Industria Metals Inc.

Management Discussion and Analysis

For the six month period ended June 30, 2019 and 2018

(Expressed in Canadian dollars)

MANAGEMENT DISCUSSION AND ANALYSIS

QUARTER ENDED JUNE 30, 2019

INTRODUCTION

The Management Discussion & Analysis has been prepared by management and reviewed and approved by the Board of Directors on August 28, 2019. The following discussion of performance, financial condition and future prospects should be read in conjunction with the unaudited condensed interim financial statements and the related notes thereto for the period ended June 30, 2019 and June 30, 2018, and in conjunction with the audited annual financial statements and the related notes thereto for the year ended December 31, 2018 and the period ended December 31, 2017. The information provided herein supplements but does not form part of the condensed interim financial statements. This discussion covers the period ended June 30, 2019 and the subsequent period up to August 28, 2019, the date of issue of this MD&A. Monetary amounts in the following discussion are in Canadian dollars unless otherwise noted.

Additional information regarding the Corporation can be found on the Corporation's page at www.sedar.com.

This MD&A contains Forward Looking Information.
Please read the Cautionary Statements on page 3 carefully.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements or forward-looking information within the meaning of applicable Canadian securities laws. All statements and information, other than statements of historical fact, included in or incorporated by reference into this MD&A are forward-looking statements and forward-looking information, including, without limitation, statements regarding activities, events or developments that we expect or anticipate may occur in the future. Such forward-looking statements and information can be identified by the use of forward-looking words such as "will", "expect", "intend", "plan", "estimate", "anticipate", "believe" or "continue" or similar words and expressions or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which such forward-looking statements and information are based will occur or, even if they do occur, will result in the performance, events or results expected.

The forward-looking statements and forward-looking information reflect the current beliefs of the Corporation, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors which could cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed in or implied by the forward-looking statements. This forward-looking information includes estimates, forecasts, plans, priorities, strategies and statements as to the Corporation's current expectations and assumptions concerning, among other things, ability to access sufficient funds to carry on operations, compliance with current or future regulatory regimes, particularly in the case of ambiguities, financial and operational performance and prospects, collection of receivables, anticipated conclusions of negotiations to acquire projects or investments, our ability to attract and retain skilled staff, expectations of market prices and costs, expansion plans and objectives, requirements for additional capital, the availability of financing, and the future development and costs and outcomes of the Corporation's projects or investments. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause actual results to vary materially.

We caution readers of this MD&A not to place undue reliance on forward-looking statements and information contained herein, which are not a guarantee of performance, events or results and are subject to a number of risks, uncertainties and other factors that could cause actual performance, events or results to differ materially from those expressed or implied by such forward-looking statements and information. These factors include: unanticipated future operational difficulties (including cost escalation, unavailability of materials and equipment, industrial disturbances or other job action and unanticipated events related to health, safety and environmental matters); social unrest; failure of counterparties to perform their contractual obligations; changes in priorities, plans, strategies and prospects; general economic, industry, business and market conditions; disruptions or changes in the credit or securities markets; changes in law, regulation, or application and interpretation of the same; the ability to implement business plans and strategies, and to pursue business opportunities; rulings by courts or arbitrators, proceedings and investigations; inflationary pressures; and various other events, conditions or circumstances that could disrupt the Corporation's priorities, plans, strategies and prospects including those detailed from time to time in the Corporation's reports and public filings with the Canadian securities administrators, filed on SEDAR.

This information speaks only as of the date of this MD&A. The Corporation undertakes no obligation to revise or update forward-looking information after the date of this document, nor to make revisions to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws or the policies of the TSX-V exchange.

THE CORPORATION

Industria Metals Inc. ("Industria" or "the Corporation") was incorporated under the Business Corporations Act (British Columbia) on June 16, 2017. The Corporation is a reporting issuer in British Columbia, and Alberta, but does not trade on a stock exchange.

The Corporation's current business is acquiring and exploring mineral properties.

RECENT EVENTS

Financing activities

During the year ended December 31, 2018, the Company issued 14,161,640 common shares for total proceeds of $250,916, and received subscriptions for a future private placement of $20,000.

During the period ended June 30, 2019, the Company collected $40,000 in relation to share subscriptions for a private placement that has not closed at the date of these condensed interim financial statements.

SUMMARY OF QUARTERLY RESULTS

The Corporation was incorporated under the Business Corporations Act (British Columbia) on June 16, 2017, and its principal business activity is searching for a project to acquire, while complying with the requirements of being a public company.

Quarter ended		**30-Jun-19**		**31-Mar-19**		**31-Dec-18**		**30-Sep-18**
Revenue [1]		-		-		-		-
Loss for the quarter	$	(13,615)	$	(36,204)	$	(69,867)	$	(30,477)
Loss per share	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.00)
Quarter ended		**30-Jun-18**		**31-Mar-18**		**31-Dec-17**		**30-Sep-17**
Revenue [1]		-		-		-		-
Loss for the quarter	$	(8,757)	$	(9,966)	$	(7,768)	$	(58,811)
Loss per share	$	(0.00)	$	(0.00)	$	(0.00)	$	(0.00)

[1] this being a Corporation without operations or investments, there are no revenues from operations or investments;

Loss for the quarter ended June 30, 2019

Losses of $13,615 in the three months ended June 30, 2019 (“Q219”) increased from losses of $8,757 in the three months ended (“Q218”), primarily resulting from increased audit fees, as the 2018 year-end audit was more substantive than the prior year audit as a result of the increased business operations resulting from the property option agreements entered into during Q418, resulting in higher audit fees. Losses for Q318 through Q119 are also higher than losses for Q417 through Q218 due primarily to property investigation costs in relation to the property option agreement entered into in Q418. Losses for each three-month period from Q417 through Q218 are comparable, and represented the approximate steady-state operational costs of the Corporation, prior to increasing the business activities related to the property acquisition in Q418. In the quarter ended September 30, 2017, the largest cost was for legal expenses at $45,000. These costs were incurred in order to establish the Corporation and draft and enact the plan of arrangement.

Loss for the six months ended June 30, 2019

Losses of $49,819 in the six months ended June 30, 2019 (“H1-19”) represent the approximate steady-state operational costs of the Corporation, and are comparable to losses of $100,344 for the six month period ended December 31, 2018 after removing property investigation costs related to the property option agreement of $52,715, leaving adjusted losses of $47,629. Losses incurred for the period ended (“H1-18”) are lower than losses in H1-19 due primarily to property investigation, consulting, and increased accounting costs in relation to the property option agreement entered into in Q418.

Cash flows for the six months ended June 30, 2019

During the six-months ended June 30, 2019, the Corporation received $40,000 cash in share subscriptions for a private placement that has yet to close. Operating activities offset financing activities using $64,483 in cash, for a total decrease in cash during the period of $24,483. During the six months ended June 30, 2018, the Corporation’s operating activities were cashflow neutral, as the Corporation did not have cash to pay its payables. Any expenses caused an increase in payables. A small amount of cash was raised through the sale of common shares, and was used to reduce payables.

LIQUIDITY AND CAPITAL RESOURCES

The Corporation had a working capital[1] deficit of $91,185 as of June 30, 2019 (December 31, 2018: deficit of $81,150). The Corporation does not have revenues from operations, and relies on outside funding for its continuing financial liquidity. The Corporation will need additional financing in order to continue operations.

Management cautions that the Corporation’s ability to raise additional funding is not certain. Additional funds will be required in order to pursue the Corporation’s current business plans. An inability to raise additional funds would adversely impact the future assessment of the Corporation as a going concern.

CHANGES IN ACCOUNTING POLICIES

Accounting policies used in the period are as set out in the Corporation’s audited annual financial statements for the year ended December 31, 2018, with the adoption of updated policies to comply with evolving International Financial Reporting Standards, which are described in note 2 of the condensed interim financial statements for the period ended June 30, 2019.

[1] Working capital, a non-GAAP-measure is defined as current assets net of current liabilities.

FINANCIAL INSTRUMENTS

The Corporation's financial instruments consist of cash, receivables, accounts payable and accrued liabilities. It is management's opinion that the Corporation is not exposed to significant interest risk arising from the financial instruments. The Corporation is exposed to credit risk in relation to the receivables balances, however, most receivables are in relation to sales tax due from the Canadian government. Credit risk is managed for receivables by seeking prompt payment, monitoring the age of receivables, and making follow up inquiries when receivables are not paid in a timely manner. The Corporation does not engage in any hedging activities. Financial instruments do not generally expose the Corporation to risk that is significant enough to warrant reducing via purchasing specific insurance or offsetting financial instruments. Further discussion of these risks is presented in note 3 of the Corporation's condensed interim financial statements, for the period ended June 30, 2019.

RELATED PARTY TRANSACTIONS

Key management compensation

Key management personnel at the Corporation are the directors and officers of the Corporation. The remuneration of key management personnel during the periods is as follows:

		Period ended June 30 2019		**Period ended June 30 2018**
Director remuneration[1]	$	10,730	$	-
Officer remuneration[1]	$	10,800	$	12,000
Share-based payments	$	-	$	-

1 Remuneration consists exclusively of salaries, bonuses, health benefits if applicable and consulting fees for key management personnel.

Other than the amounts disclosed above, there were no short-term employee benefits or share-based payments granted to key management personnel during the period ended June 30, 2019.

Included in accounting and corporate secretarial fees is $20,432 (period ended June 30, 2018 - $12,000) charged by Anacott, a corporation with common directors or officers, $10,800 of which related to the provision of key management services.

Included in consulting and property exploration expenses is $10,730 (period ended June 30, 2018 - $nil) incurred by a director.

Accounts payable and accrued liabilities

Included in due to related party at June 30, 2019 is $75,315 (December 31, 2018 - $68,036) due to Anacott. These amounts relate primarily to the costs of incorporation and the plan of arrangement, as well as the provision of key management services as described above. These amounts are non-interest bearing and due on demand.

The remaining balances in due to related party are salary and property exploration expenses due to a director of $6,016 (December 31, 2018 - $nil) for fees paid on behalf of the Company, expense reimbursements due to the Chief Financial Officer of $nil (December 31, 2019 - $2,075) and filing expenses of $1,868 (December 31, 2018 - $nil) due to Skeena Resources Limited for fees paid on behalf of the Company.

RISK FACTORS AND MANAGEMENT'S RESPONSIBILITY OVER FINANCIAL REPORTING

Risk Factors

Early-stage entities face a variety of risks and, while unable to eliminate all of them, the Corporation aims to manage and reduce such risks as much as possible. The Corporation's ability to mitigate risk, without any cash at its disposal, is, however, extremely limited.

Selecting investments is a competitive process. The Corporation seeks to maintain an appropriate balance by carefully considering risks to ensure an investment's level of risk is commensurate with the Corporation's assessment of the project's potential.

The Corporation has a limited history of existence. There can be no assurance that it will be successful in its quest to locate and explore a profitable mineral property. Equity or debt financing will be required to complete the implementation of its business plan. There can be no assurance that the Corporation will be able to obtain adequate financing to continue. **The securities of the Corporation should be considered a highly speculative investment**.

The following risk factors should be given special consideration when evaluating an investment in any of the Corporation's securities:

a) the Corporation has had no profitable business activity;

b) the Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends in the foreseeable future;

c) the Corporation has only limited funds with which to continue supporting operations, or alternatively with which to identify and evaluate other potential opportunities and there can be no assurance that the Corporation will be able to realize either of these goals;

d) the business or project may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;

e) there can be no assurance that an active and liquid market for the common shares will develop and an investor may find it difficult to resell its common shares; and

f) if the Corporation fails to complete the acquisition of a suitable business or project, an interim cease trade order may be issued against the Corporation's securities by an applicable securities commission.

OFF BALANCE SHEET ARRANGEMENTS

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

OUTSTANDING COMMON SHARE DATA

The following section updates the outstanding common share information provided in the unaudited condensed interim financial statements for the period ended June 30, 2019.

Common Shares:

Shares outstanding at June 30, 2019 and August 28, 2019	19,210,747