518,333 share purchase warrants issued and outstanding and 4,200,000 stock options outstanding.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Assets

Initial recognition and measurement

A financial asset is measured initially at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. On initial recognition, a financial asset is classified as measured at amortized cost, at fair value through profit or loss ("FVTPL"), or at fair value through other comprehensive income ("FVTOCI"). A financial asset is measured at amortized cost if it meets the conditions that i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows, ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, and iii) is not designated as fair value through profit or loss. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets measured at fair value through profit and loss are carried in the statement of financial position at fair value with changes in fair value therein, recognized in the statement of comprehensive loss.

Financial assets at fair value through other comprehensive income

Financial assets and liabilities carried at FVOCI are initially recorded at fair value. Unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVOCI are included in other comprehensive income or loss in the period in which they arise. On recognition, cumulative gains and losses of financial assets in other comprehensive income or loss are reclassified to profit or loss.

Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost, using the effective interest method and net of any impairment allowance.

Derecognition

A financial asset or, where applicable a part of a financial asset or part of a group of similar financial assets is derecognized when:

- the contractual rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial Liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable.

Fair Value

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

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The Company is not exposed to significant market risk.

Use of Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the determination of valuation allowance for future tax assets and valuation of agent warrants. While management believes the estimates are reasonable, actual results could differ from these estimates and could impact future results of operations and cash flows.

New Accounting Standards and Interpretations Not Yet Adopted

New Standard Adopted

IFRS 9 Financial Instruments (2014)

On January 1, 2018, the Company adopted IFRS 9 – Financial Instruments ("IFRS 9"), which replaced IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward looking "expected loss" impairment model. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial instruments retrospectively, for amounts that continued to be recognized at the date of initial application.

As at January 1, 2018, the impact from the adoption of IFRS 9 is as follows:

	January 1, 2018	
	IAS 39	**IFRS 9**
Financial Asset		
Cash and cash equivalents	Fair value through profit or loss ("FVTPL")	FVTPL
Short-term investments	Loans and receivables	Amortized cost
Receivables	Amortized cost	Amortized cost
Financial Liability		
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Due to related parties	Amortized cost	Amortized cost

IFRS 9 was adopted using the modified retrospective approach and as the standard permits, the Company has not restated prior periods.

The adoption of IFRS 9 resulted in no impact to opening equity or financial assets and liabilities.

Recent Accounting Pronouncement

IFRS 16 *Leases*

This new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. The new standard introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease.

The main features of the new standard are as follows:

- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarly to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.

The new standard supersedes the requirements in IAS 17 *Leases*, IFRIC 4 *Determining Whether an Arrangement Contains a Lease*, SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

The new standard is effective for the Company's annual period beginning January 1, 2019. The Company does not expect this new pronouncement to have a significant impact on its consolidated financial statements.

Risk Factors

The following discussion summarizes the principal risk factors that apply to the Company’s business and that may have a material adverse effect on the Company’s business, financial condition and results of operations, or the trading price of the common shares.

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. The primary risk factors affecting the Company are set forth below and the risks discussed below should not be considered as all inclusive.

Limited Operating History

The Company has no properties producing positive cash flow and its ultimate success will depend on its ability to generate cash flow from producing properties in the future. The Company has not earned profits to date and there is no assurance that it will do so in the future. Significant capital investment will be required to achieve commercial production from the Company’s existing projects. There is no assurance that the Company will be able to raise the required funds to continue these activities.

No Production History

None of the Company’s mineral properties are producing and the Company’s ultimate success will depend on its operating ability to generate cash flow from producing properties in the future. The

Company has not generated any revenue to date and there is no assurance that it will do so in the future.

The Company's business operations are at an early stage of development and its success will be largely dependent upon the outcome of the exploration programs that the Company proposes to undertake.

Exploration, Mining and Operational Risks

The business of exploring for and mining minerals involves a high degree of risk. Few properties that are explored are ultimately developed into mines. At present, the Company's properties do not have a known mineral deposit and the proposed exploration programs are an exploratory search for such a deposit.

The Company's operations are subject to all the hazards and risks normally associated with the exploration, development and mining of minerals, any of which could result in risk to life, to property, or to the environment. The Company's operations may be subject to disruptions caused by unusual or unexpected formations, formation pressures, fires, power failures and labour disputes, flooding, explosions, cave-ins, landslides, the inability to obtain suitable or adequate equipment, machinery, labour or adverse weather conditions. The availability of insurance for such hazards and risks is extremely limited or uneconomical at this time.

In the event the Company is fortunate enough to discover a mineral deposit, the economics of commercial production depend on many factors, including the cost of operations, the size and quality of the mineral deposit, proximity to infrastructure, financing costs and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial mineral production.

Mining Claims

The Company's prospecting activities are dependent upon the grant of appropriate mineral tenures and regulatory comments which may be withdrawn or made subject to limitations. Mineral claims are renewable subject to certain expenditure requirements. Although the Company believes that it will obtain the necessary prospecting licenses and permits, including but not limited to drill permits, there can be no assurance that they will be granted or as to the terms of any such grant. Furthermore, the Company is required to expend required amounts on its mineral claims in order to maintain them in good standing. If the Company is unable to expend these amounts, the Company may lose its title thereto on the expiry date(s) of its mineral claims. There is no assurance that, in the event of losing its title to a mineral claim, the Company will be able to register the mineral claim in its name without a third party registering its interest first.

Land Claims

Aboriginal rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Company is not aware of any other aboriginal land claims having been asserted or any legal actions relating to native issues having been instituted with respect to any of the land which is covered by the Company's mineral properties.

The legal basis of a land claim is a matter of considerable legal complexity and the impact of a land claim settlement and self-government agreements cannot be predicted with certainty. In addition, no assurance can be given that a broad recognition of aboriginal rights by way of a negotiated settlement or judicial pronouncement would not have an adverse effect on the Company's activities. Such impact could be marked and, in certain circumstances, could delay or even prevent the Company's exploration or mining activities.

Assurance of Title

The Company has taken all reasonable steps to attempt to ensure that proper title to its mineral properties has been obtained and that all grants of such rights thereunder, if any, have been registered with the appropriate public offices. Despite the due diligence conducted by the Company, there is no guarantee that title to such mineral claims will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or aboriginal land claims and title may be affected by undetected defects.

Competition

The Company competes with numerous other companies and individuals possessing greater financial resources and technical facilities than itself in the search for, and acquisition of, mineral claims, leases and other mineral interests, as well as the recruitment and retention of suitably qualified individuals.

Personnel

The Company has a small management team and the loss of any key individual could affect the Company's business. Additionally, the Company will be required to secure other personnel to facilitate its exploration program its mineral claims. Any inability to secure and/or retain appropriate personnel may have a materially adverse impact on the business and operations of the Company.

Volatility of Commodity Prices

The market prices of commodities, including copper and gold, are volatile and are affected by numerous factors which are beyond the Company's control. These factors include international supply and demand, consumer product demand, international economic trends, currency exchange rate fluctuations, interest rates, inflation, global or regional political events, as well as a range of other market forces. Sustained downward movements in commodity prices, including copper or gold, could render less economic, or uneconomic, some or all of the exploration activities to be undertaken by the Company.

Environmental Risks

Inherent with mining operations is an environmental risk. The legal framework governing this area is constantly developing, therefore the Company is unable to fully ascertain any future liability that may arise from the implementation of any new laws or regulations, although such laws and regulations are typically strict and may impose severe penalties (financial or otherwise). The proposed activities of the Company, as with any exploration, may have an environmental impact which may result in unbudgeted delays, damage, loss and other costs and obligations including, without limitation, rehabilitation and/or compensation. There is also a risk that the Company's operations and financial position may be adversely affected by the actions of environmental groups or any other group or person opposed in general to the Company's activities and, in particular, the proposed exploration and mining by the Company within the Province of British Columbia.

Uninsured Risks

The Company, as a participant in exploration and mining programs, may become subject to liability for hazards such as unusual geological or unexpected operating conditions that cannot be insured against or against which it may elect not to be so insured because of high premium costs or other reasons. The Company is currently uninsured against all such risks as such insurance is either unavailable or uneconomic at this time. The Company also currently has no keyman insurance or property insurance as such insurance is uneconomical at this time. The Company will obtain such insurance once it is available and, in the opinion of the directors, economical to do so. The Company may incur a liability to third parties (in excess of any insurance cover) arising from pollution or other damage or injury.

Health and Safety Risks

A violation of health and safety laws, or the failure to comply with the instructions of relevant health and safety authorities, could lead to, among other things, a temporary cessation of activities on the Company's mineral properties or any part thereof, a loss of the right to prospect for minerals, or the imposition of costly compliance procedures. This could have a material adverse effect on the Company's operations and/or financial condition.

Additional Requirements for Capital

Substantial additional financing may be required if the Company is to be successful in pursuing its ultimate strategy. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future operations. Commodity prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses, geological results and the political environment are all factors which will have an impact on the amount of additional capital that may be required. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, forfeit its interest in its mineral properties, incur financial penalties, or reduce or terminate its operations.

Management's responsibility for financial statements

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

November 29, 2019

On behalf of Management and the Board of Directors,

"Farshad Shirvani"
President and Chief Executive Officer