Vatic Ventures Corp.

Management's Discussion & Analysis

For The Three Months Ended

May 31, 2018

OVERVIEW

The following management discussion and analysis ("MD&A") is a review of the operations, current financial position and outlook for Vatic Ventures Corp. (the "Company") and should be read in conjunction with the unaudited condensed consolidated financial statements for the period ended May 31, 2018 and the audited consolidated financial statements for the year ended February 28, 2018, which are filed on the SEDAR website: www.sedar.com.

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS"). This document has been reviewed by the Audit Committee of the Board of Directors of the Company and has been approved by the Board of Directors on July 24, 2018. All amounts are expressed in Canadian dollars unless otherwise stated.

The financial information in this MD&A is derived from the Company's consolidated financial statements. This MD&A may contain forward looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Actual results may differ materially from the expected results.

DESCRIPTION OF THE COMPANY'S BUSINESS

The Company was incorporated on October 30, 2007 and was classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). Until January 26, 2011, the principal business of the Company was the identification and evaluation of assets of a business and once identified or evaluated, to negotiate an acquisition of or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities (as that term is defined in Policy 2.4).

On May 17, 2010 and further amended on January 13, 2011, the Company announced that it entered into an option agreement to acquire an undivided 100% interest in a property consisting of 14 claims, covering 7,176 hectares in the southwest of Merritt, British Columbia (see "Mineral Interests"). On January 26, 2011, the Exchange accepted the filing of the Company's Qualifying Transaction. As a result, the Company is listed on the Exchange as a Tier 2 mining exploration issuer and the common shares resumed trading on the Exchange on January 27, 2011 under the TSX-V symbol "VCV".

The Company is engaged in exploration and development of mineral properties and is currently focused on projects in Thailand and other potential areas in other parts of the world. At this time, the Company does not own any operating mines and has no operating income from mineral production. Funding for operations is raised primarily through public and private share offerings. Future operations and the Company's ability to meet its mineral interest commitments are dependent on the Company's ability to raise sufficient funds through share offerings, debt, or operations to support current and future expenditures.

On June 20, 2012, the Company incorporated two wholly owned subsidiaries VV Mining Exploration Services Mexico S. DE. R. I. and VV Mining Mexico S. DE R. I. C. V. to carry out the exploration of the La Silla West claims in the State of Sinaloa, Mexico. As at May 31, 2018, the two subsidiaries were inactive.

On January 21, 2017, the Company announced that it had completed the acquisition of 80% of the issued and outstanding shares of Saksrithai Development Co. Ltd., a Thai company which holds two special prospecting licenses for the exploration of potash (See "Mineral Interests").

The Company expects to use its available working capital to finance exploration and development on its properties, and for general working capital, including complementary acquisitions. The Company's immediate short-term objectives are to:

(a) complete the recommended work program on the mineral properties; and
(b) acquire and evaluate additional complementary mineral properties to expand the Company's portfolio.

The Company's long-term objectives will be to:

(a) determine if an economic mineral deposit exists on the acquired mineral properties;
(b) find one or more economic mineral deposits and bring them to commercial production; and
(c) deliver a return on capitalization to shareholders.

OVERALL PERFORMANCE

Loans payable and other

As at February 28, 2017, loans payable consisted of three loans with a total carrying value of $64,206. All of the loans are unsecured, due on demand and bear interest at 10% or 12% per annum.

As at February 28, 2018, loans payable consisted of two loans with a total carrying value of $43,163. Both of the loans are unsecured, due on demand and bear interest at 10% or 12% per annum. During the year ended February 28, 2018, two of the debt holders assigned their debts to other parties and waived any payment of interest from the beginning of the year up until the date of the transfer. One of the loans was transferred to a related party with a carrying amount of $21,806. The Company accrued $134 (2017 - $9,960) in interest expense and repayment of $nil (2017 - $121,000) was made against the outstanding loans during the year ended February 28, 2018. During the period ended May 31, 2018, the loans were settled with private placement.

On May 8, 2018, the Company received TSX Venture Exchange approval to amend its share structure by consolidating its issued and outstanding common shares on the basis of one (new) post consolidation share for each three (old) pre-consolidation shares (the "Consolidation").

On February 5, 2018, the Company met the requirement to be listed as a TSX Venture Tier 2 Company. Therefore, effective at the opening of trading, Monday February 5, 2018, the Company's listing was transferred from the NEX board to the TSX Venture Exchange and the Company's classification was changed from NEX to Tier 2.

The exercise or conversion price and the number of common shares issuable under any of the Company's outstanding warrants and stock options have been proportionately adjusted to reflect the Consolidation in accordance with the respective terms thereof.

On June 18, 2018, the Company announced that it would be conducting an offering of rights (each, a "Right") for gross proceeds of up to $2,347,703 (the "Rights Offering") to holders of its common shares (each, a "Common Share") resident in Canada at the close of business on June 27, 2018 (the "Record Date") on the basis of one Right for each Common Share held. Every 1.8 Rights will entitle the holder to subscribe for one unit of the Company (each, a "Unit") at a subscription price of $0.18 per Unit. Each Unit will consist of one Common Share and one Common Share purchase warrant (a "Warrant"), with each Warrant entitling the holder to purchase an additional Common Share until the date that is two years from the closing of the Rights Offering (the "Closing Date"), at an exercise price of $0.25 per Common Share. The Rights will be listed for trading on the TSX Venture Exchange (the "Exchange") under the symbol "VCV.RT" commencing on June 26, 2018 and will be de-listed from the Exchange at 9:00 a.m. (Vancouver time) on July 25, 2018 (the "Expiry Date"), after which time unexercised Rights will be void and of no value. The Rights Offering includes an additional subscription privilege under which eligible holders of Rights, who fully exercise their Rights, will be entitled to subscribe, on a pro rata basis with other shareholders who participate in the oversubscription, for Units that have not been purchased under the Rights Offering. The Warrants will be listed for trading on the Exchange under the trading symbol "VCV.WT", subject to fulfillment of minimum listing conditions. Vatic intends to use the net proceeds of the Rights Offering for further exploration and development of its Saksrithai potash project in Thailand and for working capital. During the period ended

May 31, 2018, The Company incurred $912,806 business development costs for the Rights Offering.

MINERAL INTERESTS

Khorat Basin Property, Thailand

On June 2, 2016 the Company entered into an assignment and purchase agreement (the "Agreement") to acquire 80% of the issued and outstanding shares (the "Shares") of Saksrithai Development Co. Ltd. ("Saksrithai"), a Thailand company which holds two special prospecting licenses ("SPLs") for the exploration of potash.

The two licenses, which are contiguous, are located in the northern Thailand province of Nakhon Ratchasima and comprise an area of approximately 32 km2. The property is located in the western part of the Khorat Basin in the Khorat Plateau which contains a large evaporate basin of Cretaceous age.

Pursuant to the Agreement the Company acquired the rights of Red Branch Investments Ltd. ("Red Branch") a Hong Kong incorporated company to acquire the Shares pursuant to a memorandum of understanding entered into among the holders of the Shares of Saksrithai (the "Saksrithai Shareholders"), and Red Branch dated February 26, 2016 which was superseded on June 2, 2016 by a share purchase agreement (the "Underlying Acquisition Agreement"). In accordance with the terms of the Underlying Acquisition Agreement, as assigned to the Company, the Company purchased the Shares by paying the Saksrithai Shareholders THB 8,000,000 (8,000,000 Thai Baht, the currency of Thailand, which equates to approximately US$220,000). The Underlying Acquisition Agreement also provides that the Company fund a THB 50,000,000 (approximately US$1,400,000) first stage exploration and development program which will include sufficient funding to satisfy work and expenditure commitments under the SPLs and to pay the Thailand project expenses and funding for general and administrative expenses in Thailand and Canada. In the event that the full amount of THB 50,000,000 is not expended, the Saksrithai Shareholders will be entitled to a cash payment of 20% of the unspent balance.

As consideration for the Agreement, on October 21, 2016, the Company issued 1,733,333 common shares to Red Branch plus a 1% NSR on the property. The NSR can be purchased by the Company at any time for US$1,000,000. Upon closing of the transaction Gerry Wright, the principal of Red Branch, joined the board of directors of the Company. Mr. Wright is a Professional Engineer and holds a Doctorate in Engineering from Queen's University, Belfast. He has over 30 years' experience in the minerals exploration and development industry in Asia, North America, Europe and Africa, serving as a Senior Officer and Director of a number of public and private companies. He has extensive experience and knowledge of the potash resources underlying Thailand's Khorat Plateau and the regional potash industry. As CEO of Asia Pacific Resources Ltd., he was directly responsible for acquisition, financing and development of Asia's most significant potash discovery.

Wabunk Bay Property, Ontario

On June 28, 2018, the Company announced that it had signed a memorandum of understanding (the "MOU") with Falcon Gold Corp. ("Falcon") for the Wabunk Bay cobalt claims (the "Property") adjoining Uchi mine, northwestern Ontario, Canada. Vatic has the right to earn a 60% interest from Falcon (the "Option") by meeting certain expenditure and consideration requirements on the Property. Falcon has an underlying agreement with the property owner whereby it has the right to acquire a 100% interest in 2 (cobalt, copper, nickel & PGE's) mining claims in Earngey Township in the Kenora District of northwestern Ontario. The claims comprise 19 claim units and cover an area of approximately 304 hectares (see the Falcon press release of June 13, 2018). The Wabunk Bay property is highly prospective for cobalt, and the Company believes that it can explore and develop potential in a short timeframe there.

In accordance with the terms of the MOU Vatic can exercise the Option by:

a) paying to Falcon a $25,000 deposit;

b) issuing to Falcon an initial 200,000 units at $0.18 per unit, each unit consisting of one common
c) share plus a warrant to purchase a further common share for $0.25 exercisable for two years (the "Initial Units");
d) completing exploration expenditures of $750,000 on the Property by June 27, 2019;
e) issuing by June 27, 2019 an additional 200,000 units on the same terms as the Initial Units; and
f) paying to Falcon an additional $275,000 by June 27, 2019.

The Property is subject to a 2 kilometer area of interest and is subject to a 1% NSR in favor of the underlying owner which can be purchased for $1 million any time before commercial production. Upon exercise of the Option the Company and Falcon will form a 60/40 joint venture for further development of the Property subject to the right of the Company to acquire Falcon's 40% interest by issuing shares of the Company to Falcon based on a valuation to be conducted by at least three valuators.

SELECTED ANNUAL INFORMATION

Years ended February 28, 2018 and 2017, and February 29, 2016:

	Years ended		
	February 28, 2018	**February 28, 2017**	**February 29, 2016**
Continued operations			
Net and comprehensive loss for the year	$ (637,335)	$ (681,894)	$ (89,426)
Basic and diluted loss per share	(0.05)	(0.10)	(0.09)
Total assets	1,311,281	971,620	54,153
Total liabilities	886,339	486,775	649,465

RESULTS OF OPERATIONS

The Company had a net and comprehensive loss of $1,084,997 for the period ended May 31, 2018 (2017 - $204,667). The Company's expenses related primarily to business development, office and miscellaneous, professional fees for accounting and legal, consulting fees, management fees, and transfer agent and filing fees. For the period such expenses consisted of business development $912,806 (2017 - $5,062), consulting fees $66,454 (2017 - $63,991), professional fees of $30,870 (2017 - $49,555), management fees of $9,000 (2017 - $5,000), office and miscellaneous expenses of $8,878 (2017 - $19,525), rent of $3,426 (2017 - $1,045), transfer agent and filing fees of $21,179 (2017 - $1,876) and travel, meals and entertainment of $44,402 (2017 - $55,530).

The overall expenses for the Company increased, during the period ended May 31, 2018, due to management's increased efforts to explore more business opportunities and improve shareholder's value.

Business development of $912,806 (2017 - $5,062) relates to promotion activities of the Company for the Rights Offering.

Consulting fees of $66,454 (2017 - $63,991) related to fees paid to consultants of the Company for consultation on the Company's prospective project in Thailand and is the main driver in the increase of the same period in last year.

Professional fees of $30,870 (2017 - $49,555) related to legal, engineering and accounting expenses in connection with reporting and compliance for the operations of the Company.

Rent payment is to $3,426 (2017 - $1,045). The company utilizes more space due to increase of business activities.

Management fees of $9,000 (2017 - $5,000) related to fees paid to officers of the Company for management for the overall work required for the acquisition of a new property and the private placements to funds for purchase of the new property and other operating expenses.

Transfer agent and filing fees of $21,179 (2017 - $1,876) relate mainly to the exchange sustaining and filing fees as well as transfer agent fees.

During the period ended May 31, 2018, the Company also had no interest expenses (2017 - $1,819) on loans payable.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The Company's quarterly operating results for the period from August 31, 2016 to May 31 28, 2018 are summarized as follows:

	August 31, 2016	November 2016	February 28, 2017	May 31, 2017	August 31, 2017	November 30, 2017	February 28, 2018	May 31, 2018
Revenue	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Net loss	(105,988)	(118,631)	(247,265)	(204,667)	39,804	(137,549)	(334,923)	(1,084,997)
Basic and diluted net loss per share	(0.03)	(0.03)	0.03	(0.03)	0.00	(0.01)	(0.03)	(0.05)

Fluctuations in the Company's expenditures reflect the ongoing efforts of the Company to raise capital for its projects. Variations in losses during quarters were due to the changes in business development fees, management fees, consulting fees, directors' fees and professional fees that were incurred. Also as the Company attends to its mineral projects, office and administrative expenses could increase to support the operation of these projects.

Major variations between the quarter ended August 31, 2016 and May 31, 2016, were primarily due to the decrease in all expenditures during the quarter ended August 31, 2016 expenses for evaluating the proposed property acquisition., yearend audit and filing expenses.

Major variations between the quarters ended November 30, 2016 and August 31, 2016, were primarily due to the increase in management fees during the quarters ended November 30, 2016 as well as cost associated to issuing common shares through a private placement for the proposed acquisition of a company holding prospecting licenses in Thailand.

Major variations between the quarters ended February 28, 2017 and November 30, 2016, were primarily due to the increase in, travel, meals and entertainment and management fees and audit related fees during the quarter ended February 28, 2017.

Major variations between the quarters ended May 31, 2017 and February 28, 2017 were primarily due to the decrease in, travel, meals and entertainment and management fees and audit related fees during the quarter ended February 28, 2017.

Major variations between the quarters ended August 31, 2017 and May 31, 2017 were primarily due to the settlements of accounts payable during the quarter ended August 31, 2017.

Major variations between the quarters ended November 30, 2017 and August 31, 2017 were primarily due to the settlements of accounts payable during the quarter ended August 31, 2017.

Major variations between the quarters ended February 28, 2018 and November 30, 2017, were primarily due to the increase in, travel, meals and entertainment and management fees and audit related fees during the quarter ended February 28, 2018.

Major variations between the quarters ended May 31, 2018 and February 28, 2018, were primarily due to the increase in business development expenses for marketing and promotion during the quarter ended May 31, 2018.

LIQUIDITY AND CAPITAL RESOURCES

As of May 31, 2018 the Company had a net working capital deficiency of $397,122 (February 28, 2018 - $868,531) and cash of $57,058 (February 28, 2018 – $nil). The Company anticipates that given its current cash position it will have to raise funds for the coming periods to support future expenditures.

Cash Flow Activities:

Cash balances increased by $145,741 during the period ended May 31, 2018 and by $8,467 during the period ended May 31, 2017. Below are detailed discussions related to the Company's cash flows.

Operating Activities

During the period ended May 31, 2018, cash used in operating activities was $1,367,995 compared to cash used in operating activities of $71,420 during the period ended May 31, 2017. The difference is primarily attributed to the reduction of accounts payable and accrued liabilities.

Financing Activities

Cash provided by financing activities during the period ended May 31, 2018 was $1,581,104, compared with cash provided by financing activities of $268,489 during the period ended May 31, 2017. The cash provided by financing activities for the period ended May 31, 2018 and 2017 is primarily attributable to private placements during the period.

Investing Activities

Cash used in investing activities was $67,368 during the period ended May 31, 2018, compared to $188,602 used in investing activities during the period ended May 31, 2017. The cash used in investing activities is primarily attributed to exploration expenditures incurred in Thailand.

Summary of Share and Other Activities:

As of May 31, 2018, the Company had a shareholders' equity balance of $962,997 (February 28, 2018 – $424,942). The Share Capital to date was from proceeds received from the issuance of common shares. The Company did not have any revenues during the periods ended May 31, 2018 and 2017. Until the Company's property interests generate profits sufficient to maintain operations, the ability of the Company to meet financial liabilities and commitments is primarily dependent upon the continued issuance of equity to new or existing shareholders.

At May 31, 2018, there were 23,477,034 issued and outstanding common shares.

Authorized:

Unlimited common shares, without par value.

	Number of shares		Share capital
Balance, February 28, 2017	9,840,992	$	4,538,763
Private placements	5,033,633		883,753
Share issued for acquistion of exploration and evaluation assets	133,333		20,000
Share issuance costs - cash	-		(56,398)
Fair value of finders' warrants granted	-		(20,039)
Fair value of finders' warrants exercised	-		29,726
Balance, February 28, 2018	15,007,959	$	5,395,805
Private placements	8,319,075		1,477,500
Option exercised	150,000		22,500
Share issuance costs - cash	-		(41,948)
Balance, May 31, 2018	23,477,034	$	6,853,857

During the year ended February 28, 2018:

Private Placement on March 27, 2017

On March 27, 2017, the Company received approval from the NEX board of the TSX-V to close the first and second tranches of its financing. In the first tranche, the Company issued 1,385,556 units at a price of $0.225 per unit for gross proceeds of $311,750. Each unit consists of one common share and one common share purchase warrant with each whole warrant entitling the holder to acquire one additional common share of the Company at a price of $0.45 per share for 24 months from closing. A finder's fee of $16,800 cash, plus 84,667 finder's warrants exercisable at $0.225 per share for 24 months was paid to Haywood Securities Inc. The finder's warrants had a fair value of $11,840 using the Black Scholes option pricing model with the following assumptions: Risk-free interest rate of 0.73%, expected life of 2 years, and expected volatility of 124%. The Company also paid a finder's fee of $1,500 cash plus 6,667 finder's warrants valued at $932 exercisable at $0.225 per share for 24 months to Foster & Associates. The finder's warrants had a fair value of $932 using the Black Scholes option pricing model with the following assumptions: Risk-free interest rate of 0.73%, expected life of 2 years, and expected volatility of 124%. The company also incurred other share issuance costs of $7,000 in connection with the financing.

On closing of the second tranche, the Company issued 330,555 units at a price of $0.225 per unit for gross proceeds of $74,375. Each unit consists of one common share and one common share purchase warrant with each whole warrant entitling the holder to acquire one additional common share of the Company at a price of $0.45 per share for 12 months from closing. A finder's fee of $2,348 cash, plus 10,833 finder's warrants exercisable at $0.225 per share for 24 months was paid to Leede Jones Gable Inc. The finder's warrants had a fair value of $1,515 using the Black Scholes option pricing model with the following assumptions: Risk-free interest rate of 0.73%, expected life of 2 years, and expected volatility of 124%. The company also incurred other share issuance costs of $3,000 in connection with the financing.

The Company issued 133,333 common shares on exercise of 133,333 finder's warrants with an exercise price of $0.15 per share for gross proceeds of $20,000.

Private Placement on February 5, 2018

On February 5, 2018, the Company announced that it had closed a non-brokered private placement with gross proceeds of $497,628, consisting of 3,317,522 units at a price of $0.15 per unit. Each unit consists of one common share and one common share purchase warrant with each unit warrant entitling the holder to acquire one additional common share at a price of $0.30 per share for 12 months from closing. Finders fees of $14,750 cash, plus 98,333 finder's warrants exercisable at $0.30 per share for 12 months were paid to the finders. The finder's warrants had a fair value of $5,752 using the Black Scholes option pricing model with the following assumptions: Risk-free interest rate of 1.81%, expected life of 1 year and expected volatility of 103%. The company also incurred other share issuance costs of $11,000 in connection with the financing.

During the period ended May 31, 2018:

On April 12, 2018, the Company closed its private placement financing (announced February 1, 2018) for gross proceeds of $482,500. The Company issued a total of 3,216,667 units at a price of $0.15 per unit. Each unit consists of one common share of the Company and one full Common Share Purchase Warrant exercisable at $0.30 for 12 months from the date of issuance. All securities issued in the placement are subject to a four-month hold period.

On May 4, 2018, the Company received approval from the TSX Venture Exchange to close its private placement financing (announced April 19, 2018) for gross proceeds of $995,000. The Company will issue a total of 5,102,410 units at a price of $0.195 per unit. Each unit consists of one common share of the Company and one full Common Share Purchase Warrant exercisable at $0.39 for 24 months from date of issuance. All securities issued in the placement are subject to a four-month hold period.

During the period ended May 31, 2018, 150,000 options were exercised at $0.15 per share.

As of the date of this report, the Company had the following outstanding:

- 23,477,033 common shares
- 16,235,162 warrants
- Nil options

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as at May 31, 2018 or as of the date of this report.

TRANSACTIONS WITH RELATED PARTIES

The amounts due to related parties are amounts due to the officer and director of the Company. The balances are unsecured, non-interest bearing and have no specific terms for repayment. These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount which is the amount of consideration established and agreed to by the related parties.

The amounts owed to the CEO and the President are for loans provided to the Company and expenses incurred on Company business and will not be repaid until there is sufficient working capital to first fund exploration and operating costs before repayment. Costs paid to the company controlled by the CEO for project management of the Company's Thai project will be paid in shares of the Company.

Due to related parties

		May 31, 2018		February 28, 2018
President	$	135,305	$	205,127
CEO		213,674		296,655
CFO		24,270		59,270
Previous Director		37,153		37,153
Total	$	410,402	$	598,205

During the periods ended May 31, 2018 and 2017, the Company paid and accrued management and consulting fees to its officers as follows:

	Three months ended	
	May 31, 2018	May 31, 2017
CFO	$ 9,000	$ 5,000
	$ 9,000	$ 5,000

PROPOSED TRANSACTIONS

The Company has no proposed transactions as at the date of this report.

CRITICAL ACCOUNTING ESTIMATES

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

1) Estimated Useful Lives of Assets

The estimation of the useful lives of assets has been based on historical and industry experience. Adjustments to useful life are made when considered necessary.

2) Share-Based Payments

Equity-settled share-based awards are recognized as an expense based on their fair value at date of grant. The fair value of equity-settled share options is estimated through the use of an option valuation model – Black-Scholes, which require inputs such as the risk-free interest rate, expected dividends, expected volatility and the expected option life, and is expensed over the vesting period. Using different input estimates or models produces different option values, which would result in the recognition of a higher or lower expense.

For a detailed summary of the Company's significant accounting policies, the reader is directed to Note 3 of the Notes to the consolidated audited financial statements for the year ended February 28, 2018 available on SEDAR at www.sedar.com.

RISKS AND UNCERTAINTIES

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company is a relatively new company with limited operating history and no history of business or mining operations, revenue generation or production history. The Company was incorporated on October 30, 2007 and has yet to generate a profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

Exploration, Development and Operating Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company's resource base.

The Company's operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity; flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Fluctuating Mineral Prices

The economics of mineral exploration is affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the Property.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's current and planned mining operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, and pursue only those development plans that can be funded through cash flows generated from its existing operations.

Regulatory Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulation would not have an adverse effect on any exploration and development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulation and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs or require abandonment or delays in the development of new properties.

Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, no operations and no revenues. If the Company's exploration program on its properties is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to the Property will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company, as the case may be, does not have title to the properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

Requirement for Permits and Licenses

As the Company holds an option to acquire the properties, subject to the NSR and it and may need to acquire further permits or licenses necessary to carry on proposed exploration activities on the properties. A substantial number of permits and licenses may be required should the Company proceed beyond exploration; such licenses and permits may be difficult to obtain and may be subject to changes in regulations and in various operational circumstances. It is uncertain whether the Company will be able to obtain all such licenses and permits.

Competition

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other mining companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of minerals claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

No Mineral Reserves or Mineral Resources

The property in which the Company holds an interest is considered to be an early exploration stage property, however no mineral reserve or mineral resource estimates have been prepared in respect of the property. Mineral reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates, may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different mineral grades, may cause a mining operation to be unprofitable in any particular accounting period.

Environmental Risks

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, provincial and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Governmental Regulations and Processing Licenses and Permits

The activities of the Company are subject to Canadian, provincial and Thailand approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances and other matters. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company. Further, the mining licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in such projects may decline.

Local Resident Concerns

Apart from ordinary environmental issues, work on, or the development and mining of the properties could be subject to resistance from local residents that could either prevent or delay exploration and development of the properties.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company shares. The Company does not intend to maintain insurance against environmental risks.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Dividends

To date, the Company has not paid any dividends on its outstanding shares. Any decision to pay dividends on the shares of the Company will be made by its board of directors on the basis of the Company's earnings, financial requirements and other conditions.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of exploration activities; requirements for additional capital; government regulation of mining operations. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes or other risks of the mining industry; delays in obtaining government approvals or financing or incompletion of development or construction activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

CHANGES IN ACCOUNTING POLICIES

Accounting standards, amendments and interpretations not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") during the year. None of these are expected to have a significant effect on the financial statements. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

(a) IFRS 9, Financial Instruments

The IASB intends to replace IAS 39 – "*Financial Instruments: Recognition and Measurement*" in its entirety with IFRS 9 in three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments that is principles-based and less complex than IAS 39. IFRS 9 requires that all financial assets be classified and subsequently measured at amortized cost or at fair value based on the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. Financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities classified as at fair value through profit or loss, financial guarantees and certain other exceptions. IFRS 9 can currently be adopted voluntarily, but is mandatory for years beginning on or after January 1, 2018.

(b) IFRS 15, Revenue from Contracts with Customers

IFRS 15 contains new standards on revenue recognition that will supersede IAS 18, *Revenue*, IAS 11, *Construction Contracts* and related interpretations. These standards are effective for the fiscal periods beginning on or after January 1, 2018.

(c) IFRS 16, Leases

The new standard on leases supersedes IAS 17, Leases, and related interpretations. The standard is effective for years beginning on or after January 1, 2019.

FINANCIAL AND OTHER INSTRUMENTS

The IFRS requires disclosure about the inputs used in making fair value measurements, including their classification within a hierarchy that prioritizes their significance. 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 assets and liabilities consist of cash and cash equivalents, amounts receivable, due to related parties, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant credit, liquidity or market risks arising from these financial instruments. The fair value of these instruments approximates their carrying value due to the short-term nature of their maturity.

The Company's financial instruments include:

- Cash is classified as fair value through profit or loss "FVTPL".
- Accounts payable and accrued liabilities have been classified as other financial liabilities.
- Amounts due to related parties are classified as other financial liabilities.
- Loans payable are classified as other financial liabilities.
- Derivative liabilities are classified as FVTPL.

Fair Values

The following table outlines the Company's financial assets and liabilities measured at fair value by level with the fair value hierarchy described above. Assets and liabilities are classified in their entirely based on the lowest level of input that is significant to the fair measurement.

	As at May 31, 2018			
Assets	Level 1	Level 2	Level 3	Total
Cash	$ 57,058	$ -	$ -	$ 57,058
Total	$ 57,058	$ -	$ -	$ 57,058

	As at February 28, 2018			
Assets	Level 1	Level 2	Level 3	Total
Cash	$ -	$ -	$ -	$ -
Total	$ -	$ -	$ -	$ -

All other financial assets and liabilities approximate their fair value due to their short term nature of these instruments.

OTHER MATTERS

Legal proceedings

The Company is not aware of any legal proceedings.

Contingent liabilities

At the date of report, management is unaware of any outstanding contingent liability relating to the Company's activities.

OFFICERS AND DIRECTORS

Current directors and officers of the Company are as follows:

Nasim Tyab, President and Director
Gerald Wright, CEO and Director
Barry Coughlan, Director
Matthew Mikulic, Director
Anthony Clements, Director
Thomas Wilson, CFO and Director
Gordon J. Fretwell Law Corp, Corporate Secretary

OUTLOOK

The Company's primary focus for the foreseeable future will be on reviewing its financial position, and continuing exploration and development activities on its mineral properties.

OTHER REQUIREMENTS

Additional disclosure of the Company's material documents including information circular, material change reports, new release, and other information can be obtained on SEDAR at www.sedar.com.