

# **Cartier Iron Corporation**

## **Management's Discussion and Analysis**

This Management's Discussion and Analysis ("MD&A") provides discussion and analysis of the financial condition and results of operations of Cartier Iron Corporation (the "Company") for the year ended December 31, 2017 and should be read in conjunction with the audited financial statements and the accompanying notes which have been prepared in accordance with International Financial Reporting Standards.

The MD&A is the responsibility of management and is dated as of April 30, 2018.

All dollar amounts in the MD&A are stated in Canadian dollars unless otherwise indicated.

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) and the Company's website at [www.cartieriron.com](http://www.cartieriron.com).

### **Forward-Looking Statements**

This MD&A may contain, without limitation, statements concerning possible or assumed future operations, performance or results preceded by, followed by or that include words such as "believes", "expects", "potential", "anticipates", "estimates", "intends", "plans" and words of similar connotation, which would constitute forward-looking statements. Forward-looking statements are not guarantees. The reader should not place undue reliance on forward-looking statements and information because they involve risks and uncertainties that may cause actual operations, performance or results to be materially different from those indicated in these forward-looking statements. The Company is under no obligation to update any forward-looking statements contained herein should material facts change due to new information, future events or other factors. These cautionary statements expressly qualify all forward-looking statements in this MD&A.

**See page 11 for Material assumptions and risk factors for forward-looking statements.**

### **The Company**

The Company is a public company engaged in the acquisition, exploration and development of mineral resource properties. The Company is a reporting issuer in Ontario and Alberta and its common shares are listed for trading on the Canadian Securities Exchange under the trading symbol "CFE".

### **Overall Performance**

#### **Private Placement Financing**

On December 6, 2017, the Company completed a private placement of 8,000,000 units at a price of \$0.10 per unit for gross proceeds of \$800,000 ("Units"). Each Unit consisted of one common share and one-half of one warrant with each whole warrant entitling the holder to purchase one common share for \$0.20 until June 6, 2019.

On December 6, 2017, the Company completed a private placement of 3,000,000 flow-through units at a price of \$0.12 per unit for gross proceeds of \$360,000 ("FT Units"). Each FT Unit consisted of one common share and one-half of one warrant with each whole warrant entitling the holder to purchase one common share for \$0.25 until June 6, 2019.

The net proceeds of the Private Placement were used to finance the remaining option-related financial obligations at the Company's optioned Gagnon Holdings, which includes the Penguin Lake deposit, and will be used to: i) finance exploration at the Big Easy Property in Newfoundland and Labrador, and ii) utilize as working capital.

#### **Receivables**

During the quarter ended March 31, 2017, the Company received \$79,775 and \$23,977 in respect of its claim for a credit on duties on eligible exploration expenditures incurred in Québec for the years ended December 31, 2013 and December 31, 2014, respectively.

#### **Investment in Eloro**

As at December 31, 2017, the Company held 2,543,500 Eloro common shares (2016 - 3,043,500 common shares) representing 7.72% (2016 - 10.2%) of the outstanding Eloro common shares. The Company transferred 500,000 Eloro common shares with at a deemed value of \$400,000.

As at April 30, 2018, the Company's investment in Eloro had a fair value of \$1,475,230.

### **Gagnon option agreement**

The Company had an option from Champion Iron Mines Limited (“Champion”), a wholly-owned subsidiary of Champion Iron Limited, to acquire a 55% interest in Round Lake (formerly known as Penguin Lake, Black Dan and Aubrey-Ernie), Silicate-Brutus and Jeannine Lake in the Fermont Iron Ore District in the Labrador Trough in northeastern Quebec (“Gagnon”).

Table 1: Summary of Gagnon Holdings

<b>Property</b>	<b>Number of claims</b>	<b>Area (km<sup>2</sup>)</b>
Round Lake (formerly known as Penguin Lake, Black Dan and Aubrey-Ernie)	178	94.20
Jeannine Lake	21	11.17
<b>Totals</b>	<b>199</b>	<b>105.37</b>

On December 22, 2017, the Company earned its 55% interest in Gagnon by making the final option payment of \$450,000 with a cash payment of \$50,000 and 500,000 common shares of Eloro with a deemed value of \$400,000.

In order to earn a 55% interest, the Company:

a) made option payments, issued common shares and incurred exploration expenditures, as follows:

	<b>Option payments</b>	<b>Common shares</b>		<b>Exploration expenditures</b>
	<b>\$</b>	<b>Number</b>	<b>Fair value</b>	<b>\$</b>
			<b>\$</b>	
Upon execution of agreement	–	1,000,000	250,000	–
Upon conditional approval from a stock exchange for the listing of the common shares of Cartier	100,000	–	–	–
December 10, 2013	150,000	500,000	80,000	500,000
December 10, 2014	–	500,000	80,000	750,000
Extended from December 10, 2014 to the date that Cartier received its refundable tax credit on eligible expenditures incurred in Québec for the year ended	250,000	–	–	–
December 31, 2013				
December 10, 2015	50,000	500,000	12,500	–
December 10, 2016	–	–	–	1,800,000
December 31, 2017	450,000	–	–	–
	<b>1,000,000</b>	<b>2,500,000</b>	<b>422,500</b>	<b>3,050,000</b>

b) repaid the Term Loan of approximately \$350,000 due to Champion.

Upon the Company earning its 55% interest, a joint venture was formed to incur additional exploration expenditures. If a joint venture partner does not fund its proportionate interest in the joint venture, its interest will be diluted and, when its interest is reduced below 10%, its interest would be reduced solely to a 1% royalty. The other joint venture partner will have the option to reduce the royalty from 1% to 0.5% by making a payment of \$3,000,000.

In the event that the Company or Champion proposes to acquire any property within 10 kilometres of the Gagnon Holdings, the acquirer must offer the property at cost to the other party for inclusion in the Gagnon properties.

As December 31, 2016 and December 31, 2017, facts and circumstances suggested that the carrying amount of Gagnon may exceed its recoverable amount. As required by International Financial Reporting Standard 6, *Exploration for and Evaluation of Mineral Resources* (“IFRS 6”), the Company assessed Gagnon for impairment. The Company concluded that there were a number of indicators of impairment, and accordingly, recorded impairment losses of \$80,578 at December 31, 2016 and \$471,525 at December 31, 2017 to write off Gagnon.

The Company has incurred the following cumulative exploration and evaluation expenditures on Gagnon:

Balance, December 31, 2016	3,492,255
Acquisition costs	450,000
Exploration	21,525
Refundable tax credit	(103,752)
Balance, December 31, 2017	3,860,028

### Gagnon Holdings - Exploration

The Gagnon Holdings are adjacent and in close proximity to Arcelormittal's Mont Reed property which encompasses the Mont Reed Mine deposit.

On December 19, 2013, the Company reported the completion of a National Instrument 43-101 compliant Mineral Resource Estimate ("MRE") for the Penguin Lake Project, authored by Abder Ladidi, P. Geo., an independent Qualified Person of MRB & Associates ("MRB") of Val d'Or, Quebec. Based on 10 drill holes totaling 3,315 m, the MRE reported 531 million tonnes ("Mt") grading 33.1% Total Iron ("FeT") of In-pit Inferred Resources at a 15% FeT cut-off grade. The global in-situ mineral resource of 534.8 Mt grading 33.1% FeT was subject to a Whittle pit optimization to estimate the portion of in-situ Mineral Resource within the pit shell. P&E Mining Consultants of Brampton, ON were contracted by MRB to run the pit shell using a 1.05:1.00 \$CDN:\$US exchange rate, a mining cost of \$2.50/Tonne, and a charge of \$18.10/Tonne for the total processing, G&A, and freight costs. The process recovery, estimated to be 82%, an iron ore price of \$1.77/dmtu, and a 48° overall pit-slope, were used to complete the Whittle pit optimization. The sensitivity of the resource estimates is demonstrated by comparing the proportion of the mineral resources that may be economically exploited within the optimized pit shell to the global in-situ resource. A summary of the Global In-Situ Mineral Resource Estimate is presented in Table 2 and the results of the In-Pit Mineral Resource are presented in Table 3.

Table 2: Global In-situ Mineral Resource Estimate, Penguin Lake Project

Cut-off Grade	Global Inferred Resources*				Below Cut-off			
	Tonnes (millions)	Grade			Tonnes (millions)	Grade		
		FeT%	CaO%	MgO%		FeT%	CaO%	MgO%
15%	534.8	33.1	3.1	2.8	0.0	0.0	0.0	0.0
20%	534.7	33.1	3.1	2.8	0.1	15.4	2.1	1.7
25%	531.4	33.2	3.0	2.8	3.4	23.2	4.7	3.0
30%	466.4	33.9	2.9	2.8	68.4	28.2	4.1	2.7

Table 3: In-Pit Mineral Resource Estimate, Penguin Lake Project

Cut-off Grade	In-Pit Inferred Resources*				Below Cut-off			
	Tonnes (millions)	Grade			Tonnes (millions)	Grade		
		FeT%	CaO%	MgO%		FeT%	CaO%	MgO%
15%	531.2	33.1	3.1	2.8	0.0	0.0	0.0	0.0
20%	531.1	33.1	3.1	2.8	0.0	15.4	2.1	1.7
25%	527.8	33.2	3.0	2.8	3.4	23.2	4.7	3.0
30%	463.9	33.9	2.9	2.8	67.3	28.2	4.1	2.7

\* The quantity and grade of the reported Mineral Resources within the Project are categorized as Inferred Mineral Resources. Inferred Mineral Resources are that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from drill core. There is no guarantee that further exploration will upgrade the Inferred Mineral Resources to Indicated or Measured Mineral Resources. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Inferred Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.

The 10 drill holes that define the MRE drilled only the southern portion of the deposit. The deposit occurs in the form of a multiply refolded tightly overturned synform that produces a bowl-like shape of shallow dipping iron formation host rock. No recent drilling has been completed in the northern portion of the deposit however, the strong correlation of magnetic response to where iron formation surfaces and a historic drill hole located in the NW portion of the deposit allow for projection of the modelled iron formation and an estimate of the exploration target potential<sup>1</sup>. The interpreted 3D model of iron formation includes an additional 700 to 900 million tonnes of similar grade as suggested by the current Inferred Resource, predominantly in the undrilled portion of the deposit to the north and northwest where additional resources might be identified.

A comparison of the current global in-situ mineral resource and in-pit mineral resource demonstrates the amenable geometry of the deposit to open-pit mining with 99+% of the in-situ resource occurring within the optimized pit shell. Furthermore, it is apparent that a natural geological cut-off grade exists for the modelled high grade iron oxide deposit that is above the economic cut-off grade. As can be seen by the quantity and grade of below cut-off grade material at the higher cut-off grades, the natural cut-off grade of the deposit is near 25% FeT where only 0.6% of the material is below cut-off at an average grade of 23.2% and well above the economic cut-off grade of 15% FeT.

The current resource reported in the MRE comprises less than half of the modelled bow-shaped deposit and makes the Penguin Lake deposit the largest iron resource in the southern Gagnon Terrane.

Through 2016 and 2017, the Company completed metallurgical testwork studies and investigated base-case process flowsheet aspects for the Penguin Lake deposit. Metallurgical test results announced by the Company on April 28, 2015, indicate that the iron at the Penguin Lake deposit will be most efficiently liberated by a 2-stage process designed to yield iron-fines to produce a final sinter product.

The metallurgical tests were targeted towards producing a concentrate of 65% iron (Fe) and 4.5% silica (SiO<sub>2</sub>) from an average sample-grade of 30% Fe. Stage-1 gravimetric separation tests by Wilfley Table on 18 samples returned average grades of 65.3% Fe, 4.5% SiO<sub>2</sub> and 1.1% MgO. Iron concentrate of similar grade (65% Fe / <4.5% SiO<sub>2</sub>) will be sought from the second-stage regrinding and magnetic separation process. Additional tests to determine the process model for optimal second-stage iron recovery are on-going. Overall iron recoveries of >80% are targeted for the 2-stage circuit. The maximum 4.5% SiO<sub>2</sub> content for the Penguin Lake concentrate is a value imposed by the Company, guided by today's selective-market requirement for the highest-quality iron concentrate.

The Company is currently evaluating further exploration programs at the Gagnon Holdings while managing its capital resources to ensure it has sufficient capital to support its ongoing operations. Further exploration and development of the Company's properties are contingent upon the Company raising an adequate amount of financing.

### **Incienso Property, Chile**

On June 16, 2017, the Company signed a letter agreement for an option to earn a 55% interest in Incienso, a gold property comprising 31 mining concessions covering 4,112 hectares located in the Coquimbo District, III Region, Chile.

On August 11, 2017, the Company decided not to proceed with the negotiation and execution of a definitive agreement, thereby terminating the option at no further cost to the Company. Exploration and evaluation expense includes \$41,805 representing the option payment of US\$15,000 and due diligence costs related to Incienso.

### **Acquisition of Big Easy**

On November 21, 2017, the Company completed a definitive agreement to acquire a 100% interest in Big Easy consisting of 1 Mineral Rights Licence, which includes 278 mining claims covering 69.5 square kilometres located in Newfoundland and Labrador.

In order to complete the acquisition, the Company must issue common shares and incur exploration expenditures, as follows:

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<sup>1</sup> Exploration Target Potential is not a Mineral Resource. There is insufficient work completed to estimate the quantity and grade or quality of the exploration target on the basis of geological evidence and sampling. There is no guarantee that further exploration will define additional mineral resources from any portion of the exploration target potential.

	Common shares	Exploration expenditures \$
Upon signing of definitive agreement (issued)	500,000	–
November 21, 2018	500,000	500,000
November 21, 2019	500,000	800,000
November 21, 2020	1,000,000	1,200,000
	2,500,000	2,500,000

In connection with the acquisition, the Company:

- a) agreed to issue 100,000 common shares as a finder's fee, of which, 50,000 common shares with a fair value of \$4,500 have been issued and 50,000 common shares will be issued upon completion of the acquisition.
- b) Issued 100,000 common shares with a fair value of \$9,000 in consideration for the continued assistance of a geologist with knowledge of Big Easy.

In the event that the Company does not issue common shares or incur exploration expenditures, the definitive agreement will terminate and the Company will transfer the mining licences and claims to the vendor.

The property is subject to a 3% net smelter royalty ("NSR"). On November 21, 2017, the Company exercised an option to reduce the NSR from 3% to 2% by making a payment of \$200,000, as follows:

<b>Due date</b>	<b>\$</b>
November 21, 2017 (paid)	25,000
December 31, 2017 (in accounts payable and accrued liabilities and paid subsequent to December 31, 2017)	25,000
November 21, 2018	75,000
November 21, 2019	75,000

The Company also has options to reduce the NSR by:

- (a) 0.25% until November 21, 2021 by making a payment of \$250,000; and
- (b) a further 0.25% until November 21, 2022 by making a payment of \$250,000.

In the event that the Company wishes to sell any or all of the property prior to November 21, 2020, the Company must obtain the permission of the vendor.

With respect to the common shares to be issued to the vendor:

- a) the vendor will not grant a security interest in the common shares;
- b) the vendor has the right to sell tranches of less than 300,000 common shares;
- c) until November 21, 2021, the Company has a right of first refusal in the event that the vendor receives a third party offer to acquire any tranche of more than 300,000 common shares; and
- d) until November 21, 2021, the vendor shall not vote or encourage anyone else to vote against any resolution put before the shareholders of the Company upon the recommendation of the Board of Directors
- e) until November 21, 2021, the vendor shall not vote or encourage anyone else to vote in favour of:
  - (i) the election of board nominees that have not been proposed by the then Board of Directors, or
  - (ii) any shareholder resolution or proposal unless the Board of Directors recommends voting in favour of such shareholder resolution or proposal.

Exploration and evaluation expense includes \$41,927 representing costs incurred before the Company obtained the legal rights to explore the property.

On January 22, 2018, the Company staked an additional 91 claims at Big Easy, thereby increasing its interest to 396 mining claims (December 31, 2017 - 278) covering 92.3 square kilometres (December 31, 2017 - 69.5).

## Risks and Uncertainties

### Going concern

The Company is in the exploration stage and has no revenue. As at December 31, 2017, the Company had a working capital deficit of \$605,431 (December 31, 2016 - \$876,981) and for the year ended December 31, 2017, the Company

incurred losses of \$814,804 (2016 - \$804,285). The working capital deficit and losses limit the Company's ability to fund operations and the acquisition, exploration and development of mineral resource properties. As a result, there is significant doubt about the Company's ability to continue as a going concern.

The continued operation of the Company is dependent upon the support of its creditors and the Company's ability to secure advances from related parties and equity financings to meet its existing obligations and finance the acquisition, exploration and development of mineral resource properties. The Company is actively seeking to raise the necessary advances and equity financings, however, there can be no assurance that additional financing will be available.

**Exploration**

The Company is exposed to the inherent risks associated with mineral exploration and development, including the uncertainty of mineral resources and their development into mineable reserves; the uncertainty as to potential project delays from circumstances beyond the Company's control; and the timing of production; as well as title risks, risks associated with joint venture agreements and the possible failure to obtain mining licences.

**Annual Summary Information**

	2017	Years ended December 31	
		2016	2015
Total revenues			
Income (loss)			
Total	(814,804)	804,285	(4,834,094)
Per share - basic and diluted	(0.02)	0.02	(0.15)
Total assets	1,091,248	698,021	565,675
Total long-term liabilities			
Cash dividends declared per common share			

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Loss for 2015 includes an impairment of exploration and evaluation of \$3,976,648 related to Gagnon and Borel River.

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## Results of Operations

	3 months ended December 31,		Year ended December 31,	
	2017	2016	2017	2016
	\$	\$	\$	\$
<b>Expenses</b>				
Professional fees	16,977	20,502	32,696	50,956
Consulting fees	78,000	95,000	338,526	373,386
General and administrative	43,655	36,092	154,148	221,145
Investor relations	37,831	10,000	61,124	64,311
Travel	1,856	-	25,755	21,036
Interest	2,079	4,838	7,877	28,684
Gain on sale of marketable securities	-	(8,666)	-	(8,666)
Increase in fair value of marketable securities	(11,094)	740	(13,644)	(1,500)
Gain on disposition of interest in associate	(447,191)	(802,286)	(447,191)	(802,286)
Exploration and evaluation	28,927	-	83,732	-
Impairment of exploration and evaluation	571,802	21,481	593,102	80,578
Refundable tax credit and mining tax credit	-	-	(103,752)	(251,079)
Gain on statute-barred accounts payable	-	-	-	(48,044)
Gain on settlement of due to Champion	-	(80,000)	-	(80,000)
Other recoveries	(1)	-	(2,711)	-
	322,840	(702,299)	729,662	(351,481)
Loss before share of net loss of an associate	(322,840)	702,299	(729,662)	351,481
Dilution gain on change in interest in associate	(19,574)	349,226	67,659	549,841
Share of loss of an associate	(93,525)	-	(157,709)	(97,037)
Loss before income taxes	(435,939)	1,051,525	(819,712)	804,285
Deferred income taxes	4,908	-	4,908	-
Loss and comprehensive loss	(431,030)	1,051,525	(814,804)	804,285

### Year ended December 31

The loss of \$814,804 in the current year compared to income of \$804,285 in the previous year was primarily the result of the following factors:

- a decrease in gain on disposition of interest in associate.
- increase in impairment of exploration and evaluation.
- a decrease in the dilution gain on change in interest in associate.

### 3 months ended December 31

The loss of \$431,030 in the current year compared to income of \$1,051,525 in the previous period was primarily the result of the following factors:

- a decrease in gain on disposition of interest in associate.
- increase in impairment of exploration and evaluation.
- a decrease in the dilution gain on change in interest in associate.

## Summary of Quarterly Results

	Q1 2016	Q2 2016	Q3 2016	Q4 2016	Q1 2017	Q2 2017	Q3 2017	Q4 2017
	\$	\$	\$	\$	\$	\$	\$	\$
		(note 1)		(note 2)	(note 3)			
Revenue	-							
Income (loss)								
- Total	(248,263)	171,332	(170,309)	1,051,525	(39,431)	(185,919)	(158,423)	(431,031)
- Per share	(0.007)	0.005	(0.005)	0.031	(0.001)	(0.005)	(0.004)	(0.011)

## Notes

- Income for Q2 2016 reflects income for a gain on statute-barred accounts payable of \$48,044, a refundable tax credit of \$251,079, a gain on dilution of interest in associate of \$84,458 and share of income of an associate of \$10,493.

2. Income for Q4 2016 reflects gains on the disposition of marketable securities of \$810,952 (including a gain of \$820,509 recorded on the disposition of \$2,000,000 common shares of Eloro to repay the Term Loan) and a gain on the settlement of amount due to Champion of \$80,000.
3. Loss for Q1 2017 reflects the receipt of refundable tax credit and mining tax credit of \$103,752.
4. Loss for Q4 2017 reflects an impairment of exploration and evaluation of \$571,802.

## Liquidity and Capital Resources

### Capital resources

At December 31, 2017, the Company had a cash balance of \$481,636 and an investment in Eloro with a fair value of \$2,619,805.

As the Company is in the exploration stage and has no revenue, the Company has financed its operations with advances from related parties and equity financings. The Company is dependent upon the support of its creditors and the Company's ability to secure advances from related parties and equity financings to meet its existing obligations and to fund its working capital requirements and the acquisition, exploration and development of mineral properties.

### Estimated working capital requirements for 2018

	\$
Corporate and general costs	200,000
Claim renewals and work commitments	15,000
Flow-through expenditures	325,000
	540,000

Excluding consulting fees to management, the payment of which is being deferred, corporate and general costs for the years ended December 31, 2017 and 2016 were approximately \$185,000 and \$275,000, respectively. For the year ended December 31, 2018, the Company expects to reduce costs and estimates its corporate and general costs at approximately \$200,000.

At December 31, 2017, accounts payable and accrued liabilities were \$1,035,518, of which, \$823,129 represents consulting fees and exploration expenditures owed to related party management and consultants, the payment of which is being deferred.

Management is of the opinion that sufficient working capital will be obtained from advances from related parties and equity financings to meet the Company's liabilities and commitments as they become due. In the event that the Company is not able to obtain sufficient working capital from related parties and equity financings, the Company could consider selling Eloro common shares.

### Transactions with Related Parties

	Year ended December 31, 2017 \$	Outstanding as at December 31, 2017 \$
<b>Exploration and evaluation</b>		
MRB & Associates, a company, in which, John Langton, a director of the Company, has an ownership interest		37,527
<b>Consulting fees</b>		
Gambier Holdings Corp., a company controlled by Thomas G. Larsen, for his services as Chief Executive Officer	137,400	105,749
John Langton for his services as President	30,000	165,000
Harry Burgess	3,000	3,390
Alexander Horvath	3,000	3,390
Marlborough Management Limited, a company controlled by Miles Nagamatsu, for his services as Chief Financial Officer	98,700	269,400
J. Estepa Consulting Inc., a company controlled by Jorge Estepa, for his services as Vice President and Corporate Secretary	98,700	276,200



## **Due to Champion**

See page 2 for *Overall Performance – Gagnon option agreement*.

## **Champion holding in common shares of the Company**

Champion holds 11,519,971 common shares of the Company, representing approximately 24.4% (2016 - 32.4%) of the outstanding common shares of the Company.

The holdings of Champion in the Company were subject to the terms of a pre-emptive rights agreement and an agreement respecting board representation rights and standstill obligations entered into on December 10, 2012.

A director of the Company is a director of Champion Iron Limited, the parent company of Champion.

## **New standards and interpretations not yet adopted**

The following amendment to standards will be effective for periods beginning on or after January 1, 2018:

### *IFRS 9, Financial Instruments ("IFRS 9")*

This standard will replace *IAS 39, Financial Instruments: Recognition and Measurement*. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Two measurement categories continue to exist to account for financial liabilities in IFRS 9, fair value through profit or loss ("FVTPL") and amortized cost. Financial liabilities held for trading are measured at FVTPL and all other financial liabilities are measured at amortized cost unless the fair value option is applied. The Company has not determined the extent of the impact of IFRS 9 on its financial statements.

The following new standard will be effective for periods beginning on or after January 1, 2019:

### *IFRS 16, Leases ("IFRS 16")*

This standard will replace *IAS 17, Leases*. IFRS 16 provides an updated definition of a lease contract, including guidance on the combination and separation of contracts. The standard requires lessees to recognize a right-of-use asset and a lease liability for substantially all lease contracts. The accounting for lessors is substantially unchanged from IAS 17. The Company has not determined the extent of the impact of IFRS 16 on its financial statements.

## **Financial Instruments and Other Instruments**

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

### *Cash, accounts payable and accrued liabilities and due to Champion*

The fair values of cash, accounts payable and accrued liabilities and due to Champion at December 31, 2017 approximated their respective carrying value due to their short term to maturity.

### *Marketable securities*

The fair value of marketable securities is estimated based on observable inputs.

### *Classification of fair value of financial instruments*

The Company classified the fair value of its financial instruments measured at fair value according to the following hierarchy based on the amount of observable inputs used to value the instrument:

Level 1: quoted prices in active markets for identical assets and liabilities;

Level 2: inputs, other than the quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly;

Level 3: inputs for the asset or liability that are not based on observable market data

Cash and marketable securities are classified as Level 1 financial assets.

## **Financial risk management**

The Company's activities expose it to a variety of financial risks that arise as a result of its exploration and financing activities, including credit risk, liquidity risk and market risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

#### ***Credit risk***

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's cash and due from Eloro. The Company's limits its exposure to credit risk on its cash by holding deposits with high credit quality Canadian chartered bank.

#### ***Liquidity risk***

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial liabilities that are settled in cash or other financial assets. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities as they come due, other than amounts owing to related parties. Accounts payable and accrued liabilities are subject to normal trade terms and the amount due to Champion is due on December 31, 2017.

#### ***Market risk***

Market risk is the risk that changes in market prices, such as equity prices, foreign exchange rates, and interest rates will affect the Company's income or the value of its financial instruments.

#### ***Equity price risk***

Equity price risk arises from the Company's marketable securities. The Company's approach to managing equity price risk is to optimize the return from its marketable securities within acceptable parameters for equity price risk. The Company estimates that if the fair value of its marketable securities as at December 31, 2017 had changed by 25%, with all other variables held constant, the income would have increased or decreased by \$7,749.

#### ***Currency risk***

Currency risk arises from the Company's financial instruments and purchases that are denominated in a currency other than the Canadian dollar, the Company's functional currency. As all of the Company's purchases are in Canadian dollars, the Company limits its exposure to currency risk by maintaining its cash in Canadian dollars.

#### ***Interest rate risk***

The Company's exposure to interest rate risk is limited due to the short-term nature of its financial instruments.

#### ***Capital management***

Capital of the Company consists of share capital, contributed surplus and deficit. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern so that it can acquire, explore and develop mineral resource properties for the benefit of its shareholders. The Company manages its capital structure and makes adjustments based on the funds available to the Company in light of changes in economic conditions. The Board of Directors has not established quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the Company. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that consider various factors, including successful capital deployment and general industry conditions. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

As the Company is an exploration stage company and has no revenues, its principal source of capital is from the issue of common shares or advances from related parties. In order to achieve its objectives, the Company intends to raise additional funds as required.

The Company is not subject to externally imposed capital requirements and there were no changes to the Company's approach to capital management during the year.

#### **Material assumptions and risk factors for forward-looking statements**

The following table outlines certain forward-looking statements contained in this MD&A and provides material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

<b>Page</b>	<b>Forward-looking statement</b>	<b>Assumption</b>	<b>Risk factor</b>
6	Liquidity and Capital Resources "Management is of the opinion that sufficient working capital will be obtained from advances from related parties and equity financings to meet the Company's liabilities and commitments as they become due."	Advances from related parties and equity financings will be obtained.	The Company is unable to obtain future financing to meet its liabilities and commitments as they become due.

## Other Information

### **Additional disclosure for venture companies without significant revenue**

The following table sets forth a breakdown of material components of the general and administration costs, capitalized or expensed exploration and development costs of the Company for the periods indicated.

#### **General and administrative expenses**

	<b>Year ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>\$</b>	<b>\$</b>
Office	123,901	199,689
Public company costs	30,247	21,276
	154,147	221,145

#### **Exploration and evaluation**

	<b>December 31, 2016</b>	<b>Acquisition costs</b>	<b>Exploration expenditures</b>	<b>Writedowns</b>	<b>December 31, 2017</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Property</b>					
Gagnon	–	570,000	23,102	(593,102)	–
Big Easy	–	140,709	36,809	–	177,518
	–	710,709	59,911	(593,102)	177,518

#### **Shares outstanding as at April 30, 2018**

##### *Authorized:*

Unlimited number of common shares.

##### *Outstanding:*

47,222,721 common shares.

#### **Stock options**

##### *Authorized:*

4,722,272 stock options, representing 10% of the issued and outstanding common shares.

##### *Outstanding:*

<b>Exercise price</b>	<b>Expiry date</b>	<b>Number of stock options issued and exercisable</b>
\$0.10	July 9, 2020	3,025,000

**Warrants***Outstanding:*

<b>Exercise price</b>	<b>Expiry date</b>	<b>Number of warrants</b>
\$0.20	June 6, 2019	4,000,000
\$0.55	June 6, 2019	1,500,000
		<hr/> 5,500,000