

CROSS RIVER VENTURES CORP
Management Discussion and Analysis (“MD&A”)
for the year ended January 31, 2020

The following discussion and analysis of the operations, results, and financial position of Cross River Ventures Corp. (“the Company”) for the year ended January 31, 2020 should be read in conjunction with the Company’s audited financial statements for the year ended January 31, 2019. The effective date of this report is May 25, 2020. All figures are presented in Canadian dollars, unless otherwise indicated.

COMPANY OVERVIEW

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on April 11, 2017. The principal business of the Company is the identification, evaluation and acquisition of mineral properties, as well as exploration of mineral properties once acquired. The Company has an option to acquire a 100% interest in Tahsis Property (hereinafter, the “Tahsis Property” or the “Property”) located in British Columbia. The Company intends to complete an initial public offering (“IPO”) of its common shares, which is expected to close on or before July, 2020.

Since the date of inception until the date of this report, the Company has raised an aggregate of \$102,500 through the sale of its Common Shares.

On April 16, 2019, the Company consolidated its share capital and warrants on a one-new-for-two-old basis. All references to share capital and warrants presented in this MD&A have been restated to reflect the share consolidation.

On April 16, 2019 the Company issued 1,750,000 share purchase warrants. Each warrant entitles the holder to purchase one common share at \$0.10 per share until April 16, 2021 subject to certain acceleration provision.

During the year ended January 31, 2020, the Company received \$15,000 of promissory notes from various shareholders. The notes bear simple interest at a rate of 5% per annum, payable on maturity with a maturity date of October 1, 2022.

Subsequent to year-end, there was a global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and, specifically, the regional economies in which the Company operates. The pandemic could continue to have a negative impact on the stock market, including trading prices of the Company’s shares and its ability to raise new capital. These factors, amongst others, could have a significant impact on the Company’s operations.

MINERAL PROPERTY EXPLORATIONS

On December 6, 2017, the Company entered into an option agreement with Qualitas Holdings Corp. (“Qualitas”) to acquire a 100% interest in the Tahsis property located in British Columbia. As part of the agreement, the Company is required to make cash payments, issue common shares of the Company and make exploration expenditures according to the following schedule:

Date	Common Shares	Cash Payments	Exploration Expenditures
On execution of the	Nil	\$20,000 (paid)	Nil

Option Agreement			
On Canadian Securities Exchange Approval	150,000	Nil	Nil
First anniversary of the Approval Date	125,000	Nil	\$100,000
Second anniversary of the Approval Date	125,000	Nil	\$150,000
TOTAL	400,000	\$20,000	\$250,000

Qualitas will retain a 3% NSR in the property, of which up to 2% can be purchased by the Company for \$1,000,000 per 1% upon commercial production being achieved on the property.

Acquisition and Exploration Costs

Details of activities for the years ended January 31, 2020 and 2019 are as follows:

Tahsis property, BC, Canada	January 31, 2020		January 31, 2019	
Opening balance	\$	53,316	\$	20,000
Exploration expenditures:				
Geological and geophysical		23,093		32,916
Technical reporting		400		400
Total exploration expenditures		23,493		33,316
Ending Balance	\$	76,809	\$	53,316

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's most recent 8 quarterly results since its incorporation on April 11, 2017:

	Jan 31, 2020	Oct 31, 2019	Jul 31, 2019	Apr 30, 2019	Jan 31, 2019	Oct 31, 2018	Jul 31, 2018	Apr 30, 2018
Expenses	\$40,285	\$27,430	\$5	\$Nil	\$14,003	\$35,000	\$2,105	\$15,602
Loss for the period	\$40,285	\$27,430	\$5	\$Nil	\$14,003	\$35,000	\$2,105	\$15,602
Weighted average number of shares outstanding	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000	3,058,426
Loss per share	\$0.01	\$0.01	\$0.00	\$0.00	\$0.00	\$0.01	\$0.00	\$0.01
Exploration and evaluation assets - additions	\$1,703	\$21,790	-	-	\$33,316	-	-	-

The Company's operating losses are due to ongoing mineral exploration costs, filing fees and professional fees, such as legal, accounting and audit incurred during the process of managing the Company's operations and to ensure regulatory compliance and can vary from quarter to quarter based on planned exploration activities and resource constraints.

DISCLOSURE OF OUTSTANDING SHARE DATA

The following table summarizes maximum number of common shares outstanding as at January 31, 2020 and as of the date of this MD&A if all outstanding warrants were exercised to purchase common shares:

January 31, As of the date of

	2020	this MD&A
Common shares	3,500,000	3,500,000
Warrants to purchase common shares	1,750,000	1,750,000
	5,250,000	5,250,000

Escrow Shares

Pursuant to an escrow agreement dated March 21, 2018, 1,250,000 common shares were placed in escrow. 10% of the escrowed shares will be released from escrow upon completion of the IPO, and 15% of the shares are released from escrow every 6 months thereafter.

SELECTED ANNUAL INFORMATION

	Year ended Jan 31, 2020	Year ended Jan 31, 2019	Period from Incorporation to Jan 31, 2018
	\$	\$	\$
Revenue	Nil	Nil	Nil
General & Admin. Expenses	67,720	66,710	14,385
Net loss for the period	(67,720)	(66,710)	(14,385)
Loss per common share, basic and diluted	(0.02)	(0.02)	(0.04)
Weighted average number of common shares outstanding	3,500,000	3,392,328	389,830
Statement of Financial Position Data			
Current Assets	19,102	29,442	79,254
Exploration and Evaluation Assets	76,809	53,316	20,000
Total Assets	95,911	82,758	99,254
Current Liabilities	127,226	61,353	14,139
Working capital (deficit)	(108,124)	(31,911)	65,115
Shareholders' Equity (deficiency)	(46,315)	21,405	85,115

Dividends

There are no restrictions that could prevent the Company from paying dividends on its Shares. The Company has not paid any dividends on its Common Shares and it is not contemplated that the Company will pay any dividends in the immediate or foreseeable future. It is the Company's intention to use all available cash flow to finance further operations.

Result of Operations

During the year ended January 31, 2020 the Company recorded a net loss of \$67,720 compared to a net loss of \$66,710 during the year ended January 31, 2019.

The Company's net loss for the period ended January 31, 2020 can be attributed to bank charges of \$17, filing fees of \$9,759 and professional fees of \$57,944. The Company's net loss for the period ended January 31, 2019 can be attributed to bank charges of \$64, filing fees of \$14,682 and professional fees of \$51,964.

Transactions with Related Parties

There were no transactions with related parties during the years ended January 31, 2020 and 2019.

Additional Disclosure for Companies without Significant Revenue

The financial statements included herein provide a detailed breakdown of various expenses incurred by the Company. The Company's expenses are relatively basic, including accounting and audit fees, bank charges, and legal fees.

Liquidity and Capital Resources

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

As at January 31, 2020, the Company had working capital deficiency of \$108,124 (January 31, 2019 - \$31,911).

As at January 31, 2020, the Company had cash of \$802 (January 31, 2019 - \$15,325) available to meet short-term business requirements and liabilities of \$142,226 (January 31, 2019 - \$61,353). The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has \$15,000 long-term debt as of January 31, 2020.

The Company expects to have approximately \$291,670 following the Offering (net proceeds after Agent's commissions, Corporate Finance Fee and expenses).

The Company has no source of revenue, income or cash flow. It is wholly dependent upon raising monies through the sale of its Common Shares to finance its business operations. The Company will need \$100,000 to maintain its Property Option Agreement in good standing over the next 12 months. The Company also needs to have adequate working capital for Exchange listing purposes, being at least 12 months general and administrative expenses estimated at \$6,350 per month, for an annual total of

\$76,200. The Company will realize net proceeds from the Offering of \$291,670 which will be sufficient for all of the Company's minimum needs in the first 12 months following listing on the Exchange.

Thereafter, the Company may require additional funds to support its working capital requirements or for other purposes and may seek to raise additional funds through public or private equity funding, bank debt financing or from other sources. There can be no assurances that this capital will be available in amounts or on terms acceptable to the Company, or at all.

Subsequent Events

Promissory Notes

In the months of April and May, the Company received \$30,000 of promissory notes from various shareholders. The notes bear simple interest at a rate of 5% per annum, payable on maturity with a maturity date of April 20, 2021.

Corporate Directory

Head Office

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Legal Counsel

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Officers and Directors

John Fraser (CEO, CFO, Director)
Dan Placzek (Corporate Secretary, Director)
Perry Grunenberg (VP of Exploration)
Mike Sieb (Director)
Kosta Tsoutsis (Director)

Auditors

Crowe McKay LLP
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Members of the Audit Committee

Dan Placzek (Chair)
Mike Sieb
Kosta Tsoutsis

Transfer Agent

Odyssey Trust Company
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