

**BLIND CREEK RESOURCES LTD.**

**Management Discussion and Analysis**

**For the Year Ended November 30, 2019**

**BLIND CREEK RESOURCES LTD.**  
**Form 51-102F1**  
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This Management Discussion and Analysis (“MD&A”) focuses on significant factors that affected Blind Creek Resources Ltd. (“Blind Creek” or the “Company”) during the year ended November 30, 2019 to the date of this report. This MD&A should be read in conjunction with the unaudited financial statements for the period ended November 30, 2019. The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts presented in this MD&A are in Canadian dollars unless otherwise indicated.

Additional information related to Blind Creek Resources Ltd. is available on SEDAR at [www.sedar.com](http://www.sedar.com)

This MD&A contains information up to and including March 30, 2020.

## **FORWARD LOOKING STATEMENTS**

*This Management’s Discussion and Analysis (“MD&A”) contains certain statements that may be deemed “forward-looking statements,” within the meaning of certain securities laws. Forward-looking statements relate to management’s expectations or beliefs about future performance, events, or circumstances that include, but are not limited to, future production, costs of production, prices of gold, reserve or resource potential, exploration and operational activities, and events or developments that the Company expects or targets. Forward-looking statements can usually be identified by words such as: “future”, “plans”, “scheduled”, “expects”, “intends”, “estimates”, “forecasts”, “will”, “may”, “could”, “would”, and variations thereof. Although the Company believes that these statements are based on reasonable assumptions, all forward-looking statements involve known and unknown risks and uncertainties that may cause the actual performance, events, or circumstances of the Company to be materially different than anticipated. The forward-looking information in this MD&A describes the Company’s expectations as of the date of this MD&A.*

*Such forward-looking statements, including but not limited to those with respect to the price of metals, the timing and amount of estimated future mineralization and economic viability of properties, capital expenditures, costs and timing of exploration projects, permitting timelines, title to properties, the timing and possible outcome of pending exploration projects and other factors and events described in this MD&A involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.*

*The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company’s forward-looking information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.*

*The reader should verify all claims and do their own due diligence before investing in any securities mentioned or implied in this document. Investing in securities is speculative and carries a high degree of risk.*

*Forward-looking statements are based on management’s current plans, estimates, projections, beliefs, and opinions and we do not undertake any obligation to update forward-looking statements should the*

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*assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by law.*

## **OVERVIEW**

Blind Creek is a mineral exploration company focused on the identification, acquisition, exploration and development of mineral properties in the Yukon and Northwest Territories. It is listed on the TSX Venture Exchange, trading under the symbol "BCK." Since inception, the Company has been focused on completing equity financings to fund its operations, property acquisition and property exploration.

Blind Creek is focused on the advancement of its key Blende mineral property (the "Blende Project"), located in the Mayo Mining District, Yukon. The Company has positioned itself as a base metals exploration company.

On December 5, 2018 Blind Creek filed the July 25<sup>th</sup>, 2019 Blende Property Heritage Resources Impact Statement Report for assessment credit on the Blende mineral claims.

On March 20, 2019, the Company granted 1.1 million stock options to directors, officers, employees, and consultants with an exercise price of \$0.05 for a period of two years from date of grant.

On March 6, 2020 Brian Fowler resigned as President of the Company.

## **PROJECTS**

### **Blende Zn-Pb-Ag Property, Mayo Mining District, Yukon Canada**

Blind Creek's 100% owned Blende Zn-Pb-Ag-Cu Property is situated 75 km northeast of Keno City, Yukon. The winter-road accessible, 5,346 ha property encompasses the largest carbonate-hosted Zn-Pb-Ag deposit in Yukon and one of the largest undeveloped Zn-Pb-Ag deposits in Western Canada. The Property was previously explored by Billiton who between 1989 – 1991 drilled 77 holes (15,185 m) and calculated an historic open pit mineral resource of **19.6Mt averaging 3.04% Zn, 2.80% Pb and 56 g/t Ag.**

The Blende Property was subsequently acquired by Blind Creek in 2005 and between 2005-2009 the Company drilled an additional 45 holes (8,694 m), spending in excess of \$5.2M in acquisition and exploration to acquire 100% interest in the Property. During the period 2009-2017 the Blende Project was placed under care and maintenance as a result of the prolonged downturn in base metal prices and availability of exploration capital. In light of the recent rise in base metal prices, particularly Zn and Pb, the Company has elected to renew its efforts to advance the Blende Property.

In June, 2017 Blind Creek commissioned Moose Mountain Technical Services (MMTS), a private consulting firm to upgrade the Blende geological database, re-model the geology, calculate a maiden Blende NI 43-101 Mineral Resource Estimate utilizing all post-Billiton drill hole data and detail results in a NI 43-101 Technical Report. Blind Creek also commissioned Mr. Frank Wright, P.Eng., of F. Wright Consulting Inc. to conduct a preliminary scoping evaluation on the recently collected metallurgical samples, focussing on basic pre-concentration and flotation studies for all mineralization types modeled at Blende. A four month, staged metallurgical program entailed characterization and optimization studies for comminution, dense media separation (DMS), flotation, liquid /solid (L/S) separation and concentrate characterization. Results from this study provide additional basis for the Blende Mineral Resource estimate and concentrate sample for further pyrometallurgical and hydrometallurgical recovery studies.

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In August, 2017 MMTS collected 51 historic drill core samples from the Blende Property for Specific Gravity (SG) determinations, required to develop a density model for mineral resource classification, and 175 kg of drill core for metallurgical test work studies.

In November, 2017 Mr. Frank Wright, P.Eng., commenced a preliminary four month staged metallurgical test program entailing characterization and optimization studies for comminution, dense media separation (DMS), flotation, liquid/solid (LS) separation and concentrate characterization on 175 kilograms of mineralized split drill core samples obtained from the Blende Deposit, which had been stored on site for several years. Despite an elevated extent of sulphide oxidation the test results showed a good response using conventional mineral processing procedures. Head grades ranged from 1.5% to 5.4% for lead, 1.5% to 3.5% for zinc, along with 17 to 65 g/t for silver. Based on the ratio of sulphide to total sulphur analysis the extent of oxidation ranged from 32% to 92%. Studies concluded the Blende Deposit has an average oxide content of 21% which allows for recovery of both sulfides and oxides at the recoveries used in the recently released Blende National Instrument (NI) 43-101 Mineral Resource Estimate. (see News Release April 11, 2018)

As a means of pre-concentration prior to milling, Blende metallurgical samples were subjected to DMS at a pre-screened particle size from ¼" (6.3 mm) to 1" (25 mm). The samples responded favorably with the grades of the concentrate close to double that of the DMS feed grades. When including screened fines, the metal recovery ranged from 85% to 90% for lead; and 82% to 86% for zinc, while rejecting approximately half the feed mass.

Differential flotation performed on the drill core samples also provided an encouraging initial response without the need for fine grinding. While further optimization is required, a satisfactory response was evident at a relatively moderate grind of a particle size distribution 80% passing 110 microns. Locked cycle and continuous testing flotation was not performed for this initial portion of testing on the Blende samples. The estimated flotation recoveries are from the open cycle tests, which include cleaner tailing that are recycled in a locked cycle or continuous circuit. For zinc, this recovery was more challenged than lead, likely due to oxidation resulting in a portion of the zinc reporting to the lead concentrate, despite use of depressant and pH control. For the samples tested this resulted in an average estimated ~70% zinc recovery to the zinc float concentrate. Lead float recoveries for this test program were approximately 85%, at a corresponding concentrate grade of ~60% lead. Most of the silver, as would be desired for maximum smelter payments, report to the lead concentrate, with a total silver recovery of 90%, at a grade of up to 823 g/t silver into the lead concentrate, depending on the head assay.

Mr. Wright, P.Eng. states "With further evaluation the process response can be expected to improve on these results with ongoing project advancement. In part this would be due to evaluating more representative mineralized samples taken at depth that are shown to have a lower extent of sulphide oxidation. In turn that should improve process performance as compared to these more highly oxidized samples that had been stored on surface. Regardless, metallurgical test results to date provide an encouraging indication that the Blende mineralogy will respond well to standard process techniques."

On April 11, 2018 Blind Creek announced the maiden open pit-constrained NI 43-101 Blende Mineral Resource estimate. The Base Case Mineral Resource is reported below in Table 1.

**Table 1. Base Case Mineral Resource (at NSR cutoff grade of \$CDN39.35 (ZnEq=2%))\***

Category	Cutoff ZnEq (%)	In situ Tonnage (ktonnes)	In situ Grades						In situ Metal Content		
			ZnEq (%)	Zn (%)	Pb (%)	Ag (gpt)	NSR (\$CDN/t)	OXRAT	Zn (Mlbs)	Pb (Mlbs)	Ag (koz)
Indicated	2.0	3,650	5.18	1.98	1.95	35.7	101.87	0.08	159	157	4,192
Inferred	2.0	32,980	5.03	2.01	1.88	32.0	98.91	0.22	1,461	1,364	33,980

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\*NI 43-101 Resource Estimate for the Blende Property, Yukon Territory; Susan C. Bird, M.Sc., P.Eng; Robert J. Morris, M.Sc., P.Geo. and Frank Wright, P.Eng. (May 25, 2018)

Despite an elevated extent of sulphide oxidation in the historic drill core metallurgical samples, metallurgical test results showed a good response using conventional mineral processing procedures. The Blende Project is a potential bulk tonnage, open pit approach that offers some distinct cost advantages to other advanced Pb/Zn projects in Canada, which are typically underground. Blende Resource mineralization outcrops at surface, is confined to 2 pit shapes approximately 2 km apart and remains open in areas northwest, southeast and below the “reasonable prospects of economic extraction” open pit shapes.

On June 5, 2018, Blind Creek reported the Company has recently received and filed an NI 43-101 Resource Estimate Technical Report, dated May 25, 2018, for the Company’s 100% owned Blende Property, Yukon, on [www.SEDAR.com](http://www.SEDAR.com). The Technical Report was prepared by Moose Mountain Technical Services (MMTS), an independent mining consulting company. Furthermore, readers are invited to [click here](#) to view an animated 3D virtual tour of the Blende Zn-Pb-Ag Property location, geology and mineral resource. The winter-road accessible Blende Property is situated 64 km northeast of Keno Hill, Yukon, Canada.

*NI 43-101 Report Recommendations*

MMTS has recommended additional geological investigation should include a program to laterally extend known mineralization and test the down dip extension of this mineralization. Also, a program of infill drilling is recommended to increasingly test continuity of mineralization between existing drill sections. This will aid in upgrading the confidence level of the Blende Mineral Resource.

A proposed work program includes:

- Major infill drilling at the Far West Zone, West Zone-area and East-area zones to increase confidence in the resource estimation. Program should also concentrate on obtaining a meaningful database of SG measurements.
- Exploration drilling in the Far East Zone to properly identify and delineate zones of mineralization.
- Continual metallurgical studies to better determine appropriate process procedures and optimal recoveries.
- Although the Central Zone has seen limited drilling, it requires further geologic mapping, and needs to be put in the newly understood structural context, prior to any serious drill program.
- Additional geological mapping and reconnaissance contour soil sampling on the northwest, southeast and northern extensions of the claim group.

An Estimated Budget is shown below in Table 2.

**Table 2 - Blende Project Estimated Budget**

<b>Field Related Items Only</b>	<b>Approx. Totals</b>
Drilling	\$1,200,000
Metallurgical Studies	\$250,000
Geochemistry	\$100,000
Geological	\$150,000
Miscellaneous	\$250,000
<b>TOTAL</b>	<b>\$1,950,000</b>

*Qualified Person*

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Ms. Sue Bird, P.Eng., Principal at MMTS is independent of Blind Creek Ltd. and a 'Qualified Person' (Q.P.) as defined under Canadian National Instrument NI 43-101. Ms. Bird was responsible for the Mineral Resource Estimate and directly related information.

Blind Creek is in possession of a 5-Year Class 4 Quartz Mining Land Use Approval that provides for exploration activities at the Blende Zn-Pb-Ag Property and a 2-Year Land Use Permit allowing for Property winter road access by the Wind River Winter Trail. Portions of the Wind River Winter Trail are included in ATAC Resource's 65 km all-season Rau Project access tote road recently approved in an agreement between the Government of Yukon and the First Nation of Na-Cho Nyäk Dun This is a significant positive development for exploration and mining in the region. While Blind Creek has no formal relationship, negotiations or agreement in place with any related party to use the all-season tote road, if and when it is developed, the Company will closely monitor developments and explore any all-season Blende Property access opportunities when appropriate.

The Blende Property is subject to a 2% net smelter return royalty interest in favour of Sandstorm Gold Ltd. and a 1% net smelter return royalty interest in favour of John Bernard Kreft. Under the Royalty Interest, the Company is required to pay Sandstorm Gold, as an advance royalty payment against the Royalty Interest: (i) \$50,000 on the date a feasibility report is completed on the Blende Property and (ii) \$50,000 on or before each and every anniversary date of such feasibility report until the date of commencement of commercial production on the Blende Property. The Company is entitled at any time to (i) purchase 1% of the 2% Royalty Interest by paying Sandstorm Gold the sum of \$1,000,000 and (ii) purchase the entire Underlying Royalty Interest by paying John Bernard Kreft the sum of \$1,000,000.

The Company is exploring its options to advance the Blende Project to the Preliminary Economic Assessment (PEA) stage.

**AB Zinc, North West Territory, Canada**

During the year ended November 30, 2019, the Company abandoned the Property.

**RESULTS OF OPERATIONS**

**Three Months ended November 30, 2019**

The Company incurred a net loss of \$273,774 for the three months ended November 30, 2019 compared to net income of \$579,379 for the three months ended November 30, 2018. The significant differences between the two periods include:

- A decrease in gain on plan of arrangement to \$Nil (November 30, 2018 - \$681,579) due to the Engineer Gold Mines Ltd. spin out in the prior year.
- An increase in write off of exploration and evaluation assets to \$256,555 (November 30, 2018 - \$Nil) due to the write off of the AB Zinc project in the current year.
- A decrease in professional fees to \$15,015 (November 30, 2018 - \$48,604) due to higher legal expenses in the prior year related to the spinout of the Engineer Gold Mine project.

**Year ended November 30, 2019**

The Company incurred a net loss of \$450,038 for the year ended November 30, 2019 compared to a net income of \$26,819 for the year ended November 30, 2018. The significant differences between the two periods include:

- A decrease in gain on plan of arrangement to \$Nil (November 30, 2018 - \$681,579) due to the Engineer Gold Mines Ltd. spin out in the prior year.
- An increase in write off of exploration and evaluation assets to \$256,555 (November 30, 2018 - \$Nil) due to the write off of the AB Zinc project in the current year.

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- A decrease in professional fees to \$25,868 (November 30, 2018 - \$158,457) due to higher payments in the prior year related to the spinout of the Engineer Gold Mine project.
- A decrease in share based payments to \$22,000 (November 30, 2018 - \$108,543) due to decrease in the number and value of options granted in the current year.
- A decrease in travel, trade shows and promotion to \$10,719 (November 30, 2018 - \$87,292) due in part to contracts not being renewed in the current year.

**Selected Annual Information**

Canadian Dollars	Year ended November 30, 2019	Year ended November 30, 2018	Year ended November 30, 2017
Total revenue	\$ Nil	\$ Nil	\$ Nil
Net loss and comprehensive loss			
In total	\$ (654,760)	\$ 26,819	\$ (790,216)
Per share (basic and diluted)	\$ (0.02)	\$ 0.00	\$ (0.04)
Total assets	\$ 1,564,991	\$ 1,829,091	\$ 2,393,502
Exploration and evaluation assets	\$ 1,533,606	\$ 1,780,683	\$ 2,206,985
Total non-current financial liabilities	\$ Nil	\$ Nil	\$ Nil
Working capital (deficiency)	\$ (1,005,127)	\$ (847,294)	\$ (215,788)
Common shares	26,077,050	25,727,050	25,427,050
Cash dividends	\$ Nil	\$ Nil	\$ Nil

**SELECTED QUARTERLY FINANCIAL INFORMATION**

	Nov. 30, 2019	Aug. 31, 2019	May 31, 2019	Feb. 28, 2019	Nov. 30, 2018	Aug. 31, 2018	May 31, 2018	Feb. 28, 2018
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	\$37,179	\$44,121	\$80,198	\$55,270	\$105,300	\$206,890	\$214,295	\$154,575
Comprehensive income (loss)	(57,006)	(44,121)	(80,198)	(51,945)	579,379	(197,290)	(203,245)	(152,025)
Basic and diluted net income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)	0.02	(0.01)	(0.01)	(0.01)
Weighted Average number of shares outstanding	26,077,050	26,004,767	25,727,050	25,727,050	25,650,475	25,625,043	25,573,479	5,465,939

**LIQUIDITY AND CAPITAL RESOURCES**

The Company has no operations that generate cash flow and its long-term financial success is dependent upon management's ability to discover economically viable quantities of ore. The exploration process can take many years and is subject to factors that are beyond the Company's control. The ability of the Company to meet its liabilities as they come due and to continue as a going concern is dependent upon the financial support of its directors, shareholders and other related parties, the ability of the Company to raise equity financing to complete the acquisition, exploration and development of its existing and future mineral property interests and, ultimately, the attainment of profitable operations. Management believes the Company will be able to maintain sufficient liquidity for it to continue as a going concern however, management can provide no assurance with regard thereto. The Company's capital management objective is to maximize potential investment returns to its equity stakeholders within the context of the relevant opportunities and risks associated with the Company's operating segment. The inherent nature of mineral exploration involves a high degree of "discovery" risk.

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Consequently, there is substantial uncertainty as to whether any particular project will generate positive cash flows in the future. Therefore, management funds its exploration activity primarily by issuing share capital, rather than using other capital sources that require fixed repayments of principal and interest. It considers both share capital and working capital as components of its capital base. The Company is not subject to any externally imposed capital requirements. The timing and extent of both program implementation and financing are determined by management's evaluation of economic factors at the time, such as commodity prices, and non-economic factors such as expected impact that completion of a given program may have on the cost of capital. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities. There can be no assurance that financing will be available to the Company when required.

At November 30, 2019, the Company had \$215 in cash and a working capital deficiency of \$1,005,127. The Company will have to raise additional funds for its operation and exploration programs. The Company will need to raise funds through the completion of private placements.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company does not have any off-balance sheet arrangements.

**RELATED PARTY TRANSACTIONS**

The Company incurred the following expenses charged by key management personnel and companies controlled by key management personnel, such personnel include the Company's Directors, Chief Executive Officer, Chief Financial Officer and Corporate Secretary:

The Company incurred the following expenses charged by key management personnel and companies controlled by key management personnel, such personnel include the Company's Directors, Chief Executive Officer, Chief Financial Officer and Corporate Secretary:

	November 30, 2019	November 30, 2018
Management fees charged by directors and officers	\$ 69,000	\$ 146,000
Salary paid to an officer	9,000	11,000
Professional fees	-	750
<b>Total</b>	<b>\$ 78,000</b>	<b>\$ 157,750</b>

Key management personnel were not paid any post-employment benefits, termination benefits, or other long-term benefits during the respective periods.

During the year ended November 30, 2019, the Company charged \$7,500 in rental fee to a company with common directors and management.

b) Due to related parties balances consisted of the following:

	November 30, 2019	November 30, 2018
Due to Directors and Officers	\$ 128,350	\$ 1,000
Due to company related by common shareholder	15,136	15,290
Due to major shareholder	226,692	224,602



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Due to company controlled by major shareholder	284,294	185,237
<b>Total</b>	<b>\$ 654,472</b>	<b>\$ 426,129</b>

The amounts due to the related parties have no specific terms of repayment, is unsecured and non-interest-bearing.

**OUTSTANDING SHARE DATA**

<b>Designation of Security</b>	<b>Amount Authorized</b>	<b>Number of Securities Outstanding as at November 30, 2019</b>	<b>As at the date of this report</b>
Common Shares	unlimited	26,077,050	26,077,050
Preferred Shares	unlimited	-	-
Warrants	n/a	2,121,167	2,121,167
Special Warrants	n/a	-	-
Stock Options	10%	2,222,705	2,222,705

**CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

Blind Creek Resources Ltd. makes estimate 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.

Judgments

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 consolidated interim financial statements within the next financial year are discussed below:

- Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure 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. 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.

- Titles to Mineral Properties Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

- Impairment of Mineral Properties Interests

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Management considers both external and internal sources of information in determining if there are any indications that the Company's mineral property interests are impaired. External sources of information management consider include the market, economic, and legal environment in which the Company operates. Internal sources of information management consider include the manner in which the properties are being used or are expected to be used, and indication of economic performance of the assets.

The Company intends to move ahead with further exploration and then development of the Tagish-Lake/Wan River Property, Blende and Yukon Carlin properties but the Company does not currently have funds to do so. Accordingly, the Company has written of the Kaza Northstar property, impaired Atlin and Yukon Carlin properties first and the Blende property to reflect the Company's valuation in the stock market.

Estimates

The effect of a change in an accounting estimates is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if change affects both.

- Estimation of Recoverable Amounts

The carrying amounts of the Company's mining properties are estimated based on the Company's market capitalization.

The recoverable amounts of individual exploration and evaluation assets have been determined based on the higher of estimated value-in-use and fair value less costs to sell. The company has used its market capitalization as an indicator of fair value less costs to sell.

**FINANCIAL RISK MANAGEMENT**

The company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

**General Objectives, Policies and Process:**

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

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a) **Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of three types of risk: foreign currency risk, interest risk, and equity price risk.

b) **Foreign Currency Risk:**

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and US dollar or other foreign currencies will affect the Company's operations and financial results. The company does not have significant exposure to foreign exchange rate fluctuation.

c) **Interest Rate Risk:**

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be immaterial.

d) **Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents. Cash and cash equivalents are maintained with financial institutions of reputable credit and may be redeemed upon demand. The Company considers this risk to be immaterial.

e) **Liquidity Risk**

Liquidity Risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company is reliant on the continued support of related parties to meet short-term financing requirements and to meet obligations as they become due.

## **FINANCIAL INSTRUMENTS**

### **Determination of Fair Value:**

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.

The Statement of Financial Position carrying amounts for cash and cash equivalents, amounts receivable, trade and other payables, and due to related parties approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

### **Fair Value Hierarchy:**

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities; and
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

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- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The company's investment in Pan Andean (formerly BC Gold Corp.) is classified as a level 1 fair value measurement. The Company has no financial instruments subject to level 2 or level 3 fair value measurements. There were no reclassifications to the Company's fair value measurements during the period ended November 30, 2019.

## **OTHER RISK FACTORS**

### Mining Industry

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines.

The Company's mineral exploration activities are directed towards the search, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercial quantities of ore. The Company has no history of earnings, and there is no assurance that the properties, or any other future property that may be acquired by the Company, will generate earnings, operate profitably, or provide a return on investment in the future.

There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

### Government Regulation

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage, and disposal of solid and hazardous waste.

Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, 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, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

### Permits and Licenses

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that

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the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

*Environmental Risks and Hazards*

All phases of the Company's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which may require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees all of which can impact the Company's ability to continue its mineral exploration operations.

*Uninsured Risks*

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

*Commodity Prices*

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

*Reliance on Management's Expertise*

The Company strongly depends on the business acumen and expertise of its management team and there is little possibility that this dependence will decrease in the near term. The loss of the services of any member of such team could have a material adverse effect on the Issuer. The company does not have any key person insurance in place for management.

*Conflicts of Interest*

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

*Land Title*

Although the Company has obtained title opinions with respect to certain of its properties, there may still be undetected title defects affecting such properties, including the possibility of aboriginal peoples' land claims or aboriginal rights claims. Accordingly, such properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations.

**ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

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Additional disclosure concerning the Company's general and administrative expenses and resource property expenditures is provided in the Company's financial statements which are available on SEDAR at [www.sedar.com](http://www.sedar.com)