FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Primary Cobalt Corp. (the "Issuer").

Trading Symbol: PRIM

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

CEO loan to the Issuer.

Rent of $1,500 paid per month to a director of the Issuer.

$5,000 per month paid to the CEO

(b) A description of the transaction(s), including those for which no amount has been recorded.

LOAN AGREEMENT

The Issuer arranged a non-arms length loan from a private company owned by the CEO of the Issuer, Patrick Morris (the "Lender". The loan is in the amount of $47,426 to be used to pay for Exclusive Research Permits regarding the four Spanish exploration permits. The loan is to be replaced on the earlier of six months or the next round of fund raising by the Issuer. Interest is to be paid at the rate of 10% and the Lender will receive 88,769 bonus shares at a deemed price of $0.105 per share.

(c) The recorded amount of the transactions classified by financial statement category.
Liability of $47,426

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

(f) Contingencies involving Related Persons, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
June 7, 2018	Common shares	Bonus shares	88,769	$0.15	0	In consideration of a loan to the Issuer	CEO	none

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

common shares without par value, no special rights or restrictions

(b) number and recorded value for shares issued and outstanding,
20,398,770 share issued recorded value $914,403

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

1,900,000 stock options exercisable until March 7, 2023 at a price of $0.10 per share

460,000 warrants exercisable at a price of $0.10 per share for two years following the listing date of March 7, 2018

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

3,420,000

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Patrick Morris CEO, director
Kenneth Phillippe CFO
H. Barry Hemsworth director
J. Michael Mackey director
Thomas W. Clarke director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: July 18, 2018.

"Patrick Morris"
Name of Director or Senior Officer

"Patrick Morris"
Signature

CEO
Official Capacity

Issuer Details Name of Issuer: Primary Cobalt Corp.	For Quarter Ended March 31, 2018	Date of Report YY/MM/D 2018/05/30
Issuer Address 430-580 Hornby Street,		
City/Province/Postal Code Vancouver, British Columbia V6C 3B6.	Issuer Fax No. ( )	Issuer Telephone No. (604) 761-8597
Contact Name Patrick Morris	Contact Position	Contact Telephone No. (604) 761-8597
Contact Email Address pm@primarycobalt.com	Web Site Address	

PRIMARY COBALT CORP.

(An Exploration Stage Company)

CONDENSED INTERIM FINANCIAL STATEMENTS

For the six months ended June 30, 2018 and 2017

(Unaudited)

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a) released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the condensed interim financial statements for the six months ended June 30, 2018.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by, and are the responsibility of, the Company's management.

PRIMARY COBALT CORP.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited)

	Note	June 30, 2018	December 31, 2017
		$	$
ASSETS			
Current Assets			
Cash		165,978	40,125
Amounts receivable		10,182	4,498
Prepaid expenses		30,000	30,000
		206,160	74,623
Deferred Financing Costs	4	–	10,000
Mineral Property Interests	6	336,785	251,489
Mineral Property Interests Under Investigation	6	91,998	–
		634,943	336,112
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	5	103,877	8,025
Advances from related party	5	47,425	–
		151,302	8,025
SHAREHOLDERS' EQUITY			
Share Capital	7	914,403	541,701
Contributed Surplus	8	172,229	–
Deficit		(602,991)	(213,614)
		483,641	328,087
		634,943	336,112

NATURE AND CONTINUANCE OF OPERATIONS	1
COMMITMENTS	6 & 12
SUBSEQUENT EVENTS	13

Approved on behalf of the Board:

"Patrick Morris"
Patrick Morris, CEO, Director

"H. Barry Hemsworth"
H. Barry Hemsworth, Director

PRIMARY COBALT CORP.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited)

	Note	Six Months Ended June 30, 2018	Six Months Ended June 30, 2017	Three Months Ended June 30, 2018	Three Months Ended June 30, 2017
				$	$
Expenses					
Stock based compensation	5	172,229	–	–	–
Travel and promotion		58,088	2,486	43,053	1,958
Professional fees		53,518	5,881	41,928	2,086
Consulting fees	5	51,000	35,500	25,000	17,750
Filing fees		17,679	–	4,043	–
Finance fees and interest	5	10,329	–	9,811	–
Website		10,000	–	–	–
Rent	5	9,000	1,500	4,500	1,500
Office and miscellaneous		7,534	788	3,454	694
		(389,377)	(46,155)	(131,789)	(23,988)
Other					
Interest income		–	1,060	–	–
Net loss and comprehensive loss for the period		(389,377)	(45,095)	(131,789)	(23,988)
Loss per share, Basic and Diluted		(0.02)	(0.01)	(0.00)*	(0.00)*
Weighted average common shares outstanding		18,581,502	6,937,128	20,332,437	7,863,957

* Denotes a loss of less than $(0.01) per share.

PRIMARY COBALT CORP.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)
(Unaudited)

	Note	Shares Issued	Amount	Contributed Surplus	Accumulated Deficit	Total
			$	$	$	$
Balance, December 31, 2016		6,000,001	85,001	–	(71,219)	13,782
Shares issued for cash	7	4,660,000	233,000	–	–	233,000
Share issue costs	7	–	(9,800)	–	–	(9,800)
Shares issued for mineral property	6, 7	1,000,000	50,000	–	–	50,000
Comprehensive loss		–	–	–	(45,095)	(45,095)
Balance, June 30, 2017		11,660,001	358,201	–	(116,314)	241,887
Shares issued for cash	7	3,700,000	185,000	–	–	185,000
Share issue costs	7	–	(14,000)	–	–	(14,000)
Shares issued for mineral property	6, 7	250,000	12,500	–	–	12,500
Comprehensive loss		–	–	–	(97,300)	(97,300)
Balance, December 31, 2017		15,610,001	541,701	–	(213,614)	328,087
Shares issued for cash	7	4,600,000	460,000	–	–	460,000
Share issue costs	7	–	(106,619)	–	–	(106,619)
Shares issued for services	7	100,000	10,000	–	–	10,000
Shares issued for finance cost	5, 7	88,769	9,321	–	–	9,321
Stock based compensation		–	–	172,229	–	172,229
Comprehensive loss		–	–	–	(389,377)	(389,377)
Balance, June 30, 2018		20,398,770	914,403	172,229	(602,991)	483,641

PRIMARY COBALT CORP.
(An Exploration Stage Company)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited)

		Six Months Ended	
	Note	June 30, 2018	June 30, 2017
		$	$
CASH PROVIDED BY (USED IN):			
OPERATING ACTIVITIES			
Net loss		(389,377)	(45,095)
Adjustments to Reconcile Net Loss to Net Cash used in Operations:			
Stock based compensation	5, 7, 8	172,229	–
Shares issued for finance fees	5, 7	9,321	–
Changes in non-cash working capital balances:			
Amounts receivable		(5,684)	8,105
Prepaid expenses		–	(15,000)
Accounts payable and accrued liabilities	5	31,879	4,140
Advances from related party	5, 7	47,425	–
Cash used in operating activities		(134,207)	(47,850)
INVESTING ACTIVITIES			
Acquisition costs	6	–	(50,000)
Exploration and evaluation costs	6	(113,321)	(39,444)
Cash used in investing activities		(113,321)	(89,444)
FINANCING ACTIVITIES			
Deferred financing costs	4	10,000	–
Shares issued for cash, net	7	363,381	223,200
Cash provided by financing activities		373,381	223,200
Increase in cash		125,853	85,906
Cash, beginning		40,125	–
Cash, ending		165,978	85,906
SUPPLEMENTAL DISCLOSURES:			
Cash paid for interest		–	–
Cash paid for income taxes		–	–
NON CASH FLOW TRANSACTION INFORMATION:			
Shares issued for finance fees		9,321	–

For the supplemental disclosures for non-cash investing and financing transactions, see Notes 6 and 7.

1. NATURE AND CONTINUANCE OF OPERATIONS

Primary Cobalt Corp. (the "Company") was incorporated as Media Link Technology Corporation under the Laws of the Province of British Columbia on July 15, 2010. On January 19, 2011, the Company changed its name to Media Cloud Systems Inc. On September 14, 2016, the Company changed its name from Media Cloud Systems Inc. to Bego Advanced Materials Inc. On January 26, 2017, the Company changed its name to Primary Cobalt Corp. The address of the Company's corporate office and its principal place of business is 430-580 Hornby Street, Vancouver, British Columbia, Canada.

The Company began operations on July 15, 2010 and its principal business activity was software development. As of December 31, 2011, the Company ceased the software development business and began looking for a new business and financing. On March 31, 2017, the Company entered into a mineral property purchase option agreement. As of June 30, 2018, the Company's principal business activity is the acquisition, exploration and development of mineral properties in British Columbia, and is an exploration stage company.

The Company has never generated revenue or positive cash flows from operations. For the six months ended June 30, 2018, the Company reported a net loss of $389,377 (2017 - $45,096), negative cash flow from operating activities of $143,528 (2017 - $47,849) and has an accumulated deficit of $602,991. This raises significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue its operations as intended are dependent on its ability to obtain necessary financing and raise capital sufficient to cover its operating costs.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. BASIS OF PRESENTATION

a) Statement of compliance

These financial statements are prepared in compliance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. These financial statements should be read in conjunction with the Company's financial statements for the year ended December 31, 2017.

These financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on July 18, 2018.

b) Measurement basis

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value, as explained in the accounting policies set out in Note 3 paragraphs (m) and (n) to the Company's financial statements for the year ended December 31, 2017. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The functional and presentation currency of the Company is the Canadian dollar.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The policies applied in these unaudited condensed interim financial statements are based on IFRS issued and outstanding as of July 18, 2018, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2017. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending December 31, 2018 could result in restatement of these unaudited condensed interim consolidated financial statements.

4. DEFERRED FINANCING COSTS

Pursuant to a letter agreement dated October 31, 2017, the Company engaged Haywood Securities Inc. (the "Agent") as its agent for the Company's initial public offering. At December 31, 2017, the Company had paid a deposit of $10,000 to the Agent. On March 7, 2018, the Company completed the initial public offering and the deferred financing costs were charged to shares issue costs.

5. RELATED PARTY TRANSACTIONS AND BALANCES

The Company has identified its directors and senior officers as its key management personnel.

All related party transactions are incurred in the normal course of business at their exchange value.

Amounts due to related parties are non-interest bearing, unsecured, and with no fixed repayment terms except for the advance from a company controlled by the CEO, which bears interest at 10% and a financing fee of 88,769 shares valued at $9,321. The Company accrued $425 of interest to June 30, 2018.

During the six month periods ended June 30, 2018 and 2017, the Company incurred the following related party transactions:

	2018	2017
	$	$
Transactions:		
Stock based compensation		
Director, Chief Executive Officer	36,259	–
Director	36,259	–
Director	36,259	–
Director	18,129	–
Chief Financial Officer	18,129	–
Consulting fees:		
Director, Chief Executive Officer	30,000	30,000
Chief Financial Officer	4,000	–
Former Chief Financial Officer	–	5,500
Rent and occupancy costs paid to a company controlled by a director	9,000	1,500
Finance fee shares and interest paid to a company controlled by a director	9,746	–
Balances:		
Due to affiliated company	47,425	–
Accounts Payable:		
Director	–	142

6. MINERAL PROPERTY INTERESTS

Rocher Déboulé Claims, British Columbia

On March 31, 2017, the Company entered into a property purchase option agreement (the "RD Agreement") to acquire an undivided 100% interest in four contiguous mineral claims, comprised of approximately 5,827 hectares, located in northwest British Columbia. The property purchase agreement requires payment of $50,000, and issuance of the greater of 1,500,000 common shares or 9.9% of the issued and outstanding common shares of the Company as at the completion of Phase II work, and not later than September 30, 2018, and incurring exploration expenditures of $180,000 as follows:

	Share Issuance	Cash Payment	Exploration Expenditures
		$	$
On signing memorandum of understanding (paid)	–	30,000	–
On first day of execution of Agreement (paid)	–	20,000	–
On or before May 31, 2017 (issued)	1,000,000	–	–
On or before September 30, 2017 (issued)	250,000	–	75,000
On or before September 30, 2018 (***Note***)	250,000	–	105,000
	1,500,000	50,000	180,000

Note: *In addition, on completion of the $105,000 exploration expenditures, the Company will issue additional shares to the Optionor so that aggregate number of common shares issued to the Optionor will not be less than 9.9% of the total issued and outstanding commons shares of the Company at the time of issuance.*

The property is subject to a 2% net smelter return, 1% of which can be purchased by the Company at $1,000,000.

Mineral properties expenditures accounted for as exploration and evaluation assets during the six month period ended June 30, 2018 and the year ended December 31, 2017 are as follows:

	June 30, 2018	December 31, 2017
	$	$
Acquisition costs		
Balance, beginning	112,500	–
Cash payment	–	50,000
Shares issued	–	62,500
Balance, ending	112,500	112,500
Exploration and evaluation costs		
Balance, beginning	138,989	–
Geological and geophysical	82,296	138,989
Balance, ending	224,285	138,989
Total mineral properties expenditures	336,785	251,489

The Company staked one additional mineral claim during the year ended December 31, 2017, immediately adjacent to the four mineral claims, approximately 1,504 hectares in size, which is not subject to the RD Agreement.

6. MINERAL PROPERTY INTERESTS (continued)

Exco Claims, Spain

On May 4, 2018, the Company entered into a Letter of Intent ("LOI") to acquire an 85% interest in mining permits in four cobalt and vanadium mineral properties located in Spain. The LOI requires payments in cash and shares to acquire the option, work commitments, past expenditures and a consulting agreement, as follows:

	Share Issuance	Cash Payment	Exploration Expenditures
		$	$
On signing LOI	–	35,120	–
On signing definitive agreement	1,000,000	55,740	–
Loan Agreement	–	64,615	–
Buran Property			
20% interest on signing LOI	100,667	15,400	–
25% interest pursuant to Loan Agreement	–	23,485	–
5% interest on issuance of Investment Letter	–	–	–
35% on issuance of Research Permit	1,006,667	–	–
First year work commitment	–	–	474,782
Second year work commitment	–	–	1,777,699
Third year work commitment	–	–	1,045,306
Beatriz Property			
20% interest on signing LOI	100,667	15,400	–
25% interest pursuant to Loan Agreement	–	23,485	–
5% interest on issuance of Investment Letter	–	–	–
35% on issuance of Research Permit	1,006,667	–	–
First year work commitment	–	–	351,197
Second year work commitment	–	–	1,312,804
Third year work commitment	–	–	693,924
Odin Property			
20% interest on signing LOI	100,667	15,400	–
25% interest pursuant to Loan Agreement	–	23,485	–
5% interest on issuance of Investment Letter	–	–	–
35% on issuance of Research Permit	1,006,667	–	–
First year work commitment	–	–	525,602
Second year work commitment	–	–	1,153,909
Third year work commitment	–	–	474,628
Altair Property			
20% interest on signing LOI	100,667	15,400	–
25% interest pursuant to Loan Agreement	–	23,485	–
5% interest on issuance of Investment Letter	–	–	–
35% on issuance of Research Permit	1,006,667	–	–
First year work commitment	–	–	520,982
Second year work commitment	–	–	1,347,186
Third year work commitment	–	–	474,628
	5,429,346	311,015	10,152,647

The Company must pay $15,400 per month towards the exploration costs commencing June 1, 2018. Funds, payable in Euros, are stated in Canadian dollars, converted at 1.54 dollars per Euro. The Company has a 60 day period to conduct the due diligence. The Company has begun to undertake due diligence on the properties and has engaged a Qualified Person to prepare a National Instrument 43-101 report. During the six month ended June 30, 2018, the Company has incurred $91,998 in due diligence costs.

7. SHARE CAPITAL

(a) Authorized Share Capital

The Company is authorized to issue unlimited number of common shares without par value.

(b) Issued and Outstanding Common Shares:

	Number of Common Shares	Amount
		$
Balance, December 31, 2016	6,000,001	85,001
Issued for cash at $0.05 per share	8,360,000	418,000
Share issue costs	–	(23,800)
Shares issued for Rocher Déboulé property	1,250,000	62,500
Balance, December 31, 2017	15,610,001	541,701
Issued for cash at $0.10 per share	4,600,000	460,000
Share issue costs	–	(106,619)
Issued for services at $0.10 per share	100,000	10,000
Issued for loan finance fees at $0.105 per share	88,479	9,321
Balance, June 30, 2018	20,398,770	914,403

On May 2, 2017, the Company issued 4,160,000 common shares at $0.05 per share for total proceeds of $208,000.

On May 29, 2017, pursuant to property purchase option agreement, the Company issued 1,000,000 common shares valued at $0.05 per share for a total of $50,000 (Note 6).

On June 21, 2017, the Company issued 500,000 common shares at $0.05 per share for total proceeds of $25,000.

On September 29, 2017, pursuant to property purchase option agreement, the Company issued 250,000 common shares valued at $0.05 per share for a total of $12,500 (Note 6).

On November 11, 2017, the Company issued 3,700,000 common shares at $0.05 per share for total proceeds of $185,000.

During the year ended December 31, 2017, the Company paid $23,800 in share issue costs.

Pursuant to a letter agreement dated October 31, 2017, the Company engaged Haywood Securities Inc. (the "Agent") as its agent for the Company's initial public offering of 4,000,000 common shares at $0.10 per share for total gross proceeds of $400,000 (the "Offering"). The Company agreed to pay to the Agent a commission of 10% of the gross proceeds from the Offering, a non-refundable corporation finance fee of $30,000 in cash and $10,000 to be paid by issuance of 100,000 common shares of the Company, and agent warrants to acquire 10% of the total number of common shares sold at an exercise price of $0.10 per share expiring 24 months from the closing date of the Offering, and reimbursement of various professional expenses relating to the Offering. On March 7, 2018, the Company issued 4,600,000 common shares at $0.10 per share for total proceeds of $460,000 and 100,000 in lieu of the $10,000 corporate finance fee, pursuant to the Offering.

On June 7, 2018, the Company issued 88,479 bonus shares to a company controlled by the CEO as compensation for the advance described in Note 5.

During the six month ended June 30, 2018, the Company paid $106,619 (2017 – $23,800) in share issue costs related to the Offering.

7. SHARE CAPITAL (continued)

(c) Stock Option Plan

The Company has established a stock option plan for directors, officers, employees, and consultants. Under the Company's stock option plan, the exercise price, vesting requirement and term of each option are to be determined by the Board. The option exercise price is not to be lower than the market price of the common shares at the time the options are granted. The term of the options cannot exceed 10 years. The aggregate number of shares issuable pursuant to options granted under the plan is limited to 10% of the Company's issued shares at the time the options are granted. The aggregate number of options granted to any one optionee in a 12 month period is limited to 5% of the issued shares of the Company.

On March 7, 2018, the Company granted an aggregate of 1,900,000 stock options to its officers, directors and consultants for the purchase of up to 1,900,000 common shares. Each stock option is exercisable for a period of five years at a price of $0.10 per common share. All stock options are vested and exercisable upon grant. The fair value of the options granted was $172,229 and was recorded as contributed surplus from stock based compensation.

Options outstanding and exercisable	Number of options	Exercise Price	Expiry Date
Outstanding, December 31, 2017	–	–	–
Granted March 7, 2018	1,900,000	$0.10	March 7, 2023
Outstanding, June 30, 2018	1,900,000		

As at June 30, 2018, the options have a weighted average remaining contractual life of 4.68 years. The fair value of each option granted during the year was $0.09 based on an application of the Black-Scholes option pricing model using the following weighted average assumptions:

Share price on grant date	$0.10
Expected life (years)	5 years
Interest rate	1.97%
Volatility	150%
Dividend yield	0.00%

The Company grants incentive stock options as permitted pursuant to the Company's Stock Option Plan which complies with the rules and policies of the Exchange.

(d) Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
Outstanding, December 31, 2017	–	–	–
Granted March 7, 2018	460,000	$0.10	1.68
Outstanding, June 30, 2018	460,000		

7. SHARE CAPITAL (continued)

(e) Shares held in escrow

As at June 30, 2018, the Company has 3,420,000 common shares held in escrow (December 31, 2017 – nil). These escrow shares are subject to escrow trading restrictions pursuant to the Escrow agreement and are released on a straight line basis, with one tenth released on the date the Company's securities are listed on a Canadian exchange (listing date - released), one sixth of remaining escrow securities released 6 months after the listing date (released), one fifth of remaining escrow securities released 12 months after the listing date (released), one fourth of remaining escrow securities released 18 months after the listing date, one third of remaining escrow securities released 24 months after the listing date, one half of remaining escrow securities released 30 months after the listing date and remainder released 36 months after the listing date.

8. CONTRIBUTED SURPLUS

On March 7, 2018, the Company granted 1,900,000 stock options to certain directors, officers and consultants (see Note 7(c)). The fair value of the options granted was $172,229 and was recorded as contributed surplus from stock based compensation.

9. INCOME TAXES

Future tax benefits which may arise as a result of these non-capital losses and other income tax pools have not been recognized in these financial statements and have been offset by a valuation allowance.

No deferred income tax asset has been recognized because the amount of future taxable profit that will be available to realize such assets is unpredictable. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. The amount of deferred income tax asset considered realizable could change materially in the near term based on future taxable income during the carry forward period.

10. MANAGEMENT OF CAPITAL

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern (see Note 1). The Company does not have any externally imposed capital requirements to which it is subject.

As at June 30, 2018, the Company had capital resources consisting of all components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares.

11. FINANCIAL INSTRUMENTS

Fair values

The Company's financial instruments include cash and accounts payable. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature. The fair value of these financial instruments approximates their carrying value because of the current nature.

The following table summarizes the carrying values of the Company's financial instruments:

	June 30, 2018	December 31, 2017
	$	$
FVTPL (i)	165,978	40,125
Other financial liabilities (ii)	151,302	8,025

(i) Cash
(ii) Accounts payable and due to related party

The Company's financial instruments include cash, accounts payable and due to related parties. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature.

The Company classifies its fair value measurements in accordance with the three level fair value hierarchies as follows:

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 (i.e. as prices) or indirectly (i.e. derived from prices), and
Level 3 – Inputs that are not based on observable market data

The following table sets forth the Company's financial assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	Total
	$	$	$	$
As at June 30, 2018:				
Cash	165,978	–	–	165,978
As at December 31, 2017:				
Cash	40,125	–	–	40,125

11. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

The Company's financial instruments include cash, accounts payable and due to related party. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term. The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. As at December 31, 2017, the Company has $40,145, which is held at a Canadian chartered bank and the Company considers the credit risk to be minimal.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and exploration activity. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

12. COMMITMENTS

The Company is committed to the payments, share issuances and exploration expenditures in the Rocher Déboulé property, as described in Note 6.

13. SUBSEQUENT EVENT

On May 4, 2018, the Company entered into a letter of intent to acquire an 85% interest in four mineral properties located in Spain. The Company has engaged a Qualified Person to prepare two National Instrument 43-101 reports including the four mineral properties and is in the due diligence process on the properties.

DISCLAIMER FOR FORWARD-LOOKING INFORMATION

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of June 30, 2018. These assumptions, which include, management's current expectations, estimates and assumptions about the global economic environment may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) inability to locate and identify potential business acquisitions, (3) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (4) other factors beyond our control. There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. Unless otherwise required by applicable securities laws, the Issuer disclaims any obligation to update any forward-looking statements, whether as a result of new events, circumstances and information, future events or results or otherwise. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

1.1 – Date and Basis of Discussion & Analysis

This management discussion and analysis ("MD&A") is dated as of July 18, 2018 and should be read in conjunction with the unaudited condensed interim financial statements of Primary Cobalt Corp. for the six months ended June 30, 2018 ("June 30, 2018 Financial Statements"). The June 30, 2018 Financial Statements are prepared in compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board. Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. Unless expressly stated otherwise, all financial information is presented in Canadian dollars.

1.2 – Overall Performance

Nature of Business

Primary Cobalt Corp. ("Primary Cobalt" or the "Company") was incorporated as Media Link Technology Corporation under the Laws of the Province of British Columbia on July 15, 2010. On January 19, 2011, the Company changed its name to Media Cloud Systems Inc. On September 14, 2016, the Company changed its name from Media Cloud Systems Inc. to Bego Advanced Materials Inc. On January 26, 2017, the Company changed its name to Primary Cobalt Corp. The address of the Company's corporate office and its principal place of business is 430-580 Hornby Street, Vancouver, British Columbia, Canada.

On March 31, 2017, the Company entered into a mineral property purchase agreement. As of June 30, 2018, the Company's principal business activity is the acquisition, exploration and development of mineral properties in British Columbia, Canada and the Company was in the exploration stage.

The Company has never generated revenue or positive cash flows from operations. For the six months ended June 30, 2018, the Company reported a net loss of $389,376, cash deficiency from operating activities of $134,207 and has an accumulated deficit of $602,991. This raises significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue its operations as intended are dependent on its ability to obtain necessary financing and raise capital sufficient to cover its operating costs.

Financing

The Company engaged an agent for an initial public offering of 4,000,000 common shares at a price of $0.10 per common shares (the "Offering"). On March 7, 2018, the Company was listed on the Canadian Stock Exchange, completed the Offering and issued 4,700,000 common shares for total proceeds of $470,000. The Company expects that the capital raised in the Offering will be sufficient to maintain the operating expenses for 2018 as well as to complete the Phase II exploration work program.

The Company borrowed $47,000 from a company controlled by the CEO. The funds were advanced to the vendor of the Spanish properties, noted below, in connection with preliminary exploration work related to the due diligence program on the properties. The loan pays interest at 10% per annum. The Company issued 88,769 common shares, at a deemed price of $0.105, to the lender as a bonus to induce the loan.

Rocher Déboulé Claims

Property Acquisition Details

On March 31, 2017, the Company entered into a property option agreement to acquire an undivided 100% right, title and interest to four contiguous mineral claims located in northwest British Columbia, subject to a 2% net smelter royalty (the "NSR"), comprised of approximately 5,852.53 hectares. The property purchase agreement required the payment of $50,000 on closing (paid), plus the issuance of the greater of 1,500,000 common shares or 9.9% of the issued and outstanding shares as at the completion of Phase II work, and not later than September 30, 2018 as follows:

	Share Issuance	Cash Payment	Exploration Expenditures
		$	$
On signing memorandum of understanding (paid)	–	30,000	–
On first day of execution of Agreement (paid)	–	20,000	–
On or before May 31, 2017 (issued)	1,000,000	–	–
On or before September 30, 2017 (issued)	250,000	–	75,000
On or before September 30, 2018 (***Note***)	250,000	–	105,000
	1,500,000	50,000	180,000

Note: *In addition, on completion of the $105,000 exploration expenditures, the Company will issue additional shares to the Optionor so that aggregate number of common shares issued to the Optionor will not be less than 9.9% of the total issued and outstanding commons shares of the Company at the time of issuance.*

Property Description

The Rocher Déboulé ("RD") Property is in west central British Columbia, Canada, in the Hazelton area, approximately 100 kilometers southwest of Stewart, BC. The area lies at the north end of the Rocher Déboulé Range, near the junction of the Bulkley and Skeena Rivers. The Rocher Deboule Property is in the Intermontane tectonic province of the Canadian Cordillera, and is underlain by rocks of the Late Paleozoic Stikine volcanic arc terrane. The Rocher Deboule area lies within the Skeena Arch, an east-northeast-trending belt of Jurassic and older mostly volcanic rocks that straddles Skeena Terrane, a volcanic arc complex. The Rocher Deboule Range is underlain by the upper two divisions of the Hazelton group (Red Rose and Brian Boru formations) and intruded by the Rocher Deboule stock, a predominantly porphyritic granodiorite with quartz monzonite.

Most of the areas of interest on the RD Property are associated with mineralized vein fillings and shear zones near the margin of the Rocher Deboule intrusion into sedimentary and volcanic rocks. Heat from the intrusion of the Rocher Deboule stock created a hornfelsic aureole in the surrounding Hazelton rocks. Access to the Property is by gravel road and ATV along trails. The Property experiences a mix of coastal and interior weather patterns owing to its location. The Property is in an area with an extensive history of mineral exploration, including showings on the Property. Previous exploration on the Property has been ongoing since the early 1900's on two of the claims. For more detailed Property information, see the 43-101.

Rocher Déboulé Claims (continued)

Property Work to Date

In May, 2017, Primary Cobalt engaged a Qualified Person to conduct an initial exploration work program and collected rock and stream sediment samples for analysis. During the exploration program the Company staked one claim contiguous to the RD Property. As a result the RD Property comprises five mineral claims covering 7,330.86 hectares. A 43-101 technical report was commissioned by to comply with regulatory disclosure and reporting requirements outlined in Canadian National Instrument 43-101 ("NI 43-101"), companion policy NI 43-101CP, and Form 43-101F. The goal of the exploration program was to confirm historic showings, identify possible new targets, and become familiar with the field conditions. Ninety-five (95) rock samples and 19 stream pan concentrate samples were collected from the Property to confirm historic assays and guide in development of potential exploration targets.

The initial exploration program at the RD Property focussed on investigating the cobalt and precious metal potential of the RD Property by confirming historic assay results and determining field conditions. The results of the initial exploration program indicate that the RD Property exhibits favourable geologic characteristics and sufficient potential to warrant further exploration for cobalt, gold, silver, and copper.

A detailed ground magnetic survey is recommended to determine the geophysical characteristics of the mineralization in the area of the Golden Wonder showing, at the west end of the Property. It also recommended that an extensive soil sampling program should be carried out in the same area, as well as completing small soil sample grids over the other showings on the Property. The budget for this work is $115,610. The Company began the soil sampling program work in June 2018 with results expected in July 2018.

***1.3 – Selected Annual Information* – N/A**

1.4 – Results of Operations

Operations during the six months ended June 30, 2018 were primarily related to obtaining the necessary financing, as well as conducting the initial exploration program.

There were no investor relations arrangements entered into during the six months ended June 30, 2018. There were no legal proceedings, contingent liabilities, and defaults under debt or other contractual obligations, breach of any laws or special resolutions during the six months ended June 30, 2018.

During the six months ended June 30, 2018, the Company incurred $85,295 (2017 – $217,748) in mineral property exploration and acquisition costs, $91,998 (2017 – $nil) in preliminary exploration expenditures on the due diligence program and operating expenses of $389,377 (2017 – $45,095), consisting of stock based compensation of $172,229 (2017 – $nil), travel and promotion of $58,088 (2017 – $2,486), professional fees of $53,518 (2017 – $5,881), consulting fees of $51,000 (2017 – $35,500), filing fees of $17,679 (2017 – $nil), finance fees and interest of $10,329 (2017 – $nil), website development of $10,000 (2017 – $nil), rent of $9,000 (2017 – $1,500), office and miscellaneous of $7,534 (2017 – $788) and interest income of $nil (2017 – $1,060). Stock based compensation was related to the management incentive options granted concurrently with the IPO. Travel and promotion, professional fees, consulting fees, filing fees, finance fees, rent and office and miscellaneous expenses were higher in 2017 due to the acquisition of the Rocher Déboulé Property and the IPO described in section 1.2 above and the preliminary exploration program described in section 1.11 below. The website was created in 2018.

During the three months ended June 30, 2018, the Company incurred $80,749 (2017 – $186,335) in mineral property exploration and acquisition costs, $91,998 (2017 – $nil) in preliminary exploration expenditures on the due diligence program and operating expenses of $131,789 (2017 – $23,988), consisting travel and promotion of $43,053 (2017 – $1,958), professional fees of $41,928 (2017 – $2,086), consulting fees of $25,000 (2017 – $17,750), filing fees of $4,043 (2017 – $nil), finance fees of $9,811 (2017 – $nil), rent of $4,500 (2017 – $1,500) office and miscellaneous of $3,454 (2017 – $694). Travel and promotion, professional fees, consulting fees, filing fees, finance fees, rent and office and miscellaneous expenses were higher in 2017 due to the acquisition of the Rocher Déboulé Property and the IPO described in section 1.2 above and the preliminary exploration program described in section 1.11 below.

1.5 – Summary of Quarterly Results (Unaudited)

As at	30-Jun-18	31-Mar-18	31-Dec-17	30-Sep-17	30-Jun-17	31-Mar-17	31-Dec-16	30-Sep-16
	$	$	$	$	$	$	$	$
Current Assets	206,160	381,224	84,623	27,907	106,724	44,671	13,924	13,889
Mineral Assets	428,783	256,306	251,489	237,268	190,889	30,000	-	-
Total Assets	634,943	637,530	336,112	265,175	297,614	74,671	13,924	13,889
Current Liabilities	151,302	31,420	8,025	48,084	55,727	6,996	142	4,855
Shareholders' Equity	914,403	895,082	541,701	370,701	358,201	160,001	85,001	78,501
Contributed Surplus	172,229	172,229	-	-	-	-	-	-
Deficit	(602,991)	(471,201)	(213,614)	(153,610)	(116,314)	(92,326)	(71,219)	(69,466)
Total Liabilities and Shareholders' Equity	634,943	637,530	336,112	265,175	297,614	74,671	13,924	13,889
3 months ended	**30-Jun-18**	**31-Mar-18**	**31-Dec-17**	**30-Sep-17**	**30-Jun-17**	**31-Mar-17**	**31-Dec-16**	**30-Sep-16**
Revenue	-	-	-	-	-	-	-	-
Operating Expenses	131,789	85,358	58,944	37,296	23,988	22,167	1,753	601
Stock Based Compensation	-	172,229	-	-	-	-	-	-
Other Comprehensive Income	-	-	-	-	-	(1,060)	-	-
Loss and Comprehensive Loss for Period	131,789	257,587	58,944	37,296	23,988	21,107	1,753	601
Basic and diluted loss per share	(0.00)	(0.02)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)
Weighted average number of common shares outstanding	20,332,437	16,811,112	13,432,283	11,662,718	7,863,957	6,000,001	5,890,490	5,675,001

The Company granted 1,900,000 management incentive options on March 7, 2018, resulting in stock based compensation and contributed surplus in the six months ended June 30, 2018. The operating expenses are higher related to the capital raising and exploration and evaluation activities in the six months ended June 30, 2018.

1.6 – Liquidity and Capital Resources

The Company undertook an initial public offering, exploring the Rocher Déboulé Property and preliminary exploration work related to the due diligence program on the Spanish properties and therefore has incurred losses and negative cash flows from operations. The Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's ability to raise cash depends on capital market conditions, commodities prices, and the results of ongoing exploration programs. There is no assurance that the Company will be able to obtain any additional financing on terms acceptable to the Company. The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. Actual funding requirements may vary from those planned due to a number of factors.

There can be no certainty that the Company's existing cash balances, or that the proceeds from the issuance of its common shares, will provide sufficient funds for all of the Company's cash requirements. Should the need arise, the Company may pursue other financing options or rely on joint venture partners to supply some of funds required to explore and develop any acquisitions. There is no assurance that the Company will be successful in obtaining the funds it may require for its program or that the terms of any financing obtained will be acceptable.

The Company's business premises are currently located at 430-580 Hornby Street, Vancouver, BC. The Company has no commitments for operations or capital expenditures as at June 30, 2018. As at June 30, 2018, the Company had cash and cash equivalents on hand of $165,978 (2017 – $85,906).

During the six months ended June 30, 2018, cash used in operating activities was $134,207 (2017 – $47,849), cash used in investing activities was $113,321 (2017 – $89,444), cash increased by financing activities was $373,381 (2017 – $223,200). The increase in cash used in operating activities is primarily related to operating expenses of $131,789.

Shareholder's equity as at June 30, 2018 was $483,641 (2017 – $13,782). The Company will need to raise additional sources of funding to maintain operations at the currently level. The Company has raised share capital of $470,000 during the six months ended June 30, 2018 pursuant to the Offering as described in section 1.2 above. On May 28, 2018, the Company borrowed $47,000 from a company controlled by the CEO in order to maintain the Spanish claims option. Although the Company has been successful in the past in rising the necessary funding to continue operations, there can be no certainty it will be able to do so in the future.

1.7 – Capital Resources

The capital resources of the Company as at June 30, 2018 are primarily its cash of $165,978 (2017 – $85,906). The Company will require additional financing to fund any anticipated operating expenses or future acquisitions. The Company anticipates funding future expenditures through additional equity subscriptions, such as private placements or through the exercise of warrants and options. In light of the continually changing financial markets, there is no assurance that funding by equity subscriptions will be possible at the times required or for the amounts desired or that it can be obtained on terms acceptable to the Company and its shareholders. Accordingly, the Company is investigating various business opportunities that ideally will increase the Company's positive cash flow. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock.

1.8 – Off Balance Sheet Arrangements

As at June 30, 2018, there were no off-balance sheet arrangements to which the Company was committed.

1.9 – Transactions with Related Parties

The Company entered into a month to month office rental agreement with H. Barry Hemsworth, a director of the Company. The Company pays $1,500 per month pursuant to this agreement. Management believe this agreement is at fair market value. The Company entered into a twelve month consulting agreement with a company owned by Patrick Morris, the President of the Company, terminating on December 31, 2018. The Company pays $5,000 per month pursuant to this agreement. Management believe these consulting agreements are at fair market value. The Company received an advance from a company controlled by the CEO, which bears interest at 10% and a financing fee of 88,769 shares valued at $9,321. The Company accrued $425 of interest to June 30, 2018.

The Company had the following balances and transactions with executive officers or companies controlled by these officers for the six months ended June 30, 2018:

	June 30, 2018	June 30, 2017
Transactions:		
Stock based compensation to Patrick Morris, the CEO	$ 36,259	$ Nil
Stock based compensation to Kenneth Phillippe, the CFO	$ 18,129	$ Nil
Stock based compensation to Barry Hemsworth, a Director	$ 36,259	$ Nil
Stock based compensation to Harold Davidson, a Director	$ 36,259	$ Nil
Stock based compensation to J. Michael Mackey, a Director	$ 18,129	$ Nil
Fees paid to Patrick Morris, the CEO	$ 30,000	$ 30,000
Fees paid to Kenneth Phillippe, the CFO	$ 4,000	$ Nil
Fees paid to William Grossholz, former CFO	$ Nil	$ 5,500
Rent paid to H. Barry Hemsworth, a Director	$ 9,000	$ 1,500
Finance fee and interest paid to Patrick Morris the CEO	$ 9,746	$ Nil
Balances:		
Accounts payable to Patrick Morris, the CEO	$ 47,425	$ Nil

There were no other transactions with related parties except as noted in 1.2 above and 1.15 below.

1.10 – Fourth Quarter – N/A

1.11 – Proposed Transactions

On May 4, 2018, the Company entered into a Letter of Intent ("LOI") to acquire an 85% interest in mining permits in four cobalt and vanadium mineral properties located in Spain. Funds, payable in Euros, are stated in Canadian dollars, converted at 1.54 dollars per Euro. The LOI requires payments in cash and shares to acquire the option, work commitments, past expenditures and a consulting agreement, as follows:

i) 1,000,000 common shares of the Company to acquire the option to the properties.

ii) Cash and shares of the Company to acquire each of the four mining interests:

Interest	Cash	Shares	Date Payable
20%	15,400	100,667	May 11, 2018
25%	23,485		Pursuant to a Loan Agreement
5%			Upon issuance of Investment Letter
35%		1,006,667	Upon issuance of Research Permit
85%	38,885	1,107,334	

iii) Payments related to past expenditures:

Cash	Date Payable
35,120	May 11, 2018
55,740	Upon Execution of the Definitive Agreement
64,615	Pursuant to a Loan Agreement
155,475	

iv) Work commitment payments to maintain each of the mining interests:

Property	1st Year	2nd Year	3rd Year	Total
Buran	474,782	1,777,699	1,045,306	3,297,787
Beatriz	351,197	1,312,804	693,924	2,357,925
Odin	525,602	1,153,909	474,628	2,154,139
Altair	520,982	1,347,186	474,628	2,342,796
	1,872,563	5,591,598	2,688,486	10,152,647

v) Consulting agreement with the vendor for $15,400 per month, effective June 1, 2018.

The Company has engaged a Qualified Person to prepare two National Instrument 43-101 reports including the four mineral properties and is in the due diligence process on the properties.

The Company has no other pending or proposed transactions at June 30, 2018.

1.12 – Critical Accounting Estimates

The Company has outlined the basis of its critical accounting estimates in Note 3 of the December 31, 2017 Financial Statements.

1.13 – Changes in Accounting Policies – International Financial Reporting Standards ("IFRS")

The Company does not foresee any material changes due to IFRS changes which are not yet effective. See Note 3 (q) of the December 31, 2017 Financial Statements.

Future Changes in Accounting Policies

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

New accounting standards effective for annual periods on or after January 1, 2018:

IAS 1 – *Presentation of Financial Statements*

In December 2014, the IASB issued an amendment to address perceived impediments to preparers exercising their judgment in presenting their financial reports. The changes clarify that materiality considerations apply to all parts of the financial statements and the aggregation and disaggregation of line items within the financial statements.

IAS 16 – *Property, Plant and Equipment* and IAS 38 – *Intangible Assets*

In May 2014, the IASB issued amendments to IAS 16 and IAS 38. The amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarifies that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

The following standard will be effective for annual periods beginning on or after January 1, 2018:

IFRS 9 *Financial Instruments* - In November 2009, as part of the IASB project to replace IIAS 39 *Financial Instruments: Recognition and Measurement*, the IASB issued the first phase of IFRS 9 *Financial Instruments*, that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities.

IFRS 16 Leases - On January 13, 2016 the IASB issued IFRS 16, "Leases". This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Company has not been determined.

1.14 – Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and cash equivalents and accounts payable and accrued liabilities. The Company's financial instruments are exposed to the following risks:

Credit Risk

The Company's primary exposure to credit risk is the risk of illiquidity of cash and cash equivalents amounting to $165,978 at June 30, 2018. As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, or investments of equivalent or better quality, the credit risk is considered by management to be negligible. Amounts receivable as at June 30, 2018 include GST receivable of $10,182 due from the Canadian government.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. The Company's only liquidity risk from financial instruments is its need to meet operating accounts payable requirements. The Company has maintained sufficient cash balances to meet these needs at June 30, 2018.

Foreign Exchange Risk

As at June 30, 2018, the Company has virtually no foreign exchange risk as all its activities are carried out in Canada and all its financial assets and liabilities are denominated in Canadian dollars, however, if the Company acquires the Spanish claims described in section 1.11, the Company will be exposed to substantial foreign exchange risk associated with the currency fluctuations of the Euro.

Price Risk

The Company is not exposed to price risk. The carrying value of cash and cash equivalents and accounts payable and accrued liabilities approximate their fair values due to the short maturity of those instruments. There are no incomes, expenses, gains or losses associated with the financial instruments.

Interest Rate Risk

The Company has been exposed to interest rate risk on its cash and cash equivalents. The majority of these deposits have been in discounted instruments with pre-determined fixed yields. Interest rate movements will affect the fair value of these instruments so the Company manages maturity dates of these instruments to match cash flow needs, enabling realization at no loss in almost all cases. Unrealized gains and losses are reported in other comprehensive income. At June 30, 2018, the Company maintained all of its cash balance on deposit in a chequing account with a major Canadian bank.

1.15 – Other MD&A Requirements

Share Capital

As at June 30, 2018 and July 18, 2018, the total number of common shares issued and outstanding was 20,398,770.

Disclosure of Outstanding Share Data

i) Authorized: Unlimited common shares without par value

ii) Common Shares Issued:

	Issue Price	Number of Shares	Proceeds
Founders' Shares	$0.01	3,500,001	$ 35,001
Founders' Shares	$0.02	2,500,000	$ 50,000
Private Placements	$0.05	8,360,000	$ 418,000
Shares for Property Acquisition	$0.05	1,250,000	$ 62,500
Total as at December 31, 2017		15,610,001	$ 565,501
Private Placements	$0.10	4,700,000	$ 470,000
Shares for Finance Fees	$0.105	88,769	$ 9,320
Total as at June 30 and July 18, 2018		20,398,770	$ 1,044,821

iii) Options Granted:

As at the date of this report there were 1,900,000 management incentive options outstanding.

iv) Warrants Issued:

As at the date of this report there were no warrants outstanding.

v) Shares Held in Escrow:

As at the date of this report there were 3,420,000 common shares held in escrow.

RISK FACTORS AND UNCERTAINTIES

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Company's business and the present stage of exploration of its mineral properties (which are primarily early stage exploration properties with no known resources or reserves), many risk factors will apply. The risks described below are not the only ones facing the Company. Additional risks not presently known to the Company may also impair the business operations.

Going Concern and Financing Risks

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Insufficient Financial Resources

The Company does not presently have sufficient financial resources to meet obligations when they become due, undertake by itself the acquisition, exploration and development of all of its planned acquisition, exploration and development programs. Future property acquisitions and the development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing, short or long term borrowings or other means. There is no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties.

Dependence on Others and Key Personnel

The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability to design and carry out appropriate exploration programs on its mineral properties; (ii) the ability to produce minerals from any mineral deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Company. There can be no assurance of success with any or all of these factors on which the Company's operations will depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities.

Share Price Volatility

There can be no assurance that an active trading market in our securities will be established and sustained. The market price for our securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of our peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of our Company. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the mining sector, which have often been unrelated to the operating performance of particular companies.

RISK FACTORS AND UNCERTAINTIES (continued)

General Economic Conditions

The recent events in global financial markets have had a profound impact on the global economy. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability. These factors could have a material adverse effect on the Company's financial condition and results of operations.

Government Regulation

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to prospecting, development, production, environmental protection, mining taxes, labor standards, property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Competition

The Company's business of the acquisition, exploration and development of mineral properties is intensely competitive. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. Increased competition could adversely affect the Company's ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration in the future.

Permits and Licenses

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out its projects, on reasonable terms or at all. Delays, or a failure to obtain such licenses and permits, or a failure to comply with the terms of any such licenses and permits that the Company does obtain, could have a material adverse effect on the Company.

Uncertainty of Resource Estimates/Reserve

Unless otherwise indicated, mineralization figures presented in the Company's filings with securities regulatory authorities, press releases and other public statements that may be made from time to time are based upon estimates made by Company personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable.

Limited Experience

The Company has very limited experience in placing mineral resource properties into production, and its ability to do so will be dependent upon using the services of appropriately experienced personnel or entering into agreements with other major resource companies that can provide such expertise. There can be no assurance that the Company will have available to it the necessary expertise when and if it places its resource properties into production.

RISK FACTORS AND UNCERTAINTIES (continued)

Title Matters

Although the Company has taken steps to verify the title to the mineral properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to mineral properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples. Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties for which titles have been issued are in good standing.

Fluctuation of Metal Prices

Even if commercial quantities of mineral deposits are discovered by the Company, there is no guarantee that a profitable market will exist for the sale of the metals produced. There can be no assurance that the price of any commodities will be such that any of the properties in which the Company has, or has the right to acquire, an interest may be mined at a profit.

Speculative Business

Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. There is no known resource, and there are no known reserves, on any of the Company's properties.

Foreign Currency

If the Company becomes active in a foreign jurisdiction and no longer has all its activities are carried out in Canada and all its financial assets and liabilities are denominated in Canadian dollars, then the Company will be exposed to substantial foreign exchange risk associated with the currency fluctuations of that foreign currency.

Dilution to the Company's Existing Shareholders

The Company will require additional equity financing to be raised in the future. The Company may issue securities at less than favorable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

APPROVAL The Board of Directors of the Company has approved the disclosure contained in this MD&A on July 18, 2018.