

## **Management's Discussion and Analysis For K2 Gold Corporation ("K2 Gold or the "Company")**

Containing information up to and including August 23, 2019.

The following Management's Discussion and Analysis ("MD&A") should be read in conjunction with the Company's condensed interim consolidated financial statements for the six months ended June 30, 2019 and the annual audited consolidated financial statements for the year ended December 31, 2018 together with the notes thereto, which can be found along with other information of the Company on SEDAR at [www.sedar.com](http://www.sedar.com). All financial information in this MD&A and all dollar amounts are in Canadian dollars unless otherwise noted.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the MD&A, is complete and reliable.

### **FORWARD LOOKING STATEMENTS**

This MD&A provides management's analysis of K2 Gold's historical financial and operating results and provides estimates of K2 Gold's future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Certain information set forth in this MD&A, including management's assessments of the Company's future plans and operations, contains forward-looking statements. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Company's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of resource and reserve estimates, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be inaccurate and, as such, undue reliance should not be placed on forward-looking statements. The Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur or, if any of them do so, what benefits the Company will derive therefrom. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

### **OVERVIEW**

K2 Gold Corporation is a junior mineral exploration company focused on building a portfolio of gold exploration projects in North America with particular emphasis on the Yukon, including the Wels Property ("Wels") located approximately 185 km south of Dawson City, Yukon. In addition to Wels, the Company is conducting exploration at the Ladue, McArthur Creek, and the GDR Property. The Company has assembled an experienced management team and board of directors with a track record of discovery success. The Company is actively pursuing other gold exploration projects in North America.

The Company is a reporting issuer in British Columbia, Alberta, and Ontario. The Company trades on the TSX Venture Exchange under the symbol KTO.

Wels Property is the Company's flagship project. It is located in west-central Yukon Territory in the Traditional Territory of White River First Nation. Wels is a new gold discovery in a previously unrecognized mineral district 60km south of Goldcorp's 4 Moz Coffee deposit. The area comprises 350 contiguous 'quartz claims' covering an area of approximately 7,200 hectares ("Ha").

In May 2018, the Company announced that it completed staking of 123 State of Alaska mining claims known as the McArthur Property ("McArthur") located in east-central Alaska, USA, 30 km northeast of Northway, Alaska and 130 km southwest of Dawson City, Yukon. The project is located on the Alaska-Yukon border, proximal to K2's Ladue Property and covers approximately 7,400 Ha.

In December 2018, the Company entered into an earn in agreement with Cazador Resources Ltd., Michael Cathro and North Track Exploration, (the "Vendor Syndicate") to acquire up to a 100% interest in the GDR property located in the Yukon Territory.

In July 2019, K2 signed an option agreement to acquire a 100% interest in the Mojave Gold Project ("Mojave Project"). The Mojave Project is located 230km northwest of Las Vegas and 100km west of the NevadaCalifornia border. It covers an area of approximately 5,780 hectares of land under the jurisdiction of the Bureau of Land Management (BLM).

For further details on the Mineral Properties, see *Highlights and recent developments and Mineral Properties* sections below for exploration program update for the six months ended June 30, 2019.

## HIGHLIGHTS AND RECENT DEVELOPMENTS

For more details on the following highlights, please refer to news releases available on SEDAR: [www.sedar.com](http://www.sedar.com)

- On January 9, 2019, the Company reported that it has agreed to option the GDR property from a private prospecting syndicate. GDR is situated within the Traditional Territory of Ross River First Nation ("RRFN"). The GDR property is a group of three licence blocks covering a total of 3073 ha and are road / dirt track accessible, located just north of the BC-Yukon border approximately 20km east of Rancheria, a settlement at Mile 710 on the Alaska Highway. The southern most licence, Veronica is 10km north east of Coeur D'Alene's 26.5-million-ounce high grade Silvertip silver-base metal mine. Silvertip was subject of a \$250 million take over in 2017 and is expected to boost Coeur's silver equivalent output by 22% by full production (Coeur company information). Silvertip has 26.5 million ounces of silver in the measured and indicated category and 5 million ounces in inferred resources. The GDR property is hosted in Paleozoic sediments with excellent potential for high-grade Ag-Pb-Zn carbonate replacement deposits (CRD) similar to the nearby Silvertip Mine.
- On January 21, 2019, the Company issued 90,000 shares and paid \$6,000 to the syndicate as per the GDR Property Option Earn-in Agreement, completing the first cash payment.
- On February 8, 2019, the Company issued 500,000 shares with a fair value of \$127,500, and has now satisfied all of the terms of its option agreement with Go Cobalt and earned a 90% interest in the Wels property.
- On February 13, 2019, the Company announced that Chris Taylor has agreed to become an Advisor to the Company. Chris is President, CEO and a Director of Great Bear Resources Ltd (TSX.V:GBR) and is also CEO, Director of Dunnedin Ventures (TSX.V:DVI). He operates an independent geological consulting practice, evaluating exploration and mining properties for acquisition purposes.
- On June 3, 2019, the Company granted 150,000 shares to a new advisor of the Company, exercisable at \$0.22 per share for a period of five years.
- During the six months ended June 30, 2019, 4,000,000 common shares were issued upon warrant exercise for gross proceeds of \$400,000. During the six months ended June 30, 2019, 136,200 broker warrants expired unexercised.
- On July 12, 2019, K2 signed an option agreement to acquire a 100% interest in the Mojave Gold Project ("Mojave Project").

The Company can earn a 100% interest in the Mojave Project by paying an aggregate of US\$1.4 million over a period of four years as follows:

- (i) US\$112,500 within 10 business days of receipt of TSX Venture Exchange (the "TSXV") approval of the Agreement and on the six-month anniversary of the Agreement;
- (ii) US\$125,000 on the 12- and 18-month anniversaries of the Agreement;
- (iii) US\$150,000 on the 24- and 30-month anniversaries of the Agreement;
- (iv) US\$175,000 on the 36- and 42-month anniversaries of the Agreement; and

(v) US\$275,000 on the 48-month anniversary of the Agreement, and by and issuing an aggregate of 2.4 million shares, 480,000 within 10 business days of receipt of TSXV approval and 480,000 each year thereafter for four years.

- On July 29, 2019, K2 announced its intention to raise \$1,000,000 by way of a non-brokered private placement. Each unit will be issued at a price of \$0.25 and will consist of one common share of K2 and one half of one common share purchase warrant (each, a "Unit"). Each whole warrant will be exercisable to acquire one common share of K2 at an exercise price of \$0.40 for 24 months from the date of the closing of the Private Placement. The common share purchase warrants will be subject to acceleration at K2's discretion in the event its common shares trade on the TSX Venture Exchange on a volume weighted average price ("VWAP") basis of \$0.50 or more for a period of ten consecutive trading days.

K2 intends to use the net proceeds from the private placement for exploration activity on the Company's portfolio of projects and for general working capital purposes.

- On August 2, 2019, K2 announced its intention to increase the size of its previously announced non-brokered private placement from \$1,000,000 to \$1,500,000.
- On August 2, 2019, the Company announced its intention to further increase the size of its previously announced non-brokered private placement from \$1,500,000 to \$3,000,000. The Company will issue up to 12,000,000 units for total gross proceeds of up to \$3,000,000.

## MINERAL PROPERTIES

### Wels Property

The Company signed a definitive option agreement with Go Cobalt Mining Corp. ("Go Cobalt") on August 11, 2016, subsequently amended October 21, 2016 option, to acquire a 90% joint venture interest (subject an existing 3% net smelter return) in certain mineral property interests located in the Yukon Territory, known as the "Wels Property". According to the agreement, to earn its interest, the Company made cash payments aggregating \$350,000 staged over 24 months and issued 3 million common shares staged over a 30-month period as follows:

	<b>Cash option payments</b>	<b>Common shares issuance</b>
Within 5 days after date of October 16, 2016	\$ 50,000 (paid)	500,000 (issued)
On or before September 30, 2016	100,000 (paid)	-
On or before February 11, 2017	-	500,000 (issued)
On or before August 11, 2017	100,000 (paid)	500,000 (issued)
On or before February 11, 2018	-	500,000 (issued)
On or before August 11, 2018	50,000 (paid)	500,000 (issued)
On or before November 11, 2018	50,000 (paid)	-
On or before February 11, 2019	-	500,000 (issued)
<b>Total</b>	<b>\$ 350,000</b>	<b>3,000,000 *</b>

\* Upon completion of the payments and share issuances, the Company and Go Cobalt will proceed under the terms of a joint venture agreement (the "Joint Venture"). Under the Joint Venture, the Company will fund the project fully through completion of a preliminary economic assessment, following which project expenditures will be funded on a 90/10 proportionate basis between the Company and Go Cobalt, respectively, with the Company acting as project manager and holding voting control of the Joint Venture project committee. If, at any time, either party's Joint Venture interest is diluted to less than 1.0% that diluted party's interest will be cancelled, and the Joint Venture will terminate.

The Wels property is subject to 3% net smelter return ("NSR") governed by a 2011 agreement between Go Cobalt and two arm's length holders. The royalty agreement provides that 2% of the 3% NSR may be purchased from the royalty holders for cash payment of \$1,500,000. Pursuant to the Option Agreement, the Company will pay the \$20,000 annual advance royalty due under the 2011 agreement.

In April 2018 the Company announced that recent re-interpretation of the geochemical and geophysical data at Wels increases the gold system footprint to an area covering 3 km x 1.5 km and identifies additional structures that may be controlling the system.

- Antimony (Sb), and arsenic (As) are pathfinder elements that show a clear affinity with the known gold (Au) in all rock-types at Wels. This may suggest that gold mineralization has affinity to orogenic style gold deposits which are typical in the 200 km wide and 1,200 km long Tintina Gold Belt that hosts the Goldcorp's Coffee deposit (4.09M Oz at 1.38 g/t) located 65km north-east of Wels.
- The dominant Sb signature shows a clear mineralization footprint of 3 km x 1.5 km that includes the Saddle and Chai prospects. The boundaries of this footprint are likely to be significant for exploration in defining limits to at least one zone of mineralization. Eleven geochemical anomalies have been defined that will aid in exploration targeting in 2018.
- A series of dominant structures trending NW-SE were identified during the re-interpretation of the existing geophysical data and these structures correlate well with the geochemical footprints.

In May 2018, the Company completed the staking of an additional 34 claims at the Wels Property. The Wels Project now consists of 346 quartz claims including the newly staked 34 claims on the eastern edge of the property. The additional claims comprise of an area of ~700 Ha which brings the total Wels land package to 7200 Ha. These new claims were staked to cover the strike extent of new anomalous target areas outlined by recent geophysical and geochemical re-interpretation. In June 2018, the Company announced the 2018 Phase 1 exploration program at the Wels Property commenced. Phase 1 exploration comprised ground geophysics, UAV surveying, and prospecting. Ground Magnetic and VLF lines will be conducted on the Saddle, Chai, Gunpowder prospects and surrounding geochemical anomalies. Coincident UAV surveying is expected to further help to identify regional structures and prospective geology. In addition, K2 continued to advance prospecting activities of both known prospects, previously untested geochemical anomalies, and any prospective targets that the new geophysics and/or UAV surveying identifies. The 2018 Phase 1 exploration programme is initially targeting a newly recognized 300 hectare area (Gunpowder - Chai) located 1.5 km – 2 km south of the 2015 and 2017 drilling. This area lies within a large mineralized footprint that extends approximately 6 km by 1.5 km from north of Saddle to south of Chai. To date, less than 10% of this mineralized footprint has been explored. The Gunpowder and Chai zones were prospected and sampled at end of the 2017 field season and the results delivered after snow had fallen. Gabbros at Gunpowder returned assays of 28.2 g/t, 13.6 g/t, and 2.0 g/t and quartzites at Chai returned 1.9 g/t and 1.67 g/t.

In November 2018, the Company reported the completion of 2018 exploration at Wels. New regional structures were identified at the property with the help of ground magnetics, VLF, and Lidar data collected earlier in the summer. Ground truthing and prospecting of the new structures, together with coincident soil anomalies, returned gold (4.07 g/t Au) in altered rock quartz-carbonate gabbroic subcrop at the previously unexplored Pekoe soil target. Pekoe is located 1.6 km north west of the Saddle zone where previous drilling and exploration has been concentrated. Prospecting at the Saddle zone region located further gold bearing quartz vein float (43 g/t Au) 25m north and upslope from the main known Saddle zone, perhaps representing a new parallel mineralized zone. In addition, limited prospecting at the Chai target 1.2km south of Saddle located further gold in quartzite float (4.38 g/t).

On February 8, 2019, the Company issued 500,000 shares to Go Cobalt pursuant to the Wels option agreement. The fair value of these common shares was \$127,500 as at the time of their issuance. The Company has now satisfied all of the terms of its option agreement with Go Cobalt and earned a 90% interest in the Wels property.

## **McArthur Property**

In May 2018 the Company announced that it had completed staking of 123 State of Alaska mining claims known as the McArthur Property ("McArthur") located in east-central Alaska, USA, 30 km northeast of Northway, Alaska and 130 km southwest of Dawson City, Yukon. The project is located on the Alaska-Yukon border, proximal to K2's Ladue Property and covers approximately 7400 ha.

In September 2018, the new claims were filled with the Alaska State Department of Natural Resources in Fairbanks, AK.

## GDR Property

In December 2018, the Company entered into an earn in agreement with Cazador Resources Ltd., Michael Cathro and North Track Exploration, (the "Vendor Syndicate") to acquire up to a 100% interest in the GDR property located in the Yukon Territory.

To earn 100% of the GDR property, the Company must make staged cash and share payments as listed below:

		<b>Cash option payments</b>		<b>Common shares issuance</b>	
Upon signing of agreement (December 15, 2018)	\$	6,000	(paid)	90,000	(issued)
1 <sup>st</sup> anniversary of the agreement (December 31, 2019)		12,000		180,000	
2 <sup>nd</sup> anniversary of the agreement (December 31, 2020)		24,000		360,000	
3 <sup>rd</sup> anniversary of the agreement (December 31, 2021)		48,000		570,000	
<b>Total</b>	<b>\$</b>	<b>90,000</b>		<b>1,200,000</b>	

On January 21, 2019, the Company completed the first anniversary cash and share issue payments. The fair value of the 90,000 shares issued was \$22,050.

## Ladue Property

In April 2017, the Company staked and filed 208 claims in the eastern Moosehorn Range area of Central West Yukon. The claim area totals 4,350 Ha in 208 quartz claims and are referred to as Ladue Property.

## Mojave Gold Project

On July 12, 2019, K2 signed an option agreement to acquire a 100% interest in the Mojave Gold Project ("Mojave Project").

The Mojave Project is located 230km northwest of Las Vegas and 100km west of the Nevada/California border. It covers an area of approximately 5,780 hectares of land under the jurisdiction of the Bureau of Land Management (BLM). Mobil first discovered mineralization in the district in 1984. Since the mid 1980's, Mojave has been worked by several senior, mid-tier and junior companies including BHP, Newmont and more recently SSR. Each subsequent company that has explored the property since discovery has endorsed the geological model and improved the overall potential by finding further distinct locations of gold bearing rocks at surface over a 7km by 5km area. Newmont, BHP and Asamara Minerals have drilled the project, and each program was successful in discovering mineralization from different locations several kilometers apart. Approximately 150 drill holes have been drilled to date covering an area of 7km by 5km covering 5 targets (Dragonfly, South Dragonfly, Newmont, Soda Ridge and Soda Canyon). Additional priority drill targets in 4 other areas (Stegosaurus Ridge, Far North, Far South and Blade zones) have yet to be fully explored and drill tested. The Mojave Project is predominantly a surface and near-surface Carlin-type, sediment-hosted oxide gold system. In addition to 8 distinct zones of Carlin type mineralization now recognized, the eastern side of the Newmont zone and the Stegosaurus zone also host the potential for a porphyry Cu-Mo-Au and/or skarn targets.

To earn 100% of the Mojave project, the Company must make staged cash and share payments as listed below:

		<b>Cash option payments</b>		<b>Common shares issuance</b>	
Within 10 business days of TSX Venture Exchange approval of the agreement	US\$	112,500	paid	480,000	issued
6-month anniversary of the agreement		112,500			
12-month anniversary of the agreement		125,000		480,000	
18-month anniversary of the agreement		125,000			
24-month anniversary of the agreement		150,000		480,000	
30-month anniversary of the agreement		150,000			
36-month anniversary of the agreement		175,000		480,000	
42-month anniversary of the agreement		175,000			
48-month anniversary of the agreement		275,000		480,000	
<b>Total</b>	<b>US\$</b>	<b>1,400,000</b>		<b>2,400,000</b>	

In addition, following the exercise of its option, K2 has agreed to make an annual pre-production payment of US\$275,000 per year until the achievement of commercial production and to grant a 3% net smelter returns royalty with respect to all mineral produced from the Mojave Project, subject to a minimum annual royalty payment following commercial production of US\$300,000. The royalty will be subject to certain buy-down rights in K2's favour. K2 may terminate the Agreement at any time during the option period.

Subsequent to the period ended June 30, 2019, the Company paid US\$ 86,821 for land taxes and US\$ 21,216 for legal fees pursuant to Mojave's option agreement. The Company also completed the first cash option payment of US\$ 112,500 and issued 480,000 common shares pursuant to Mojave's option agreement.

## RESULTS OF OPERATIONS

### **For the three months ended June 30, 2019**

During the three months ended June 30, 2019, the Company's net loss was \$147,588 (2018 - \$469,011). The main contributors were:

- Personnel fees of \$58,800 (2018 - \$70,866) which includes management, accounting and corporate compliance fees.
- Share-based compensation of \$30,622 (2018 - \$Nil) which includes options granted to a new advisor of the company.
- Advertising, marketing and promotion fees of \$13,930 (2018 - \$29,536), which includes marketing and promotional fees.
- Professional fees of \$11,081 (2018 - \$14,772), which includes legal and audit fees.

### **For the six months ended June 30, 2019**

During the six months ended June 30, 2019, the Company's net loss was \$289,977 (2018 - \$593,499). The main contributors were:

- Personnel fees of \$123,050 (2018 - \$133,348) which includes management, accounting and corporate compliance fees.
- Travel and conferences of \$32,334 (2018 - \$24,061) which includes conference fees and various travel expenses.
- Share-based compensation of \$30,622 (2018 - \$Nil) which includes options granted to a new advisor of the company.
- Advertising, marketing and promotion fees of \$27,839 (2018 - \$51,478), which includes marketing and promotional fees.
- Office and administration fees of \$17,871 (2018 - \$23,639), which includes market development expenses.

## SELECTED ANNUAL INFORMATION

The following table summarizes selected financial data for the three recent fiscal years, ended December 31, 2018, 2017 and 2016, and should be read in conjunction with such financial statements, prepared in accordance with International Financial Reporting Standards ("IFRS") and the related notes thereon:

	<b>As at and year ended December 31, 2018</b>	<b>As at and year ended December 31, 2017</b>	<b>As at and year ended December 31, 2016</b>
Revenue	Nil	Nil	Nil
Loss for the year	\$ (1,005,957)	\$ (1,101,129)	\$ (379,922)
Comprehensive loss for the year	\$ (1,001,542)	\$ (1,063,599)	\$ (371,092)
Loss per common share, basic and diluted	\$ (0.05)	\$ (0.07)	\$ (0.08)
Weighted Average number of common shares outstanding	21,469,229	16,335,370	4,930,562
<b>Statement of Financial Position Data</b>			
Working capital	\$ 392,610	\$ 510,033	\$ 1,417,783
Total assets	\$ 3,150,434	\$ 2,824,392	\$ 2,002,505

## SUMMARY OF QUARTERLY RESULTS

Quarterly results fluctuate depending on the timing of the granting and vesting of stock options and the incurrence of project evaluation expenses and write-off of exploration and evaluation assets.

The following table summarizes selected financial data reported by the Company for the quarter ended June 30, 2019 and the previous seven quarters.

	<b>June 30, 2019</b>	<b>Mar 31, 2019</b>	<b>Dec 31, 2018</b>	<b>Sep 30, 2018</b>	<b>Jun 30, 2018</b>	<b>Mar 31, 2018</b>	<b>Dec 31, 2017</b>	<b>Sep 30, 2017</b>
Current assets	\$ 519,542	\$ 273,711	\$ 445,433	\$ 672,464	\$ 1,020,830	\$ 352,920	\$ 564,583	\$ 909,266
Exploration and evaluation assets	\$ 2,898,912	\$ 2,890,725	\$ 2,705,001	\$ 2,699,135	\$ 2,452,413	\$ 2,484,718	\$ 2,259,809	\$ 2,044,380
Total assets	\$ 3,418,454	\$ 3,164,436	\$ 3,150,434	\$ 3,371,599	\$ 3,473,243	\$ 2,837,638	\$ 2,824,392	\$ 2,953,646
Current liabilities	\$ 39,920	\$ 59,222	\$ 52,823	\$ 27,446	\$ 139,781	\$ 63,161	\$ 54,550	\$ 41,929
Share capital	\$ 14,905,579	\$ 14,393,579	\$ 14,244,029	\$ 14,243,622	\$ 13,942,444	\$ 13,240,608	\$ 13,118,108	\$ 13,208,938
Net Income (loss)	\$ (147,588)	\$ (142,389)	\$ (242,126)	\$ (170,332)	\$ (469,011)	\$ (124,488)	\$ (174,307)	\$ (172,379)
Comprehensive Income (loss)	\$ (157,302)	\$ (141,947)	\$ (246,542)	\$ (175,630)	\$ (461,505)	\$ (117,865)	\$ (185,404)	\$ (214,945)
Basic Income (loss) per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Weighted avg. shares	25,026,323	24,241,403	23,889,070	23,439,944	19,792,732	18,676,231	18,381,787	18,122,546

## LIQUIDITY AND CAPITAL RESOURCES

At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. See "Risks and Uncertainties".

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company intends to raise money through the sale of equity instruments and may consider the optioning of its mineral property interests. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control.

### Working Capital

As at June 30, 2019, the Company had positive working capital of \$479,622 (December 31, 2018 - \$392,610).

## **Cash**

Cash increased by \$100,656 during the six months ended June 30, 2019, from \$316,624 at December 31, 2018 to \$417,280 at June 30, 2019.

### **Cash used in operating activities**

Net cash used in operating activities during the six months ended June 30, 2019 was \$254,983 (2018 - \$263,436). Cash was mostly spent on personnel fees, advertising, marketing and promotion, corporate listing and filing fees, and office and administration.

### **Cash used in investing activities**

Total cash used in investing activities during the six months ended June 30, 2019 was \$44,361 (2018 - \$296,990). The investing activities were for exploration and evaluation expenditures.

### **Cash generated by financing activities**

Total cash generated by financing activities was \$400,000 (2018 - \$1,011,490). These funds were obtained through the issuance of 4,000,000 shares upon warrants exercised.

## **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

### **Overview**

The Company has exposure to credit risk, liquidity risk and market risk from its use of financial instruments.

The following presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

### **Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and GST recoverable. Cash is held with a major Canadian financial institution and GST recoverable are from Government entities. Management is of the view that all amounts are fully collectible.

### **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations and commitments as they become due. The Company ensures that there is sufficient capital in order to meet short term business requirements, after taking into account cash flows from operations and the Company's holdings of cash and cash equivalents. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. Management believes that the Company has sufficient funds to meet its obligations as they become due or will be able to obtain financing as required to meet its obligations and commitments. For more details, please refer to Note 1 of the Company's financial statements for the six months ended June 30, 2019.

### **Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Investments in equity instruments which are classified as fair value through other comprehensive income and are measured at fair value, are listed on public stock exchanges, including TSX-V and OTC-QB. Recently, the markets have experienced extreme volatility. Therefore, sensitivity analysis is performed using 15%. For such investments, a 15% increase in equity prices as at June 30, 2019 would have increased investments in equity instruments by \$6,557. An equal change in the opposite direction would have had the equal but opposite effect on the amounts shown above.

### **Foreign currency risk**

In the normal course of business, the Company enters into transactions for the purchase of supplies and services and acquisition of mineral properties, denominated in a currency other than the functional currency of the Company. As a result, the Company is subject to foreign exchange risk from fluctuations in foreign exchange rates, however the Management estimates the risk to be insignificant. The Company has not entered into any derivative or other financial instruments to mitigate this foreign exchange risk. The Company does not have any significant currency risks associated with its financial instruments at June 30, 2019.

## **FINANCIAL INSTRUMENTS**

Financial assets are classified at initial recognition as either: measured at amortized cost, Fair value through profit or loss ("FVTPL"), or fair value through other comprehensive income ("FVTOCI"). The classification depends on the Company's business model for managing the financial assets and the contractual cash flow characteristics. For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI.

Fair value through profit or loss ("FVTPL") – Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the income statement. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in the income statement in the period in which they arise. Derivatives are also categorized as FVTPL unless they are designated as hedges.

Fair value through other comprehensive income ("FVTOCI") - Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently, they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

Financial assets at amortized cost - A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL or the Company has opted to measure at FVTPL.

Under IFRS 9, the Company classifies its financial instruments as follows:

Cash	Amortized cost
Investments	Fair value through profit or loss
Marketable securities	Fair value through other comprehensive income
Accounts payable, Accrued liabilities	Amortized cost

## **NEW AND REVISED STANDARDS AND INTERPRETATIONS**

The accounting policies in preparation of these condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended December 31,

2018, except for the adoption, on January 1, 2019, of **IFRS 16, Leases and IFRIC 23, Uncertainty over Income Tax Treatments** which has an initial application as at this date.

The newly adopted IFRS 16, Leases standard establishes principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019. The Company has assessed its office lease agreement and concluded that the agreement does not constitute the ability to direct the use (right to use) of the underlying office premises on the context of IFRS 16. As such, the adoption of the above standard has not had an impact on the results and financial position of the Company.

The newly adopted IFRIC 23, Uncertainty over Income Tax Treatments clarifies the accounting for uncertainties in income taxes. The interpretation provides guidance and clarifies the application of the recognition and measurement criteria in IAS 12 "Income Taxes" when there is uncertainty over income tax treatments. The adoption of the above standard, amendments and interpretations has not had an impact on the financial statements of the Company.

## **CRITICAL ACCOUNTING ESTIMATES**

Our significant accounting policies are presented in Note 3 of the audited financial statements for the year ended December 31, 2018 and Note 3 of the condensed interim consolidated financial statements for the period ended June 30, 2019. Note 3 provides that the preparation of the Company's financial statements in conformity with 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 expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Information about significant areas of estimation uncertainty in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are noted below.

## **KEY SOURCES OF ESTIMATION UNCERTAINTY**

### **Exploration and evaluation assets**

Exploration and evaluation costs are initially capitalized as intangible exploration assets with the intent to establish commercially viable reserves. The Company is required to make estimates and judgments about the future events and circumstances regarding whether the carrying amount of intangible exploration assets exceeds its recoverable amount. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and upon future profitable production or proceeds from the disposition of the exploration and evaluation assets themselves. Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets.

### **Deferred tax assets and liabilities**

The measurement of a deferred tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities. The estimation of taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the

Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future tax provisions or recoveries could be affected.

### **Share-based payments**

The Company measures share-based payments expense by reference to the fair value of the stock options at the date at which they are granted. Estimating fair value for granted stock options requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the option, volatility, dividend yield, and rate of forfeitures.

### **Capital stock**

Common shares are classified as shareholders' equity. Incremental costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity. Common shares issued for consideration other than cash, are valued based on their market value at the date the shares are issued.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in the private placements to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing market price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

## **RISKS AND UNCERTAINTIES**

### **Exploration Stage Company**

K2 Gold is engaged in the business of acquiring and exploring mineral properties with the desire of locating and developing economic deposits of minerals. Development of any future properties will only follow upon obtaining satisfactory exploration results. There can be no assurance that K2 Gold's existing or future exploration programs will result in the discovery of commercially viable mineral deposits. Further, there can be no assurance that even if an economic deposit of minerals is located, it can be commercially mined.

### **Mineral Exploration and Development**

The exploration and development of minerals is highly speculative in nature and involves a high degree of financial and other risks over a significant period of time which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mineral deposit or ore body may result in significant rewards, few properties which are explored are ultimately developed into producing mines. Substantial expenses are required to establish ore reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit (i.e. size, grade, access and proximity to infrastructure), financing costs, the cyclical nature of commodity prices and government regulations (including those relating to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection). The effect of these factors or a combination thereof cannot be accurately predicted but could have an adverse impact on K2 Gold.

### **No Operating History and Financial Resources**

K2 Gold has not achieved profitable operations and has no operating revenues and is unlikely to generate any in the foreseeable future. The Company has sufficient financing to cover its projected funding requirements for the ensuing year. Additional funds will be required for K2 Gold to acquire and explore new mineral interests. K2 Gold has limited financial resources and there is no assurance that sufficient additional funding will be available to fulfill its future obligations or for further exploration and development, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause K2 Gold to forfeit its interests in some or all of its properties or to reduce or terminate its operations.

## **Government Regulation**

The current or future operations of K2 Gold, including exploration and development activities and the commencement and continuation of commercial production, require licenses, permits or other approvals from various foreign federal, provincial and local governmental authorities and such operations are or will be governed by laws and regulations relating to prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, land use, water use, environmental protection, land claims of indigenous people and other matters. There can be no assurance, however, that K2 Gold will obtain on reasonable terms, or at all, the permits and approvals, and the renewals thereof, which it may require for the conduct of its current or future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on any mining project which K2 Gold may undertake. Possible future environmental and mineral tax legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays to K2 Gold's planned exploration and operations, the extent of which cannot be predicted.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

## **Competition**

The mineral exploration and mining business is competitive in all of its phases. K2 Gold will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. K2 Gold's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that K2 Gold will be able to compete successfully with others in acquiring such prospects.

## **Environmental Risks and Hazards**

All phases of K2 Gold's operations will be subject to environmental regulation in the jurisdictions in which it intends to operate. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation, provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry activities and operations. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of such regulation may result in the imposition of fines and penalties. In addition, certain types of mining operations require the submission and approval of environmental impact assessments. 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. The cost of compliance with changes in governmental regulations has a potential to reduce the viability or profitability of operations. Environmental hazards may exist on the properties in which K2 Gold holds interests or on properties that will be acquired which are unknown to K2 Gold at present and which have been caused by previous or existing owners or operators of the properties.

## **Commodity Prices**

The price of K2 Gold's securities, its financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in the price of gold and base metals. Gold and base metals prices fluctuate widely and are affected by numerous factors beyond K2 Gold's control such as the sale or purchase of precious or base metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand; production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection and international political and economic trends, conditions and events. The price of gold and base metals has fluctuated widely in recent years, and future serious price declines could cause continued development of K2 Gold's properties to be impracticable.

Further, reserve calculations and life-of-mine plans using significantly lower gold or base minerals prices could result in material write-downs of K2 Gold's investment in mining properties and increased amortization, reclamation and closure charges.

In addition to adversely affecting reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

### **Price Volatility and Lack of Active Market**

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for K2 Gold's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

### **Key Executives**

K2 Gold will be dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of K2 Gold are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of K2 Gold, the loss of these persons or K2 Gold's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. K2 Gold does not currently carry any key man life insurance on any of its executives. The directors and certain officers of K2 Gold will devote part of their time to the affairs of K2 Gold.

### **Potential Conflicts of Interest**

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

### **Dividends**

K2 Gold has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of K2 Gold and will depend on K2 Gold's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of K2 Gold deem relevant.

### **Nature of the Securities**

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

## **PROPOSED TRANSACTIONS**

There are no proposed transactions that should be disclosed.

## ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's statement of loss and comprehensive loss contained in its condensed interim consolidated financial statements for the six months ended June 30, 2019, which are available on SEDAR: [www.sedar.com](http://www.sedar.com).

## OUTSTANDING SHARE DATA

On May 25, 2015, the Company consolidated the Company's issued and outstanding common shares, stock options and warrants at a ratio of one new share for ten old shares. On March 2, 2016, the Company consolidated the Company's issued and outstanding common shares, stock options and warrants at ratio of one new share for four old shares. Unless otherwise indicated, all references to share capital, stock options and share purchase warrants presented in these financial statements and notes thereto are on a post-consolidation basis. The Company undertook this consolidation of its capital to facilitate future financings.

As at December 31, 2018, the Company had \$14,244,029 in share capital representing 23,889,070 common shares outstanding.

K2 Gold's authorized capital is unlimited common shares without par value. As at August 23, 2019, the following common shares and share purchase warrants were outstanding:

	# of Shares	Exercise Price	Expiry Date
Issued and Outstanding Common Shares	29,171,834		
Share Purchase Warrants	3,802,000	\$ 0.37	June 12, 2020
	160,000	\$ 0.45	June 12, 2020
Share Purchase Options	1,000,000	\$ 0.30	May 1, 2022
	50,000	\$ 0.36	June 12, 2022
	150,000	\$ 0.22	June 3, 2024
Fully Diluted at August 23, 2019	<b>34,333,834</b>		

## OFF BALANCE SHEET ARRANGEMENTS

The Company does not utilize off balance sheet arrangements.

## TRANSACTIONS WITH RELATED PARTIES

### Key management compensation

Key management consist of the Company's directors and officers. In addition to management and consulting fees paid to these individuals, or companies controlled by these individuals, the Company provides non-cash benefits. The aggregate value of compensation with key management for the six months ended June 30, 2019 was \$94,750 (June 30, 2018 - \$135,000) and was comprised of the following:

Related Party	Nature of Relationship
Lundy Management Ltd.	Company, controlled by CEO
GSBC Financial Management Inc.	Company, controlled by CFO
1108341 BC Ltd.	Company, controlled by VP of Exploration

<b>Payee</b>	<b>Nature of the transaction</b>	<b>Six months ended June 30, 2019</b>	<b>Six months ended June 30, 2018</b>
CEO	Management and consulting fees	\$ 75,000	\$ 75,000
CFO	Management and consulting fees	4,000	-
VP of Exploration	Management and consulting fees	10,450	11,000
	Exploration expense – field work	5,300	49,000
<b>Total</b>		<b>\$ 94,750</b>	<b>\$ 135,000</b>

Related party transactions and balances not disclosed elsewhere in the Company's condensed interim consolidated financial statements are as follows:

The balance payable to related parties at June 30, 2019 was \$37,500 (June 30, 2018 - \$Nil). These payables are generally unsecured, non-interest bearing and are expected to be repaid under normal trade terms.

The amounts charged to the Company for the services provided have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements. These transactions were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

## RECENT DEVELOPMENTS AND OUTLOOK

The Company expects to obtain financing in the future primarily through further equity financing, as well as through joint venturing and/or the optioning of the Company's properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations.

The Company's business objectives are to secure financing, fund its general and administrative expenses for the ensuing year, to search for a new property, and fund its working capital requirements.

## APPROVAL

The Board of Directors of K2 Gold has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone upon request.

## ADDITIONAL INFORMATION

Additional Information relating to K2 Gold is on SEDAR at [www.sedar.com](http://www.sedar.com) or by contacting:

K2 Gold Corporation  
Suite 1020 - 800 West Pender Street  
Vancouver, BC CANADA  
V6C 2V6  
Tel: (604) 331-5090  
Fax: (604) 682-4809  
[www.k2gold.com](http://www.k2gold.com)  
Email: [info@k2gold.com](mailto:info@k2gold.com)

/s/ "Stephen Swatton"

---

Stephen Swatton  
**President and Chief Executive Officer**

/s/ "Robert Scott"

---

Robert Scott  
**Chief Financial Officer**