PORTOFINO
RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE-MONTH PERIOD ENDED AUGUST 31, 2019

The Management Discussion and Analysis ("MD&A"), prepared on October 30, 2019 should be read in conjunction with the unaudited condensed interim financial statements for the three-month period ended August 31, 2019, together with the notes thereto of Portofino Resources Inc. ("Portofino") which were prepared in accordance with International Financial Reporting Standards.

This MD&A may contain forward-looking statements in respect of various matters including upcoming events. The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

DESCRIPTION OF BUSINESS

Portofino Resources Inc. ("the Company") was incorporated on June 14, 2011 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 520 – 470 Granville Street, Vancouver, British Columbia, Canada. The Company's shares are listed for trading on the TSX Venture Exchange under the symbol "POR".

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at August 31, 2019, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the properties or realizing proceeds from their disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

EXPLORATION PROJECTS

	Acquisition Costs	Exploration Costs	Total
	$	$	$
Balance, May 31, 2018	69,000	209,034	278,034
Balance, August 31, 2018	69,000	209,034	278,034
	-	-	-
Balance, May 31, 2019	-	-	-
Balance, August 31, 2019	**-**	**-**	**-**

Argentina, Catamarca Province

Hombre Muerto West Lithium Brine Project

Pursuant to an option agreement date September 6, 2018 with a private Argentine concession owner (the "Hombre Muerto Optionor"), the Company was granted an option to acquire a 100% undivided interest in the Hombre Muerto West lithium brine project in Catamarca, Argentina. The Hombre Muerto West project is comprised of two claim blocks totalling 1,804-hectares located within the Salar del Hombre Muerto.

To acquire a 100% interest of properties, Portofino has agreed to make annual escalating payments to the Hombre Muerto Optionor over a four-year period totalling US$400,000 and 1,000,000 common shares as follows:

a) An initial US$15,000 deposit (paid)
b) Within 30 days of execution of a definitive agreement-pay US$7,000 (paid)
c) Upon TSX-V Exchange approval – issue 100,000 shares
d) By the first anniversary of TSX-V Exchange approval – issue 200,000 shares and pay US$14,000,
e) By the 2nd anniversary of approval- issue 200,000 shares and pay US$44,000,
f) By the 3rd anniversary- issue 500,000 shares and pay US$100,000, and
g) By the 4th anniversary- pay US$220,000.

EXPLORATION PROJECTS (CONTINUED)

Hombre Muerto West Lithium Brine Project (Continued)

As at the date of this MD&A, the Hombre Muerto Optionor continues to request a renegotiation or termination of the option agreement. The Company has no interest in renegotiating the option agreement as the Company has complied fully with the terms of the agreement and it has notified the Hombre Muerto Optionor that if his actions continue, the Company will pursue arbitration and damages.

Yergo Lithium Brine Project

Pursuant to an option agreement dated February 15, 2019 with a private Argentine concession owner (the "Yergo Optionor"), the Company was granted an option to acquire a 100% undivided interest in the Yergo lithium brine project in Catamarca, Argentina. The concession area comprises approximately 2,932 hectares encompassing the full salar.

To acquire a 100% interest in the property, Portofino has agreed to make annual escalating payments to the Yergo Optionor over a four-year period totaling US$370,000 as follows:

a) US$10,000 on signing (paid),
b) By the 1st anniversary of approval- US$20,000,
c) By the 2nd anniversary of approval- US$70,000,
d) By the 3rd anniversary of approval- US$120,000, and
e) By the 4th anniversary- US$150,000.

SELECTED QUARTERLY FINANCIAL INFORMATION

Financial results	August 31, 2019	May 31, 2019	February 28, 2018	November 30, 2018
Net loss for the period	$ (79,874)	$ (502,898)	$ (224,554)	$ (146,099)
Comprehensive loss for the period	(79,874)	(502,898)	(224,554)	(146,099)
Basic and diluted loss per share	-	(0.03)	(0.01)	(0.01)
Balance sheet data				
Cash	$ 25,527	$ 1,987	$ 147,503	$ 15,087
Exploration and evaluation assets	-	-	278,034	278,034
Total assets	356,875	406,755	804,160	632,561
Shareholders' equity	211,684	291,558	721,620	388,167

Financial results	August 31, 2018	May 31, 2018	February 28, 2017	November 30, 2017
Net loss for the period	$ (179,781)	$ (272,322)	$ (696,432)	$ (399,977)
Comprehensive loss of the period	(179,781)	(272,322)	(696,432)	(399,977)
Basic and diluted loss per share	(0.01)	(0.04)	(0.01)	(0.05)
Balance sheet data				
Cash	$ 20,170	$ 164,707	-	$ 1,027,001
Exploration and evaluation assets	278,034	278,034	270,034	260,034
Total assets	701,541	833,449	1,047,461	1,505,623
Shareholders' equity	534,267	713,185	1,003,046	1,460,243

RESULTS OF OPERATION

Three-month period ended August 31, 2019 compared to August 31, 2018

The Company had a loss and comprehensive loss of $79,874 during the three-month period ended August 31, 2019 versus $179,781 in the comparative period, being a decrease of $99,907, or 56%.

Included in the determination of operating loss is an increase of $15,000 (2018: $12,900) on investor communications. A decrease of $Nil (2018: $15,720) on advertising and promotion, $6,500 (2018: $41,300) on consulting fees, $17,547 (2018: $24,929) on due diligence costs, $22,500 (2018: $39,750) on management fees, $650 (2018: $6,627) on office expenses, $24,965 (2018: $26,567) on professional fees, $Nil (2018: $10,700) on rent, $547(2018: $1,158) on tranfer agent and filing fees, and $Nil (2018: $7,933) on travel and promotion.

LIQUIDITY AND CAPITAL RESOURCES

During the three-month period ended August 31, 2019, Portofino had a working capital surplus of $211,432, which included a cash balance of $25,527.

The Company does not currently own or have an interest in any producing mineral properties and does not derive any revenues from operations. Historical exploration and administrative activities have been funded through equity financing and the Company expects that it will continue to be able to utilize this source of financing until the Company has cash flow from operations. There can be no assurance, however, that efforts will be successful. If such funds are not available or other sources of financing cannot be obtained, then we will be curtailed to a level for which funding is available or can be obtained.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

OUTSTANDING SHARE DATA

On January 4, 2019, the Company consolidated its share on a 4 for 1 basis. The Company had 51,963,500 common shares issued and outstanding and the resulting post consolidation shares outstanding are 12,990,875. All share information was updated to reflect this consolidation. The exercise price and number of common shares issuable pursuant to all outstanding stock options and warrants have been adjusted in accordance with the consolidation ratio. All references to shares, stock options and warrants are to post consolidation shares, stock options and warrants.

As of the date of this MD&A, Portofino has 24,001,684 Common shares issued and outstanding; 14,099,799 share purchase warrants and 2,233,750 share options convertible into common shares.

TRANSACTIONS WITH RELATED PARTIES

The following is a summary of the Company's related party transactions during the three-month period ended August 31, 2019:

Name	**Relationship**	**Purpose of Transaction**	**August 31, 2019**	**August 31, 2018**
Pacific Capital Advisors Inc.	Company controlled by David Tafel, CEO and director of the Company	Advisory services related to CEO duties	$22,500	$37,500
Kamas Advisors Ltd.	Director of the Company, Stephen Wilkinson	Advisory services	-	$2,250
Seatrend Strategy Group	Company controlled by Jeremy Wright, the CFO of the Company	CFO services	$15,000	$15,000

(a) (i) Management Services Agreements: Total fees of $22,500 (2018: $39,750) were paid or accrued to companies owned by David Tafel and Stephen Wilkinson, directors of the Company for administration services outside their capacity as a director.

(ii) Accounting fees: The Company paid or accrued accounting fees of $15,000 (2018: $15,000) to a company owned by Jeremy Wright, an officer of the Company.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

FINANCIAL INSTRUMENTS AND FINANCIAL RISK (CONTINUED)

Fair Value of Financial Instruments:

The Company's financial assets include cash, which is classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at August 31, 2019 are as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	$	$	$	$
Cash	25,527	-	-	25,527

The fair value of the Company's financial instruments approximates their carrying value as at August 31, 2019 because of the demand nature or short-term maturity of these instruments.

The following table summarizes the carrying value of the Company's financial instruments:

	2019	**2018**
	$	$
Cash(i)	25,527	164,707
Amounts receivable (ii)	45,202	77,425
Promissory notes (ii)	241,836	240,155
Accounts payable (ii)	120,491	167,274

(i) FVTPL
(ii) Amortized cost

Financial risk management objectives and policies:

The Company's financial instruments include cash, accounts receivable, promissory notes and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company is exposed to foreign currency risk related to cash payments, promissory note, and exploration expenditures that are denominated in US dollars and Pesos. The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada. Management does not hedge its foreign exchange risk and the Company's net exposure is limited.

The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institution. The fair value interest rate risk on cash is insignificant due to their short-term nature.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK (CONTINUED)

Financial risk management objectives and policies: (Continued)

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist of cash and promissory notes. To minimize the credit risk the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

CRITICAL ACCOUNTING POLICIES

Stock-based compensation

The Company has a stock option plan, which is described in to the financial statements. The Company applies the fair value method to all stock-based payments and to all grants that are direct awards of stock that call for settlement in cash or other assets. Compensation expense is recognized over the applicable vesting period with a corresponding increase in contributed surplus. When the options are exercised, share capital is credited for the consideration received and the related contributed surplus is decreased. The Company uses the Black Scholes option-pricing model to estimate the fair value of stock based compensation.

Financial instruments

IFRS 9, Financial Instruments

IFRS 9 is a standard effective for fiscal years beginning on or after January 1, 2018, which is principles-based and less complex than IAS 39, *Financial Instruments: Recognition and Measurement*, which IFRS 9 has replaced. IFRS 9 was adopted by the Company on April 1, 2018. IFRS 9 includes new guidance on the classification and measurement of financial instruments, new guidance for measuring impairment on financial assets, and new hedge accounting guidance. IFRS 9 requires that all financial assets be classified and subsequently measured at amortized cost, at fair value through profit or at fair value through other comprehensive income (loss). The classification and measurement are based on the Company's business model for managing financial assets and on the contractual cash flow characteristics of the financial
assets. Financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities classified as at fair value through profit or loss, financial guarantees and certain other exceptions. The adoption of the standard did not have any material impact on the Company's reporting.

Financial instruments consist of financial assets and financial liabilities and are initially recognized at fair value along with, in the case of a financial asset or liability not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or liability. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit and loss.

The Company classifies its financial assets and financial liabilities in the following measurement categories:

(i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
(ii) those to be measured at amortized cost.

CRITICAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income.

Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition).

Any fair value changes due to credit risk for liabilities designated at fair value through profit and loss are recorded in other comprehensive income.

The Company has implemented the following classifications for financial instruments:

- The Company's financial assets are cash, amounts receivable and promissory notes. Cash is classified as fair value through profit or loss and any changes to fair value subsequent to initial recognition are recorded in profit or loss for the period in which they occur. Amounts receivable and promissory notes are classified as amortized cost.

- Financial liabilities comprise accounts payable. These financial liabilities are classified as other financial liabilities and are measured at amortized cost using the effective interest rate method. Interest expense is recorded in profit or loss, as applicable.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The following table summarizes the classification of the Company's financial instruments under IAS 39 and the new measurement under FIRS 9:

	IAS 39 Classification	IFRS 9 Classification
Financial assets		
Cash	FVTPL	FVTPL
Amounts receivable	Amortized cost	Amortized cost
Promissory notes	Amortized cost	Amortized cost
Financial liabilities		
Accounts payable	Amortized cost	Amortized cost

IFRS 9 uses an expected credit loss model impairment model as opposed to an incurred credit loss model under IAS 39. The impairment model is applicable to financial assets measured at amortized cost where any expected future credit losses are provided for, irrespective of whether a loss event has occurred as at the reporting date. The adoption of the new expected credit loss impairment model had a negligible impact on the carrying amounts of financial assets recognized at amortized cost.

SUBSEQUENT EVENTS

Please refer to note 12 of the audited financial statements for the three-month period ended August 31, 2019.