SCOTTIE RESOURCES CORP.
(formerly Rotation Minerals Ltd.)
MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A")
for the six months ended February 28, 2019

INTRODUCTION

Scottie Resources Corp. ("Scottie" or "the Company") was incorporated on November 24, 2009 in the Province of British Columbia, Canada. On January 14, 2019, the Company changed its name from Rotation Minerals Ltd. to Scottie Resources Corp. In addition, the Company changed its trading symbol on the TSX Venture Exchange from "ROT" to "SCOT".

Scottie is an exploration stage company engaged in the acquisition, exploration and evaluation of mineral properties located in the "Golden Triangle" area of British Columbia, Canada. The area known as the Golden Triangle of British Columbia is among the world's most prolific mineralized districts, host to past and current mining operations including Johnny Mountain, Red Mountain, Snip Mine, Premier Mine, Golden Bear and Valley of the Kings. The Golden Triangle has reported mineral resources (past production and current resources) in total of 67 million oz of gold, 569 million oz of silver and 27 billion pounds of copper.

The Company's objective is to undertake mineral exploration on properties assessed to be of merit to define mineral resources, and to put plans in place in order that the properties may be put into operation in an economic and sustainable manner. Metals being targeted are precious metals with a focus on gold and silver. In the course of executing its business objectives, it is expected the Company will enter into various agreements specific to the mining industry, such as purchase or option agreements to acquire mineral claims and joint venture agreements.

This discussion and analysis of financial position, results of operations and cash flows of Scottie Resources Corp. for the six months ended February 28, 2019 includes information up to and including April 17, 2019 and should be read in conjunction with the Company's unaudited condensed interim financial statements for the six months ended February 28, 2019 and the Company's audited annual financial statements for the years ended August 31, 2018 and 2017. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All currency amounts are expressed in Canadian dollars.

The reader is encouraged to review the Company's statutory filings on www.sedar.com and to review other information about the Company on its website at www.scottieresources.com

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This MD&A includes certain forward-looking statements or information. All statements other than statements of historical fact included in this MD&A including statements relating to the potential mineralization or geological merits of the Company's mineral properties and the future plans, objectives or expectations of the Company are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include among other things, statements regarding future commodity pricing, estimation of mineral reserves and resources, timing and amounts of estimated exploration expenditures and capital expenditures, costs and timing of the exploration and development of new deposits, success of exploration activities, permitting time lines, future currency exchange rates, requirements for additional capital, government regulation of mining operations, environmental risks, anticipated reclamation expenses, timing and possible outcome of pending litigation, timing and expected completion of property acquisitions or dispositions, and title disputes. They may also include statements with respect to the Company's mineral discoveries, plans, out-look and business strategy. The words "may", "would", "could", "should", "will", "likely", "expect", "anticipate", "intend", "estimate", "plan", "forecast", "project" and "believe" or other similar words and phrases are intended to identify forward-looking information.

Forward-looking statements are predictions based upon current expectations and involve known and unknown risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

Important factors that could cause actual results to differ materially from the Company's plans or expectations include risks relating to the actual results of exploration programs, fluctuating commodity prices, the possibility of equipment breakdowns and delays, the availability of necessary exploration equipment including drill rigs, exploration cost overruns, general economic or business conditions, regulatory changes, and the timeliness of government or regulatory approvals to conduct planned exploration work. Additional factors that could cause actual results to differ materially from the Company's plans or expectations include political events, fluctuations in mineralization grade, geological, technical, mining or processing problems, future profitability on production, the ability to raise sufficient capital to fund exploration or production, litigation, legislative, environmental and other judicial, regulatory, political and competitive developments, inability to obtain permits, general volatility in the equity and debt markets, accidents and labour disputes and the availability of qualified personnel.

Although the Company has attempted to identify all of the factors that may affect our forward-looking statements or information, this list of the factors is not exhaustive. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks and uncertainties detailed throughout this MD&A.

Scottie Property

On September 27, 2012, the Company entered into an agreement with a company with directors in common with the Company to purchase an 80% interest in the Scottie Property. The Scottie property is located in the Golden Triangle near Stewart, British Columbia.

The Company purchased the 80% interest for $370,000. The Company paid $20,000 upon signing the agreement with the remaining $350,000 payable within one year of signing the agreement. The due date of the $350,000 payment was extended a number of times.

On August 31, 2016, the vendor of the Scottie property agreed to transfer the remaining 20% interest in the Scottie property to the Company at no cost provided that the Company pay the $350,000 on or before November 30, 2016. The Company and the vendor then negotiated an extension of that due date to September 1, 2017. The $350,000 balance owing was paid in full on August 24, 2017.

The property is subject to a 3% net smelter return royalty. The Company has the right to purchase 2% for $600,000.

Edward Kruchkowski, a director of the Company, was also a director and shareholder of the vendor, and as a result, the transaction was considered to be a related party transaction as defined under Multilateral Instrument 61-101. The transaction was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as the fair market value of the consideration paid by the Company for the acquisition of the 20% interest did not exceed 25% of the Company's market capitalization at that time.

The Scottie property is located approximately 50 kms north of Stewart, British Colombia and consists of 14 Crown Granted claims and 2 Modified Grid System (MGS) claims that are contiguous. The property covers 107 hectares of MGS claims and 213 hectares of Crown Granted claims.

The Scottie Gold Mine operated from 1981 to 1985 and produced 95,426 ounces of gold from 183,147 tonnes of mineralization. Four separate vein zones labelled the ‘L”, “M”, “N” and “O” zones were partially explored by drilling and underground development. These four zones were the source of the gold produced during the milling operation.

After closure of the mine, Wright Engineers prepared a report dated July 1985 that indicated diluted mineral resources in the Proven, Probable and Possible categories the four zones as 120,279 tonnes grading 19.31 g/t gold for a total of 74,333 ounces. Wright Engineers used information supplied by the Scottie Gold Mine engineers and did not independently confirm the information. The report by Wright Engineer’s relied on drill hole data and underground sampling results from programs completed by the Scottie Gold Mine operators.

During the period from 2004 to 2006, further drilling by Tenajon Resource Corp. (“Tenajon”), led to a historical resource estimation by Giroux Consultants in October, 2007. This historical resource estimation was based on Tenajon’s drill hole data, Scottie Gold Mine drill hole data, and underground sampling. The results of the estimation are outlined below:

Scottie Property – (cont'd)

2007 Resource Estimation for the Scottie Property

Veins	Category	Tonnes	Au g/t	Ag g/t	Ounces Gold	Ounces Silver
L, M, N and O	Indicated	20,100	9.91	4.32	6,400	2,800
L, M, N and O	Inferred	203,000	8.40	4.25	54,800	27,800

The Scottie Gold mine historical estimates from the Wright Engineer's (1985) and the Giroux Consultants (2007) reports have not been verified by the Company and do not comply with CIM Definition Standards on Mineral Resources and Mineral Reserves as required by NI 43-101 and is not relevant to NI 43-101. These estimates are historical and are used for reference purposes only. The company is not treating the historical estimate as current mineral resources. The company plans on conducting an exploration program that will include twinning of drill holes to verify the historical data and prepare a current mineral resource.

The estimations of previous operators were based on mineralization defined in a zone 200 metres wide and 200 metres long with a vertical range of 440 metres. The mineralization is open along strike and to depth. Exploration to date has identified 13 potential zones of gold-bearing quartz-sulphide veining of the same nature as ore milled at Scottie during its operation.

The Company believes that with over 1,000 metres of unexplored strike and an additional 600 metres of open vertical extent, there exists great potential to expand the known mineralization.

2016 Exploration Program

In May 2016, the Company posted a reclamation bond of with the Minister of Finance and, in July 2016 received a work permit to commence 2016 exploration on the Scottie gold property.

Surface geological work to locate many of the 13 gold-bearing veins previously reported was completed. Exploration work sampled the veins which are being exposed by the receding glacial ice and appear as linear rusty zones. In addition, the Company attempted to locate a three-metre vein located in 2006 that had chip sample values of 10.12 grams per tonne gold over 1.5 metres and 6.55 grams per tonne gold over three metres. The reader is cautioned that the above results are historical and have not been confirmed by the Company. These are being used for reference purposes and should not be relied upon.

On July 22, 2016, the Company announced that it had discovered a new wide zone of altered rocks containing veins and stockworks of sulphides on the Scottie gold property. The zone is in an overburden covered area and was exposed by drill pad building activities. It consists of massive pyrrhotite veins and stringers containing minor chalcopyrite cut by later narrow pyrite veins. Molybdenum and visible gold have been noted in one area of an exposed massive pyrrhotite vein. The overall width of this new alteration zone appears to be seven to eight metres. Drilling from this location was initially intended to intersect the C vein and, as a result, intersections on this new zone start near the drill collars. It is intended that new drill stations will be at lower elevations in order to test the downdip extension of this new zone.

Scottie Property – (cont'd)

2016 Exploration Program – (cont'd)

ICP analysis of grab sampling from this zone indicates two separate mineralizing events. Assays from one of the sulphide-bearing phases indicate 0.5 gram per tonne gold with zinc values up to 0.6 per cent zinc with no molybdenum. The main and widest phase contains gold assays up to 447.95 grams per tonne Au with 0.3 per cent molybdenum but no zinc. The highest grade was from a sample at the farthest south of the exposed area. A total of 21 grab samples were collected from the main zone area over a distance of 15 metres and assays ranged from 1.4 g/t gold to the high of 447.95 g/t. The zone had five assays in the 20 to 40 g/t range, three assays in the 10 to 20 g/t range and 11 in the one to 10 g/t range. Any ICP results above one g/t gold were fire assayed. The reader is cautioned that the above results are grab samples and are not representative of the entire zone area. Further work is necessary to confirm the grade of the overall vein system.

On October 18, 2016, Scottie released its 2016 drill results from the Scottie gold property. During the 2016 exploration season, the Company focused on outlining gold-bearing areas outside of the immediate area of the mine workings.

Drilling intersected up to 1.13 metres of 31.54 grams per tonne gold in DDH-SG-4. Drilling was primarily focused on the intersection of the projected C and D veins. Highlights of the drill program are shown in the attached table.

Drill hole	From (m)	To (m)	Width (m)	Au (g/t)
SG-16-2	26.01	26.62	0.61	23.5
SG-16-3	17.68	20.79	3.1	5.04
Incl.	17.68	19.21	1.52	8.08
SG-16-4	7.16	10.52	3.35	3.42
and	55.71	56.92	1.13	31.54
SG-16-5	7.47	9.05	1.65	9.87
and	16.6	21.95	3.35	6
SG-16-7	6.71	11.28	4.57	3.2
and	19.21	22.26	3.05	8.6
SG-16-8	61.89	62.26	0.37	12.27
SG-16-11	21.71	26.52	4.82	2.63
SG-16-14	66.77	57.16	0.4	14.54

Within the 2016 drilling, numerous intersections grading one gram per tonne to two grams per tonne gold were also encountered.

2017 Exploration Program

In January, 2017, the Company hired Ecos Environmental Consulting Inc. to ensure that the active mine permit on the Scottie property is compliant with present government standards. The mine permit, which was in effect during the mining operations carried out during 1981 to 1985, is still in place. The Company is working at re-activating the mine. All the mill facilities are intact in their underground location.

Scottie Property – (cont'd)

2018 Exploration Program

Scottie engaged Equity Exploration Consultants Ltd. ("Equity") to assist the Company with a compilation and review of the many reports and extensive data available on the Scottie gold mine. This has resulted in a geological interpretation of a deposit model that indicates the potential for additional high-grade gold resources within the footprint of the Scottie gold mine and its surrounding area and has led to recommendations regarding future exploration programs.

Scottie completed site and surface work during the summer of 2018 which will prepare and position the Scottie gold mine for future exploration and advancement, including on the environmental and permitting fronts.

Geological Model

Gold mineralization is hosted within dilational zones along main structures that may form a Cymoid Loop geometry. The M zone, where the majority of the mining took place at the Scottie gold mine in the 1980s, is an excellent example of this Cymoid Loop geometry, where dilation along the controlling structure resulted in a concentration of high-grade gold mineralization. This geometry is noted in other structurally controlled gold deposits and may be a tool for targeting additional gold-bearing zones at Scottie at depth, along strike and within parallel structures to the known mineralization.

Black Hills Property

On January 17, 2013, the Company purchased a 100% interest in the Black Hills mineral claims for $10,000 from a company managed by a former director of the Company. The Black Hills claims are located 7.5 kms northeast of Stewart, BC and have been explored by various adits and trenches. The Company staked additional claims at a cost of $1,680 during fiscal 2018.

Grab sampling of well mineralized dump material at the portal of a north trending adit on the property indicated the following assay results. Mineralization included massive sphalerite, tetrahedrite, galena and jamesonite within the samples.

Sample	Au g/t	Ag g/t	Cu %	Pb %	Zn %
BH 1	0.19	1840	0.19	1.99	24.5
BH 2	0.47	3080	0.29	14.6	5.85
BH 3	1.22	3060	0.27	15.7	8.06
BH 4	0.47	3240	0.29	12.0	0.96
BH 5	1.35	4080	0.36	11.0	17.1
BH 6	2.75	1390	0.16	3.57	13.9
BH 7	0.74	1570	0.24	18.4	5.43

Ruby Silver Property

On March 9, 2018, Scottie purchased a 100% interest in the Ruby Silver property located in the Golden Triangle. The Ruby Silver property is located 21 kilometres north of Stewart, B.C. The property covers approximately 4,300 hectares and is situated over numerous mineral occurrences. Consideration to purchase the 100% interest was $100,000.

The Ruby Silver claims cover the Ruby Silver showing consisting of a quartz-carbonate vein containing blebs and disseminations of pyrite and chalcopyrite, locally forming up to 10% of the vein. Malachite and azurite staining is present. The vein is up to 1.5 metres wide, strikes 110 degrees and dips 68 degrees southwest. The vein has been explored by 3 different adits. The main adit follows the footwall of the vein, which, in turn, appears to follow a porphyritic dike. Historic sampling of the vein mineralization in the tunnels assayed from 0.7 to 11.0 grams per tonne gold, 15.4 to 115.2 grams per tonne silver and trace to 9.3% copper over widths of 0.3 to 1.8 metres (Property File - Cited in Thios Resources Inc., Prospectus April, 1987).

The Roosevelt Ridge area within the Ruby Silver claim block contains abundant quartz +/- carbonate veins as well as breccia, stockwork and replacement zones. Many of them are barren but some are mineralized with pyrite, sphalerite, galena, chalcopyrite and malachite. Sulphide content ranges from trace to 5%. The veins are up to 0.6 metres wide and locally traced over 40 metres. In addition to mineralization in place, there are also numerous boulders which feature very similar host rocks and mineralization. Several of those boulders yielded highly anomalous results in gold and base metals. The highest gold assay obtained from in situ samples collected in the previous years returned 7.51 g/t Au and 3.45% Zn. Gold results came from float rocks containing 25% pyrite, 1% sphalerite and 1-2% arsenopyrite assayed up to 9.0 g/t Au and 0.25% Zn. A historic float of argillite cut by quartz stockwork with pyrite and sphalerite assayed 5.56 g/t Au and 3.56% Zn.

Stock Property

The Company staked a 100% interest in the Stock property. The Stock property is located south of the Company's Scottie property in the Golden Triangle near Stewart, British Columbia.

Bow Property

On December 12, 2018, the Company entered into an option agreement with Decade Resources Ltd. ("Decade"), a company with a director in common with the Company, to acquire a 100% interest in the Bow property located in the Golden Triangle mining district of British Columbia. The Bow covers 472 hectares and is subject to a 3% net smelter return royalty.

The Bow is contiguous with the Company's 100% owned Scottie property which hosts the past producing Scottie Gold mine. Previous exploration work has identified 13 different gold-bearing veins on the Bow and Scottie properties.

The terms of the option agreement require cash payments totalling $1,000,000 to be paid in five equal installments as follows:

- $200,000 on TSX Venture Exchange approval of the option agreement (paid);
- $200,000 on or before June 12, 2019;
- $200,000 on or before December 12, 2019;
- $200,000 on or before June 12, 2020; and
- $200,000 on or before December 12, 2020.

In the event that all the payments are not made, Scottie will have no interest in the Bow property.

Edward Kruchkowski, a director of each of Decade and Scottie, abstained from approving the transaction and was not involved in negotiating its terms.

The Bow property covers a package of Hazelton Group volcanic rocks in contact with the Summit Lake stock, part of the Texas Creek plutonic suite. This sequence of rocks exhibits similar alteration and mineralization to the former-producing Premier mine 20 kilometres south of the Bow property, and the KSM copper-gold porphyries and Brucejack gold deposits 20 kilometres north of the Bow property.

In late 2013, Decade completed an extensive program of mapping, sampling, prospecting and trenching on the Bow property. Trenching of a 4.5 metre vein returned numerous high-grade gold results including 23 assays exceeding 500 g/t gold. Three main areas were explored, namely the Bend vein area, the Oro Grande/Blueberry vein area and an area near the south end of the Bow property. Work defined three new veins and a possible fourth along the access tunnel to the former Scottie Gold mine near its A portal. This access tunnel starts at the southwestern portion of the Bow property and was driven southwest for 2.3 kms to the Scottie Gold mine. The dumps for the broken muck from the first 500 metres of the tunnel (on the Bow property) are at the A portal. Pieces of massive pyrrhotite-pyrite mineralization are present in this dump, indicating the presence of a vein and/or veins in the first 500 metres of drifting. Fine visible gold is present in bluish quartz fragments within a matrix of massive pyrrhotite-pyrite.

In 2014 and 2016 Decade drilled a total of 22 holes on the Bow property, testing a number of the recently discovered mineralized zones. Highlights from the two most notable zones, the Big M zone and the Sixties zone, respectively returned gold intercepts 15.25 g/t gold over 49.6 metres (including 56.7 g/t gold over 13.20 metres), and 27.54 g/t gold over 13.11 metres. In addition, Decade reported anomalous cobalt in multiple holes, with values as high as 0.44% cobalt.

Bitter Creek

On March 1, 2019, Scottie entered into an option agreement (the "Agreement") to acquire a 100% interest in 42 mineral claims covering 4,832 hectares known as the Bitter Creek property ("Bitter Creek"). Bitter Creek is subject to a 2.5% net smelter return royalty.

The Bitter Creek property is located in the Golden Triangle mining district of British Columbia and joins the Company's Ruby Silver property with its Black Hills property, creating a contiguous land package in excess of 10,000 hectares. All three of these Company properties border the advanced Red Mountain gold property owned by IDM Mining Ltd.

The terms of the Agreement call for payments totalling $850,000 to be paid as follows:

- $5,000 upon signing of the Agreement (paid);
- $10,000 within five business days of receiving TSXV approval of the agreement. TSXV approval was received on March 20, 2019 (the "Approval Date") (paid);
- $60,000 within five business days of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company (paid in cash);
- $75,000 within 6 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;
- $100,000 within 12 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;
- $100,000 within 18 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;
- $100,000 within 24 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;
- $100,000 within 30 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;
- $150,000 within 36 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;
- $150,000 within 42 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;

Any payments made in common shares of the Company will be based on the volume weighted average trading price of the Company's common shares for the five consecutive trading days preceding the share issue date.

The Company may purchase 60% of the net smelter return royalty for $1,500,000. The Agreement remains subject to approval of the TSX Venture Exchange.

Four J's Property

By an option agreement dated August 9, 2010 and last amended on September 8, 2017, the Company had the option to acquire a 50% interest in the Four J's Property. The option was granted by Teuton Resources Corp., a company with a director in common with the Company.

Consideration to earn the 50% interest was $180,000 and $1,800,000 in exploration expenditures as follows:

Cash Payments:

i) $20,000 on execution of the agreement (paid);
ii) a further $25,000 on or before August 9, 2011 (paid);
iii) a further $30,000 on or before August 9, 2012 (paid);
iv) a further $15,000 on or before August 9, 2016 (paid);
v) a further $20,000 on or before August 9, 2017 (paid);
vi) a further $30,000 on or before August 9, 2018;
vii) a further $40,000 on or before August 9, 2019.

Cumulative Exploration Expenditures:

i) $397,716 on or before September 30, 2016 (incurred);
ii) a further $100,000 on or before December 31, 2016 (incurred);
iii) a further $500,000 on or before December 31, 2018 (incurred $53,945);
iv) a further $802,284 on or before December 31, 2019.

Upon earning the 50% interest, the Company had the option to earn an additional 20% interest by delivering a feasibility study on the property.

On September 8, 2017, the Company amended the option agreement and paid an extension fee of $10,000. The terms detailed above reflect this amendment.

On January 8, 2018, the Company received an exploration permit which provided for twelve drill sites on the Four J's property. The Company has posted a bond of $60,000 with the Ministry of Mines on the Four J's property.

On August 9, 2018, the Company determined that it would not be proceeding with the Four J's option agreement. The Company did not make the required option payment of $30,000. The Company recorded a write-off of exploration and evaluation assets of $609,123 representing the accumulated acquisition and exploration costs on the Four J's property.

Thomas Mumford, Ph.D., P.Geo and VP Exploration of Scottie, a qualified person under National Instrument 43-101, is responsible for the accuracy of the technical data contained in this MD&A.

SELECTED ANNUAL INFORMATION

	August 31, 2018	August 31, 2017	August 31, 2016
Total revenue	$Nil	$Nil	$Nil
Net and comprehensive loss for the year	$(1,417,201)	$(544,792)	$(246,356)
Basic and diluted loss per share	$(0.03)	$(0.01)	$(0.01)
Total assets	$1,996,172	$2,173,845	$1,079,179
Non-current financial liabilities	$Nil	$Nil	$Nil
Dividends	$Nil	$Nil	$Nil

DISCUSSION OF OPERATIONS

The Company recorded a net and comprehensive loss of $173,531 for the six months ended February 28, 2019 compared to $283,667 for the six months ended February 28, 2018.

Consulting fees were $2,800 for the six months ended February 28, 2019 compared to $144,000 for the six months ended February 28, 2018. Consulting fees for the advisory board were concluded in fiscal 2018 and are currently only on an as required basis. In addition, the consulting fee agreement for corporate development expired on August 15, 2018.

Management fees were $87,000 for the six months ended February 28, 2019 compared to $69,000 for the six months ended February 28, 2018. These fees were charged by the Company's CEO as to $60,000, CFO as to $18,000 and corporate secretary as to $9,000.

Share-based payments were $21,000 for the six months ended February 28, 2019 compared to $39,000 for the six months ended February 28, 2018. The Company granted 1,000,000 stock options in the 2019 period of which 300,000 had vested at February 28, 2019. The Company granted 150,000 stock options in the 2018 period all of which had vested at February 28, 2018.

MANAGEMENT CHANGES

On December 3, 2018, Thomas Mumford was appointed Vice President Exploration of the Company.

Dr. Mumford is an experienced exploration geologist with a comprehensive field, technical and academic background in the Golden Triangle mining district of north-western British Columbia. He has extensive project management experience in gold, rare earth element, copper-porphyry and uranium deposits, specializing in magmatic mineral deposits and alpine geological mapping.

Dr. Mumford is a registered professional geologist with the Association of Professional Engineers and Geoscientists of New Brunswick (APEGNB) and Engineers and Geoscientists British Columbia (EGBC). Dr. Mumford has served as a lecturer at Carleton University and British Columbia Institute of Technology. He holds a BSc and MSc from University of New Brunswick and was awarded the Leopold Gelinas medal for the best MSc thesis from the Geological Association of Canada's volcanology and igneous petrology division. He holds a PhD from Carleton University, focused on magmatic controls for the Thor Lake rare earth element deposit in the Northwest Territories.

SUMMARY OF QUARTERLY RESULTS

The figures for the quarters ended August 31, 2018 and 2017 are calculated from the Company's annual audited financial statements. All other amounts are from unaudited condensed interim financial statements prepared by management. All quarterly results were derived from financial statements prepared using IFRS.

	Q2	Q1	Q4	Q3
	February 28, 2019	November 30, 2018	August 31, 2018	May 31, 2018
Revenues	$Nil	$Nil	$Nil	$Nil
Share-based payments	$21,000	$Nil	$Nil	$(250,000)
Write-off of E&E assets	$Nil	$Nil	$(609,123)	$Nil
Net and comprehensive loss	$(111,546)	$(61,985)	$(757,504)	$(376,030)
Basic and diluted loss per share	$(0.00)	$(0.00)	$(0.02)	$(0.01)

	Q2	Q1	Q4	Q3
	February 28, 2018	November 30, 2017	August 31, 2017	May 31, 2017
Revenues	$Nil	$Nil	$Nil	$Nil
Share-based payments	$Nil	$(39,000)	$Nil	$(180,000)
Write-off of E&E assets	$Nil	$Nil	$15,772	$Nil
Net and comprehensive loss	$(126,751)	$(156,916)	$(109,875)	$(219,864)
Basic and diluted loss per share	$(0.00)	$(0.00)	$(0.00)	$(0.01)

LIQUIDITY AND CAPITAL RESOURCES

At February 28, 2019, the Company had a working capital deficiency of $219,967.

The Company's operations do not generate cash flow and its success is dependent on its ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors such as commodity prices which are beyond the Company's control.

To date, the Company has been able to fund operations through equity financings. Uncertainty in the financial equity markets may make it difficult to raise additional capital through the private placements of shares. The junior mining industry is considered speculative in nature which may make it even more difficult to fund. While the Company will use its best efforts to achieve its business objectives by examining various financing alternatives, there is no assurance that the Company will be successful with its financing ventures.

The Company estimates its general and administrative expenses for the year ended August 31, 2019 at approximately $300,000.

Financing Activities

During the Year Ended August 31, 2018:

The Company issued 1,631,498 common shares at $0.15 per share for gross proceeds of $244,725 pursuant to the private placement of 1,631,498 units at $0.15 per unit. Each unit contained one common share and one share purchase warrant entitling the holder to purchase an additional common share at $0.25 until September 26, 2019. No finders' fees were paid with respect to this private placement. The Company incurred share issue costs of $6,322 with respect to this private placement.

The Company issued 11,000,000 common shares at $0.05 per share pursuant to the exercise of share purchase warrants for proceeds of $550,000.

Commitments:

The Bow

The terms of the option agreement on the Bow property require cash payments totalling $1,000,000 to be paid in five equal installments as follows:

- $200,000 on TSX Venture Exchange approval of the agreement (paid);
- $200,000 on or before June 12, 2019;
- $200,000 on or before December 12, 2019;
- $200,000 on or before June 12, 2020; and
- $200,000 on or before December 12, 2020.

LIQUIDITY AND CAPITAL RESOURCES – (cont'd)

Commitments: - *(cont'd)*

Bitter Creek

The terms of the option agreement on the Bitter Creek property require payments totalling $850,000 to be paid as follows:

- $5,000 upon signing of the agreement (paid);
- $10,000 within five business days of receiving TSXV approval of the agreement. TSXV approval was received on March 20, 2019 (the "Approval Date") (paid);
- $60,000 within five business days of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company (paid in cash);
- $75,000 within 6 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;
- $100,000 within 12 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;
- $100,000 within 18 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;
- $100,000 within 24 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;
- $100,000 within 30 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;
- $150,000 within 36 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;
- $150,000 within 42 months of the Approval Date - payable in cash or in common shares of the Company, at the election of the Company;

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements to report.

PROPOSED TRANSACTIONS

The Company has no proposed transactions to report.

TRANSACTIONS WITH RELATED PARTIES

At April 17, 2019, the directors of the Company were Bradley Rourke, Ed Kruchkowski, Ernest Mast and John Williamson. The officers of the Company were Bradley Rourke (CEO), Brent Petterson (CFO) and Christina Boddy (Corporate Secretary).

The Company incurred the following charges by directors of the Company and by companies with directors or officers in common with the Company during the six months ended February 28, 2019 and 2018:

	2019	2018
Exploration and evaluation assets – acquisition costs	$ -	$ 10,350
Management fees	87,000	69,000
Share-based payments	-	39,000
	$ 87,000	$ 118,350

The Company considers all of its directors and executive officers to be key management. Included in the above are the following key management compensation charges incurred during the six months ended February 28, 2019 and 2018:

	2019	2018
Exploration and evaluation assets – acquisition costs	$ -	$ 350
Management fees	87,000	69,000
Share-based payments	-	39,000
	$ 87,000	$ 108,350

Management fees were $87,000 for the six months ended February 28, 2019. These fees were charged by the Company's CEO as to $60,000, CFO as to $18,000 and corporate secretary as to $9,000.

At February 28, 2019, prepaid expenses include $345 (August 31, 2018: $345) due from a director of the Company for expense advances.

At February 28, 2019, due to related parties includes $85,440 (August 31, 2018: $117,506) due to directors of the Company and to companies with directors in common with the Company for fees and expenses.

CRITICAL ACCOUNTING ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

i) *Exploration and Evaluation Assets*

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. The decision to abandon a property is largely determined by exploration results. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available. At November 30, 2018, management considers that no impairment provision is required to the carrying costs of its mineral properties.

ii) *Rehabilitation Provisions*

At February 28, 2019, rehabilitation provisions have been determined to be $Nil based on management's estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period.

iii) *Share-based Payments*

The Company uses the Black Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

CHANGES IN ACCOUNTING POLICIES

The Company's significant accounting policies are summarized in Note 3 to its condensed interim financial statements for the six months ended February 28, 2019. There were no changes in the Company's accounting policies during the six months ended February 28, 2019 that had a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The fair values of the Company's financial assets and liabilities approximate their carrying amounts.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, reclamation bonds, accounts payable and due to related parties. Cash is classified as FVTPL, reclamation bonds are classified as loans and receivables and accounts payable and due to related parties are classified as other financial liabilities.

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash is exposed to interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's accounts payable and advances from related parties are all current and due within 90 days of the balance sheet date. The Company ensures that it has sufficient capital to meet its short-term financial obligations.

RISKS AND UNCERTAINTIES

In addition to the risks and uncertainties outlined earlier in this management discussion, the Company is also subject to other risks and uncertainties including the following:

General Risk Associated with the Mining Industry

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that claims and leases are in good standing and obtaining permits for drilling and other exploration activities. The market prices for gold and other metals can be volatile and there is no assurance that a profitable market will exist for a production decision to be made or for the ultimate sale of the metals even if commercial quantities of precious and other metals are discovered.

Exploration and development activities involve risks which careful evaluation, experience and knowledge may not, in some cases eliminate. The commercial viability of any mineral deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure, government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit. Management attempts to mitigate its exploration risk by maintaining a diversified portfolio of properties and a strategy of possible joint ventures with other companies which balances risk while at the same time allowing properties to be advanced.

Dependence on Key Personnel

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and the competition for professionals are intense. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

Option Agreements

The Company may earn interests in mineral properties through option agreements and acquisition of titles to the mineral properties is only completed when the option conditions have been met in full. These conditions generally include making property payments and incurring exploration expenditures on the properties and can include the completion of pre-feasibility studies. If the Company does not satisfactorily complete its option conditions in the time frame laid out in the option agreement, the Company's title to the related property will not vest and the Company will have to write-down the previously capitalized costs related to that property.

DISCLOSURE OF OUTSTANDING SHARE DATA

a) Issued:

At April 17, 2019, the Company had 59,572,183 common shares issued and outstanding.

b) Stock Options:

At April 17, 2019, the Company had 4,450,000 stock options outstanding entitling the holders to purchase one common share for each option held as follows:

Number of Options	Exercise Price	Expiry Date
1,000,000	$0.05	May 16, 2021
900,000	$0.20	May 24, 2022
150,000	$0.26	October 26, 2022
1,000,000	$0.255	March 8, 2023
1,000,000	$0.10	December 3, 2023
400,000	$0.15	March 14, 2021
4,450,000		

c) Share Purchase Warrants:

At April 17, 2019, the Company had 8,418,166 share purchase warrants outstanding entitling the holders to purchase one common share for each warrant held as follows:

Number of Warrants	Exercise Price	Expiry Date
3,333,334	$0.25	August 1, 2019
3,453,334	$0.25	August 30, 2019
1,631,498	$0.25	September 25, 2019
8,418,166		