NEW POINT EXPLORATION CORP.
Management Discussion and Analysis
For the year ended June 30, 2018

This Management's Discussion and Analysis ("MD&A") of New Point Exploration Corp. (the "Company" or "New Point") provides information that management believes is relevant to the assessment and understanding of the Company's results of operations and financial condition for the year ended June 30, 2018. This MD&A supplements the audited consolidated financial statements of the Company and the notes thereto for the year ended June 30, 2018, which were prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A should be read in conjunction with the Company's audited consolidated financial statements and corresponding notes for the fiscal year ended June 30, 2018 and related MD&A. This MD&A is prepared as of October 29, 2018.

Except as otherwise disclosed, all dollar figures included herein are quoted in Canadian dollars. The following discussion and analysis provides information that management believes is relevant to the assessment and understanding of the Company's results of operations and financial condition. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

FORWARD-LOOKING INFORMATION

This discussion contains "forward-looking statements" that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

This MD&A may contain forward-looking statements that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein.

Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. 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.

COMPANY OVERVIEW

New Point was incorporated on March 10, 2017 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 700 – 838 W Hasting Street, Vancouver BC V6C 0A6, British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at June 30, 2018, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset 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 property or realizing proceeds from its 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.

HIGHLIGHTS

During the year ended June 30, 2018

- On December 19, 2017, the Company completed its initial public offering (the "IPO") of 3,500,000 common shares in its capital for gross proceeds of $350,000. In connection with the IPO, the Company granted 350,000 agent's warrants with an exercise price of $0.10. The agent's warrants are exercisable on or before December 19, 2019.

- The Company's shares were approved for listing on the Canadian Securities Exchange on December 19, 2017 and began trading on December 20, 2017 under the symbol "NP".

- On February 22, 2018, the Company entered into a property option agreement under which the Company was granted the option to acquire a 100% interest in the Cobalt property located in Newfoundland. Under the agreement, the Company has the exclusive right and option to acquire a 100% interest in three mineral licences encompassing 15 mineral claims, which comprise the Cobalt property. The property is subject to an existing 2% net smelter returns royalty.

- On March 2, 2018, Robert Coltura resigned as President and Chief Executive Officer, but remained a director, and Mark Lotz resigned as Chief Financial Officer and also resigned as a director. Subsequently, Messrs. Coltura and Lotz positions were filed by Bryn Gardener-Evans and Norman Wareham.

- On March 2, 2018, the Company amended the terms of its stock option plan to increase the maximum number of shares which may be issuable pursuant to stock options granted under the plan from 10% of the Company's issued share capital on the date on which an option is granted under the plan to 25% (on a non-diluted basis).

- On March 2, 2018, the Company granted 1,600,000 stock options to certain directors, officers and consultants of the Company to purchase common shares in the capital stock of the Company. The options are exercisable on or before March 1, 2020 at a price of $0.265 per share.

- On April 10, 2018, the Company closed a non-brokered private placement consisting of 3,334,000 common shares at $0.15 per share for gross proceeds of $500,100. In connection with the non-brokered private placement, the Company paid finders' fees which consisted of a cash commission equal to 8% of the gross proceeds, and a two year finders' warrants with an exercise price $0.15 equal to 8% of the number of securities issued to subscribers introduced to the Company by the finders. The warrants are exercisable until April 10, 2020.

- On May 16, 2018, the Company received a listing on the Frankfurt exchange under the symbol "4NP".

- On May 17, 2018, the Company appointed Eric Saderholm to the board of directors.

- On May 10, 2018, the Company closed a share purchase agreement with Goldhat Resources Inc. ("Goldhat") and its shareholders, pursuant to which the Company acquired Goldhat Resources Inc. and its U.S. subsidiary. Goldhat, through its subsidiary, holds a long term, exclusive lease of certain unpatented mining claims known as the "Empire Lithium Property". The Company issued 2.1 million common shares to the Goldhat Resources Inc. shareholders for the acquisition.

- On May 28, 2018, the Company entered into an Exploration Lease and Option to Purchase Agreement with Majuba Hill LLC, a Nevada limited liability company, for the Majuba Hill Copper Project.

- On June 18, 2018, the Company appointed E.L. Hunsaker to the Board of Advisors. The Company granted 200,000 options at a price of $0.345 to E.L. Hunsaker in conjunction with the appointment. The options, which immediately vest, have a five-year term from the date of the grant.

- On June 29, 2018 the Company entered into a investor relations consulting agreement with Koi Communications ,which is valid for a six-month term, with a contract price of $125,000 payable in shares.

Subsequent Events after June 30, 2018:

- On July 6, 2018, the Company closed a non-brokered private placement of 6,673,000 units at a price of $0.25 of which $618,280 were received during the year ended June 30, 2018. Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a “Warrant”). Each Warrant will entitle the holder to acquire one common share of the Company at a price of $0.35 at any time prior to July 6, 2019. In connection with the private placement, the Company paid $12,000 and issue 48,000 finders warrants priced at $0.35 as share issue costs.

  In connection with this private placement, the Company issued 6,673,000 compensation warrants to all participants. The warrants are exercisable into common shares at $0.085 per share and are valid for 2 years from issuance.

- On July 25, 2018, the Company optioned a land package that lies contiguous to the Moosehead Gold Project in Newfoundland, Canada. The newly optioned property is 2.5km long by 1.5km wide, adjacent on the northwest side to Sokoman Iron Corp.’s Moosehead Property boundary.

- On July 30, 2018, the Company appointed Mr. Clive H. Massey as the member of the Board.

- On August 1, 2018, the Company acquired the Moosehead Gold Project located close to the town of Grand Falls-Windsor in North-Central Newfoundland. In addition, the Company also acquired claims on Thwart Island in St. John’s Bay. On August 17, 2018, in connection with the acquisition of the Moosehead Gold Project the Company issued 650,000 common shares.

- On August 2, 2018 the Company entered into a consulting agreement with Transcend Capital Inc. which is valid for a thirteen-month term. The consulting services contracted for consists of financial analysis and advice. The Company issued 2,500,000 common shares on August 17, 2018 as full payment for the services.

- On August 8, 2018, Norman Wareham resigned as the Company’s CFO and director.

- On August 8, 2018, Eric Saderholm resigned as the Company’s director.

- On August 9, 2018, the Company closed a non-brokered private placement of 37,208,000 units at a price of $0.125 for gross proceeds of $4,651,000. Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a “Warrant”). Each Warrant will entitle the holder to acquire one common share of the Company at a price of $0.13 at any time prior to February 9, 2019.

- On August 17, 2018, the Company retained Link Media LLC with a contract price of US$150,000 (paid subsequent to June 30, 2018) to further build awareness and provide communications and market awareness services aimed at maintaining and building the profile of New Point among existing and potential shareholders.

- On August 22, 2018, Clive Massey and James Hyland resigned as the directors of the Company.

- On September 11, 2018, the Company appointed Mr. John Ryan and Mr. David Greenway as directors of the Company. Mr. Ryan will serve as a non-executive, independent member of the New Point board and member of the Audit Committee, effective immediately. Mr. Greenway will also serve as interim CFO, effective immediately.

- On August 17, 2018, the Company issued 6,673,000 compensation warrants to all participants in the $0.25 unit private placement which was closed on July 6, 2018. The warrants are exercisable into common shares at $0.085 per share and are valid for 2 years from issuance.

- Subsequent to June 30, 2018, the Company made the following cash payaments for investor relation, and marketing and consulting service agreements. The payments were made pursuant to agreements described in Note 11 and agreements with the following vendors entered into subsequent to June 30, 2018:

Vendor		Annual fee
1153307 BC Ltd.	$	490,000
727 Capital		300,000
Awareness Consulting Network		USD 42,000
Bertho Holdings		150,000
IOX Capital		300,000
Kendl Capital		400,000
Link Media, LLC		USD 150,000
Petona Capital		105,000
Viral Stocks		315,000

EXPLORATION AND EVALUATION ASSET

	Columbia Shear	Cobalt Property	Empire Lithium Property	Majuba Hill Copper	Total
Acquisition costs					
During the period ended June 30, 2017					
- Cash	$ 5,000	$ -	$ -	$ -	**$ 5,000**
Balance as of June 30, 2017	**5,000**	**-**	**-**	**-**	**5,000**
During the year ended June 30, 2018					
- Cash	-	5,000	-	97,262	**102,262**
- Common shares	10,000	162,000	609,000	-	**781,000**
- Write-off of exploration and evaluation asset	(15,000)	-	-	-	**(15,000)**
Balance as of June 30, 2018	**$ -**	**$ 167,000**	**$ 609,000**	**$ 92,762**	**$ 873,262**
Deferred exploration costs					
During the period ended June 30, 2017					
- Exploration expenditures	$ 65,000	**-**	**-**	**-**	**$ 65,000**
Balance as of June 30, 2017	**65,000**	**-**	**-**	**-**	**65,000**
During the year ended June 30, 2018					
- Exploration expenditures	107,750	-	-	50,247	**157,997**
- Write-off of exploration and evaluation asset	(172,750)	-	-	-	**(172,750)**
Balance as of June 30, 2018	**$ -**	**$ -**	**$ -**	**$ 50,247**	**$ 50,247**
TOTAL					
Balance as of June 30, 2017	**$ 70,000**	**$ -**	**$ -**	**$ -**	**$ 70,000**
Balance as of June 30, 2018	**$ -**	**$ 167,000**	**$ 609,000**	**$ 147,509**	**$ 923,509**

Columbia Sheer Property

Pursuant to an option agreement (the "Agreement") dated March 21, 2017, with Rich River Exploration Ltd. and Craig A. Lynes, collectively the "Optionors", the Company was granted an option to acquire a 100% undivided interest in the Columbia Shear Property (the "Property") located near Cowichan Lake, in the Alberni Mining Division in British Columbia.

In accordance with the Agreement, the Company has the option to acquire a 100% undivided interest in the Property by issuing a total of 600,000 common shares of the Company to the Optionors, making cash payments totaling $105,000, and incurring a total of $400,000 in exploration expenditures as follows:

	Common Shares	Cash	Exploration Expenditures
	#	$	$
Upon execution of the Agreement (paid)	-	5,000	-
Upon listing of the Company's common shares on a Canadian Stock Exchange (the "Listing") (issued)	100,000	-	-
On or before the first anniversary of the Listing	100,000	-	-
On or before the second anniversary of the Listing	100,000	20,000	100,000
On or before the third anniversary of the Listing	100,000	30,000	100,000
On or before the fourth anniversary of the Listing	200,000	50,000	200,000
Total	**600,000**	**105,000**	**400,000**

The Optionors will retain a 3% Net Smelter Returns royalty on the Property. The Company has the right to purchase the first 1% of the royalty for $750,000 and the remaining 2% for $1,000,000 at any time prior to the commencement of commercial production.

During the year ended June 30, 2018, the Company abandoned its interest in the Property and as a result, the Company wrote off its previously capitalized costs of $187,750 related to the Property.

Cobalt Property

The Company entered into an option agreement dated February 22, 2018, to acquire a 100% interest in three licences and 15 mineral claims located in the province of Newfoundland Labrador, subject to a 2% net smelter royalty. The Company has paid $5,000 and issued 500,000 shares and has agreed to issue a further 500,000 shares on or before the first anniversary date of the agreement. The Company has also issued 100,000 shares as a finders' fee on the acquisition.

Empire Lithium Property

On May 10, 2018, the Company completed its acquisition (the "Acquisition") of Goldhat Resources Inc. ("Goldhat") and Goldhat Mineral Holdings (US) Ltd. ("Goldhat Subsidiary"), a U.S. subsidiary of Goldhat, which holds a long term, exclusive lease of certain unpatented mining claims known as the "Empire Lithium Property".

The Empire Lithium Property is located in the San Emidio Desert, Nevada

Under the long-term lease, Goldhat US will be responsible for annual lease payments of US$15,000 beginning in in year one and increasing to US$50,000 per annum after the 10th anniversary. Mineral products from the Empire Lithium Property are subject to 2% net smelter return, which may be purchased for US$1,000,000, and a further 1% net smelter return that may not be purchased. There is also a two-year work commitment under the lease of US$75,000 per year

Majuba Hill Copper Project

On May 28, 2018 (the "Effective Date"), the Company entered into an Exploration Lease and Option to Purchase Agreement with Majuba Hill LLC, a Nevada limited liability company (the "Owner"), for the Majuba Hill Copper Project in Nevada, USA. The Owner has granted to the Company the exclusive option and right to acquire ownership of the property (the "Option") for the final purchase price of USD$4,000,000 due on or before May 28, 2028 and a series of minimum payments ("Minimum Payments").

In accordance with the agreement, the Company has to pay the following Minimum Payments to the Owner:

	Common Shares		Cash	
	#		US$	
Upon execution of the Agreement	250,000	(1)	50,000	(Paid)
First anniversary of the Agreement	250,000		50,000	
Second anniversary of the Agreement	250,000		75,000	
Third anniversary of the Agreement	250,000		100,000	
Fourth anniversary and each subsequent anniversary of the Agreement	-		125,000	

1) 250,000 common shares have not been issued as at June 30, 2018. The Company is in the process of issuing the commons shares to the Owner.

In addition, the Company paid to the Owner the sum of $33,298 (US$25,706) as reimbursement for costs incurred to locate certain of the unpatented mining claims included in the Majuba Hill Copper Project.

In addition, the Company shall fund operations of Majuba Hill Copper Project as follows:

Lease Year	Expenditure Amount
On or before First anniversary of the Agreement	US$ 100,000
On or before Second anniversary of the Agreement	US$ 350,000

The Company will also pay to the Owner a production royalty (the "Royalty") based on the Net Smelter Returns from the production and sale of Minerals from the Property. The Royalty percentage rate applicable to the production of Precious Metals is three percent (3%). The Royalty percentage rate applicable to the production of Minerals, other than Precious Metals, is one percent (1%).

SELECTED ANNUAL INFORMATION

	For the year ended		
	June 30, 2018	June 30, 2017	June 30, 2016
Finance income	$ -	$ -	N/A
Net loss	2,577,992	50,900	N/A
Basic and diluted loss per share	$ 0.24	$ 0.01	N/A

As at:	June 30, 2018	June 30, 2017	June 30, 2016
Balance Sheet Data			
Cash and cash equivalents	$ 342,072	$ 73,100	N/A
Exploration and evaluation assets	923,509	70,000	N/A
Total assets	1,276,909	159,407	N/A

RESULTS OF OPERATIONS

Three months ended June 30, 2018 compared with Three months ended June 30, 2017

The Company is in the exploration stage and has no revenue from operations. The Company was incorporated on March 10, 2017 and therefore the comparable periods for comparison in this MD&A for 2017 refer to the period of March 10, 2017 through June 30, 2017.

During the three months ended June 30, 2018, the Company recorded a net loss of $2,136,174, an increase of $2,085,286 over the net loss of $50,888 recorded for the three months ended June 30, 2017.

During the three months ended June 30, 2018, the Company incurred the following expenditures:

- Consulting fees of $783,329 (June 30, 2017 – $nil);
- Investor relations of $605,246 (June 30, 2017 – $nil);
- Professional fees of $194,479 (June 30, 2017 – $3,193); and
- Share-based payments of $236,679 (June 30, 2017 – $30,000).

The increase in operating expenses is primarily the result of the increase in business activities during the three months June 30, 2018 compared to the three months ended June 30, 2017.

During the three months ended June 30, 2018, the Company abandoned its interest in the Columbia Sheer Property and as a result, the Company wrote off its previously capitalized costs of $187,750 related to the Columbia Sheer Property.

Year ended June 30, 2018 compared with Year ended June 30, 2017

During the year ended June 30, 2018, the Company recorded a net loss of $2,577,992, an increase of $2,527,092 , compared to the net loss of $50,900 recorded for the year ended June 30, 2017.

During the year ended June 30, 2018, the Company incurred the following expenditures:

- Consulting fees of $854,400 (June 30, 2017 – $nil);
- Investor relations of $637,496 (June 30, 2017 – $nil);
- Professional fees of $244,734 (June 30, 2017 – $3,193); and
- Share-based payments of $465,483 (June 30, 2017 – $30,000).

The increase in operating expenses is primarily the result of the increase in business activities during the year ended June 30, 2018 compared to the twelve month period ended June 30, 2017.

During the year ended June 30, 2018, the Company abandoned its interest in the Columbia Sheer Property and as a result, the Company wrote off its previously capitalized costs of $187,750 related to the Columbia Sheer Property.

SUMMARY OF QUARTERLY RESULTS

	Three months ended			
	June 30, 2018	**March 31, 2018**	**December 31, 2017**	**September 30, 2017**
Operating costs	$ 1,948,424	$ 441,818	$ 98,200	$ 171,793
Net loss	2,136,174	441,818	98,200	171,793
Basic and diluted loss per share	$ 0.16	$ 0.05	$ 0.01	$ 0.01

	Three months ended			
	June 30, 2017	**March 31, 2017**	**December 31, 2016**	**September 30, 2016**
Operating costs	$ 50,888	$ 12	N/A	N/A
Net loss	50,888	12	N/A	N/A
Basic and diluted loss per share	$ 0.01	$ -	N/A	N/A

LIQUIDITY AND CAPITAL RESOURCES

The Company's activities have been funded through equity financings and the Company expects it will continue to be able to utilize this source of financing until it develops cash flow from future operations.

There can be no assurances the Company will be successful in its endeavors. If such funds are not available or other sources of finance cannot be obtained, then the Company will be forced to curtail its activities to a level for which funding is available or can be obtained.

As at June 30, 2018 the Company had cash and cash equivalents of $342,072 compared to June 30, 2017 cash balance of $ 73,100. During the year ended June 30, 2018, the Company completed the following equity financings:

- The Company issued 3,500,000 common shares pursuant to a prospectus offering at $0.10 per share.
- The Company issued 3,334,000 common shares at a price of $0.15 per share for gross proceeds of $500,100.

In addition, during the year ended June 30, 2018, 460,000 options were exercised for proceeds of $75,100.

During the year ended June 30, 2018, the Company incurred the following significant expenses:

- Consulting fees of $854,400;
- Investor relations of $637,496; and
- Professional fees of $244,734.

The Company has not pledged any of its assets as security for debt financings and is not subject to any debt covenants. As of June 30, 2018, the financial assets of the Company compared to the significant property obligations and other expenses the Company has committed to indicates the existence of a material uncertainty of the Company's ability to continue as a going concern.

OUTSTANDING SHARE DATA

At June 30, 2018, the Company had 18,894,100 common shares issued and outstanding.

Common Shares

<u>For the year ended June 30, 2018, the Company had the following share capital transactions:</u>

- The Company issued 3,500,000 common shares pursuant to a prospectus offering at $0.10 per share.
- The Company issued 100,000 common shares with a fair value of $10,000 for the Columbia Shear Project.
- The Company issued 600,000 common shares with a fair value of $162,000 for the Cobalt Property.
- The Company issued 3,334,000 common shares at a price of $0.15 per share for gross proceeds of $500,100.
- The Company issued 1,100,000 common shares with a fair value of $319,000 as a signing bonus to a consultant for a six-month contract.
- The Company issued 2,100,000 common shares with a fair value of $609,000 for the Empire Lithium Property.
- 460,000 options were exercised for proceeds of $75,100.

Warrants

On December 19, 2017, the Company issued 350,000 agent warrants related to the initial public offerings. The agent warrants are exercisable at $0.10 per share and expire on December 19, 2019.

Options

During the year ended June 30, 2018, the Company adopted a Stock Option Plan (the "Plan"). Under the Plan, the Company can issue up to 10% of the issued and outstanding common shares as incentive stock options to directors, officers, employees and consultants to the Company. The Plan limits the number of stock options which may be granted to any one individual to not more than 5% of the total issued common shares of the Company in any 12-month period. The Plan also limits the stock options which may be granted to any one individual if the exercise would result in the issuance of common shares more than 2% in any 12-month period. The number of options granted to any one consultant or a person employed to provide investor relations activities in any 12-month period must not exceed 2% of the total issued common shares of the Company. As well, stock options granted under the Plan may be subject to vesting provisions as determined by the Board of Directors.

During the year ended June 30, 2018, the Company granted 3,130,000 stock options to the Company's directors and officers, of which 460,000 were exercised.

<u>Subsequent to June 30, 2018:</u>

- On July 6, 2018, the Company closed a non-brokered private placement of 6,673,000 units at a price of $0.25 of which $618,280 were received during the year ended June 30, 2018. Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant will entitle the holder to acquire one common share of the Company at a price of $0.35 at any time prior to July 6, 2019. In connection with the private placement, the Company paid $12,000 and issue 48,000 finders warrants priced at $0.35 as share issue costs.

  In connection with this private placement, the Company issued 6,673,000 compensation warrants to all participants. The warrants are exercisable into common shares at $0.085 per share and are valid for 2 years from issuance.

- On August 9, 2018, the Company closed a non-brokered private placement of 37,208,000 units at a price of $0.125 for gross proceeds of $4,651,000. Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant will entitle the holder to acquire one common share of the Company at a price of $0.13 at any time prior to February 9, 2019.

- On August 17, 2018, the Company issued 650,000 common shares for the Moosehead Gold Project.

- On August 17, 2018, the Company issued 2,500,000 common shares with fair value of $137,500 to Transcend Capital Inc. for a thirteen-month consulting contract.

As at the date of this MD&A, the Company had:

- 65,925,000 common shares issued and outstanding;
- 25,627,000 warrants with exercise prices ranging from $0.085 to $0.35 per warrant outstanding; and
- 2,670,000 stock options with exercise prices ranging from $0.10 to $0.345 per option outstanding.

TRANSACTIONS WITH RELATED PARTIES

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer and Chief Financial Officer. The Company incurred the following key management personnel costs which are considered related party transactions:

	Year ended June 30, 2018	**For the period from incorporation to June 30, 2017**
	$	$
Management and consulting fees	103,450	–
Share-based payments	157,677	–
Total	261,127	–

During the year ended June 30, 2018, the Company incurred $18,650 in share-based payments and $12,554 in investor relation fees from certain directors of the Company.

OFF-BALANCE SHEET ARRANGEMENT

The Company has no off-balance sheet arrangements.

CONTRACTUAL OBLIGATIONS

As at June 30, 2018, the Company is obligated under various leases and earn-in agreements related to its exploration and evaluation assets. These obligations are more fully described in Note 6 of the consolidated financial statements for the year ended June 30, 2018.

PROPOSED TRANSACTIONS

No disclosure necessary.

SUBSEQUENT EVENTS

Subsequent to June 30, 2018:

- On July 6, 2018, the Company closed a non-brokered private placement of 6,673,000 units at a price of $0.25 of which $618,280 were received during the year ended June 30, 2018. Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant will entitle the holder to acquire one common share of the Company at a price of $0.35 at any time prior to July 6, 2019. In connection with the private placement, the Company paid $12,000 and issue 48,000 finders warrants priced at $0.35 as share issue costs.

  In connection with this private placement, the Company issued 6,673,000 compensation warrants to all participants. The warrants are exercisable into common shares at $0.085 per share and are valid for 2 years from issuance.

- On August 1, 2018, the Company acquired the Moosehead Gold Project located close to the town of Grand Falls-Windsor in North-Central Newfoundland. In addition, the Company also acquired claims on Thwart Island in St. John's Bay. On August 17, 2018, in connection with the acquisition of the Moosehead Gold Project the Company issued 650,000 common shares.

- On August 2, 2018 the Company entered into a consulting agreement with Transcend Capital Inc. which is valid for a thirteen-month term. The consulting services contracted for consists of financial analysis and advice. The Company issued 2,500,000 common shares on August 17, 2018 as full payment for the services

- On August 9, 2018, the Company closed a non-brokered private placement of 37,208,000 units at a price of $0.125 for gross proceeds of $4,651,000. Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant will entitle the holder to acquire one common share of the Company at a price of $0.13 at any time prior to February 9, 2019.

- Subsequent to June 30, 2018, the Company made the following cash payments for investor relation, and marketing and consulting service agreements. The payments were made pursuant to agreements described in Note 11 and agreements with the following vendors entered into subsequent to June 30, 2018:

Vendor		**Annual fee**
1153307 BC Ltd.	$	490,000
727 Capital		300,000
Awareness Consulting Network		USD 42,000
Bertho Holdings		150,000
IOX Capital		300,000
Kendl Capital		400,000
Link Media, LLC		USD 150,000
Petona Capital		105,000
Viral Stocks		315,000

NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2018. Updates which are not applicable or are not consequential to the Company have been excluded thereof. The following have not yet been adopted in these consolidated financial statements:

- IFRS 9 – New standard that replaced IAS 39 for classification and measurement, effective for annual periods beginning on or after January 1, 2018. The Company has performed a preliminary analysis and expects no material impact from adopting this standard.

- IFRS 15 – New standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers, effective for annual periods beginning on or after January 1, 2018. The Company has performed a preliminary analysis and expects no material impact from adopting this standard.

- IFRS 16 – Leases: New standard to establish 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 is currently evaluating the impact of this standard.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in note 10 of our consolidated financial statements for the year ended June 30, 2018. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the consolidated financial statements for the year ended June 30, 2018.

RISKS AND UNCERTAINTIES

As the Company has not commenced principal operations, historical revenue and expenditure trends are not indicative of future activity. The Company has committed to certain work expenditures on the Property and may enter into future agreements. The ability of the Company to fund its future operations and commitments is dependent on its ability to obtain additional financing.

Risks of the Company's business include the following:

Permits and Licenses

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

Dependence on Exploration-Stage Properties

The Company's current efforts are focused primarily on exploration stage properties. The current projects may not develop into a commercially viable ore body, which would have a material adverse effect on the Company's potential mineral resource production, profitability, financial performance and results of operations.

Estimates of Mineral Resources & Reserves and Production Risks

The mineral resource and reserve estimates included in this MD&A are estimates based on a number of assumptions, including those stated herein, and any adverse change to those assumptions could require the Company to lower its mineral resource estimate. Until a deposit is actually mined and processed, the quantity and grades of mineral resources must be considered as estimates only. Valid estimates made at a given time may significantly change when new information becomes available. In addition, the quantity and/or economic viability of mineral resources may vary depending on, among other things, metal prices, grades, production costs, stripping ratios, recovery rates, permit regulations and other legal requirements, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. Any material changes in the quantity of mineral resources, grade or stripping ratio may affect the economic viability of the Company's properties. No assurance can be given that any particular level of recovery of minerals will in fact be realized or that an identified resource will ever qualify as a commercially mineable (or viable) deposit that can be legally and economically exploited. There can also be no assurance that any discoveries of new reserves will be made. Any material reductions in estimates of mineral resources could have a material adverse effect on the Company's results of operations and financial condition.

Mining Industry

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

Whether a mineral deposit will be commercially viable depends on many factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration and development of ore, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to life or property, environmental damage and possible legal liability. The Company's mineral exploration activities are directed towards the search, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercial quantities of ore. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have, for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Government Regulation

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, taxes, labour standards, toxic substances and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations governing operations and exploration activities, no assurance can be given that new rules and regulations, amendments to current laws and regulations or more stringent implementation thereof could have a substantial adverse impact on the Company's activities.

Environmental Risks and Hazards

All phases of the Company's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which it operates. 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. There is no assurance that future changes in environmental regulations, laws and permits, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present, which have been caused by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability.

Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, 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.

Commodity Prices

The profitability of mining operations is significantly affected by changes in the market price of gold and other minerals. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of gold and other minerals has fluctuated widely in recent years, and future serious price declines could cause commercial production to be impracticable.

Uninsured Risks

The Company carries insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain directors of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Reliance on Others and Key Personnel

The success of the Company will be largely dependent upon the performance of its management and key employees, as well as the talents of its outside consultants and suppliers. The Company may not have any "key man" insurance policies, and therefore there is a risk that the death or departure of any one or more members of management or any key employee could have a material adverse effect on the Company. The Company also faces intense competition for qualified personnel and there can be no assurance that the Company will be able to attract and retain the employees, personnel and/or consultants necessary to successfully carry out its activities.

Ongoing Need for Financing

It is intended that the Company will continue to make investments to support business growth and may require additional funds to respond to business challenges. Accordingly, the Company may need to engage in equity or debt financings to secure additional funds. If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of the Company's shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. In addition, additional financing may not be available on favourable terms, if at all. If the Company is unable to obtain adequate financing or financing on terms satisfactory to them, when they require it, their ability to continue to support business growth and to respond to business challenges could be significantly limited.

Limited operating history

The Company has a very limited operating history upon which an evaluation of its prospects can be based. The prospects must be evaluated with a view to the risks encountered by a business in an early stage of development. The Company has not been profitable and has incurred net operating losses during its recent operating history. The Company cannot guarantee it will ever be profitable, have a positive cash flow, or be able to continue in business.

Dividends

To date, the Company has not paid any dividends on its outstanding securities and the Company does not expect to do so in the foreseeable future. Any decision to pay dividends on Company's shares will be made by the Board of Directors.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's exploration and evaluation assets and costs is provided in the Company's audited consolidated financial statements for the year ended June 30, 2018 (note 6), which are available on SEDAR at ww.sedar.com.