FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **CAT Strategic Metals Corporation** the "Issuer").

Trading Symbol: **CAT**

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.

Refer to the Issuer's Unaudited Interim Financial Statements for the six-month period ended June 30, 2020, as filed with the securities regulatory authorities are attached to this Form 5 as Appendix "A".

SCHEDULE B: SUPPLEMENTARY INFORMATION

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

1. Related party transactions

Refer to the Issuer's Unaudited Interim Financial Statements for the six-month period ended June 30, 2020, as filed with the securities regulatory authorities are attached to this Form 5 as Appendix "A" – Note 8

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.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(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.

Refer to the Issuer's Unaudited Interim Financial Statements for the six-month period ended June 30, 2020, as filed with the securities regulatory authorities are attached to this Form 5 as Appendix "A" – Note 9

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

(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.

Refer to the Issuer's Unaudited Interim Financial Statements for the six-month period ended June 30, 2020, as filed with the securities regulatory authorities are attached to this Form 5 as Appendix "A" – Note 9

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,

(b) number and recorded value for shares issued and outstanding,

(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

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

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.

Robert Rosner	**Chairman, CEO & Director**
Steven Cozine	**CFO, Corporate Secretary & Director**
Diane Man	**Director**
Luis Martins	**Director**

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

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

Refer to the Issuer's Management Discussion and Analysis (MD&A) for the six-month period ended June 30, 2020, as filed with the securities regulatory authorities are attached to this Form 5 as Appendix "B"

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 August 4, 2020 .

Steven Cozine
Name of Director or Senior Officer

"Steven Cozine"
Signature

Corporate Secretary
Official Capacity

Issuer Details Name of Issuer CAT Strategic Metals Corporation	For Quarter Ended June 30, 2020	Date of Report YY/MM/D August 4, 2020
Issuer Address 1015 – 789 West Pender Street		
City/Province/Postal Code Vancouver, BC V6C 1H2	Issuer Fax No. ( )	Issuer Telephone No. (604) 674-3145
Contact Name Steven Cozine	Contact Position Corporate Secretary	Contact Telephone No. As Above
Contact Email Address Steve.cozine@catstrategic.com	Web Site Address www.catstrategic.com	

APPENDIX "A"

CAT Strategic Metals Corporation

Financial Statements

June 30, 2020 and 2019

(Unaudited - Expressed in Canadian dollars)

NOTICE TO READER

Under National Instrument 51-102, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by management, and were not reviewed by the Company's independent auditor.

	Note	June 30, 2020 (Unaudited)	December 31, 2019 (Audited)
		$	$
Assets			
Current assets			
Cash		132	661
Prepayments		–	6,000
Amounts receivable		24,310	41,124
		24,442	47,785
Non-current assets			
Equipment	6	1,001	1,250
Total assets		25,443	49,035
Liabilities and Shareholders' Deficiency			
Current liabilities			
Accounts payable and accrued liabilities	7&8	785,736	621,056
Deposits received	4(b)	–	75,000
		785,736	696,056
Shareholders' deficiency			
Share capital	9	3,899,270	3,899,270
Share-based reserve	9	448,571	448,571
Loan reserve		61,994	61,994
Deficit		(5,170,128)	(5,056,856)
		(760,293)	(647,021)
Total shareholders' deficiency and liabilities		25,443	49,035

Nature and continuance of operations (Note 1)
Commitments (note 12)
Subsequent Events (Note 13)

The accompanying notes are an integral part of these Condensed Interim Financial Statements

Approved and authorized for issuance by the board of directors on August 4, 2020

"Robert Rosner" | *"Steve Cozine"*

Robert Rosner, Director | Steve Cozine, Director

CAT STRATEGIC METALS CORPORATION

Statements of Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars)

	Note	Three months ended June 30, 2020	Three months ended June 30, 2019	Six months ended June 30, 2020	Six months ended June 30, 2019
Expenses		$	$	$	$
Advertising and promotion		–	–	–	8,151
Amortization		124	178	249	354
Consulting		64,373	106,750	104,373	207,417
Exploration and evaluation	4	–	–	–	250
Foreign exchange (gain)/loss		–	(6)	11	26
Listing and filing fees		4,244	1,950	21,102	21,151
Office and administration		2,307	61	2,844	4,008
Occupancy fees		6,000	–	12,000	–
Professional fees		29,857	16,113	35,862	51,324
Travel		11,888	–	11,891	816
Loss before the following:		(118,793)	(125,046)	(188,332)	(293,497)
Finance fees		–	(60)	60	(170)
Gain of sale of royalty stream	4(b)	–	–	75,000	–
Loss on sale of marketable securities		–	–	–	(260,785)
Equity loss from investment on associate		–	(408)	–	(19,158)
Loss and comprehensive loss		(118,793)	(125,514)	(113,272)	(573,610)
Loss per share, basic and diluted		(0.00)	(0.00)	(0.00)	(0.01)
Weighted average number of common shares outstanding		50,922,310	53,175,058	51,092,640	53,206,841

The accompanying notes are an integral part of these Condensed Interim Financial Statements

CAT STRATEGIC METALS CORPORATION

Statements of Changes in Shareholders' Deficiency

(Expressed in Canadian Dollars except for number of shares)

	Number of Outstanding Shares	Share Capital	Loan Reserve	Warrant reserve	Share-based	Deficit	Shareholders' equity (deficiency)
		$	$	$	$	$	$
Balance, December 31, 2018	50,422,310	3,934,270	61,994	111,431	295,797	(2,599,927)	1,803,565
Private placement at $0.05 per unit	3,500,000	165,000	–	–	–	–	165,000
Cancellation of shares	(2,000,000)	(200,000)	–	–	–	–	(200,000)
Comprehensive loss for the period	–	–	–	–	–	(573,610)	(573,610)
Balance, June 30, 2019	51,922,310	3,899,270	61,994	111,431	295,797	(3,173,537)	1,194,955
Balance, December 31, 2019	51,922,310	3,899,270	61,994	111,431	337,140	(5,056,856)	(647,021)
Cancellation of shares	(1,000,000)	–	–	–	–	–	-
Comprehensive loss for the period	–	–	–	–	–	(113,272)	(113,272)
Balance, June 30, 2020	50,922,310	3,899,270	61,994	111,431	337,140	(5,170,128)	(760,293)

The accompanying notes are an integral part of these Condensed Interim Financial Statements

CAT STRATEGIC METALS CORPORATION

Statements of Cash Flows

(Unaudited - Expressed in Canadian Dollars)

	Six months ended June 30,	
	2020	2019
	$	$
Operating activities		
Loss for the period	(113,272)	(573,610)
Items not involving cash:		
Amortization	249	354
Equity loss from investment on associate	–	19,158
Loss on sale of marketable securities	–	260,785
Gain on sale of mineral property interest	(75,000)	–
Changes in non-cash operating working capital		
Sales tax receivable	22,814	(97,021)
Prepayments	–	(44,431)
Due to related parties	146,004	–
Accounts payable and accrued liabilities	8,676	(27,764)
Cash used in operating activities	(10,529)	(462,529)
Investing activities		
Proceeds from sale of marketable securities	–	339,215
Cash provided by financing activities	–	339,215
Financing activities		
Net proceeds from units issued for cash	–	125,000
Loan advance from related party	10,000	–
Cash provided by financing activities	10,000	125,000
Increase in cash	(529)	1,686
Cash (Bank Overdraft), beginning of year	661	(184)
Cash, end of the period	132	1,502

The accompanying notes are an integral part of these Condensed Interim Financial Statements

1. NATURE AND CONTINUANCE OF OPERATIONS

CAT Strategic Metals Corporation (formerly Chimata Gold Corp.) (the "Company") was incorporated under the Business Corporations Act (British Columbia) on November 16, 2010. The common shares of the Company began trading on TSX Venture Exchange ("TSXV") on September 16, 2011 under the symbol "CAT", and on the Frankfurt Exchange on July 29, 2014 under the symbol "8CH". Effective June 14, 2018, the Company's shares were transferred from TSXV to the Canadian Securities Exchange ("CSE") under the symbol "CAT". The decision to move the listing of its common shares from the TSXV to the CSE was taken by the Company as it deems that the CSE may be a more suitable stock exchange with respect to its development and its future expansion. Effective May 6, 2019, the Company's shares were halted for trading due to corporate reorganization. The trading of the Company's shares was resumed on May 6, 2020. The Company's principal activity is the acquisition and exploration of mineral properties.

On February 14, 2019, the Company changed its name to CAT Strategic Metals Corporation from Chimata Gold Corp.

The registered records office and place of business of the Company is 1015 – 789 West Pender Street, Vancouver, BC V6C 1H2.

These financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the normal course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon the successful identification of an exploration and evaluation asset, its ability to raise equity capital, to obtain loans from related parties, and to attain profitable operations to generate funds and meet current and future obligations. As at June 30, 2020, the Company had not advanced any exploration and evaluation assets to commercial production and is not able to finance day to day activities through operations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with cash on hand, loans from related parties and/or private placement of common shares.

2. STATEMENT OF COMPLIANCE

These condensed interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). Accordingly, certain disclosures required in annual financial statements have been condensed or omitted. These condensed interim financial statements are intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that these condensed interim financial statements be read in conjunction with the most recent audited annual financial statements of the Company for the year ended December 31, 2019.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of measurement

The financial statements have been prepared on an accrual basis and are based on historical costs, except for financial instruments which are measured at fair value. The financial statements are presented in Canadian dollars.

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability and measurement of deferred tax assets.

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the classification of expenditures as exploration and evaluation expenditures or operating expenses.

Accounting for Leases

On January 13, 2016, IASB issued IFRS 16, Leases ("IFRS 16"), which superseded IAS 17, Leases ("IAS 17"). IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, unless the lease term is twelve months or less or the underlying asset has a low value. Lessor accounting, however, remains largely unchanged from IAS 17 and the distinction between operating and finance leases is retained. IAS 17, as revised, now prescribes the accounting policies and disclosures applicable to leases, both for lessees and lessors.

The Company concluded that the adoption of IFRS 16 had no material impact on its financial statements given the extent of its current use of leases in the ordinary course of business.

4. EXPLORATION AND EVALUATION ASSETS

Mineral Properties Interest:

	Troilus North	BAM	Zimbabwe	Total
	$	$	$	$
December 31, 2018 & June 30, 2019	-	114,000	-	114,000
December 31, 2019 & June 30, 2020	-	-	-	-

a) Troilus North

i) Acquisition by the Company

On October 12, 2017, the Company acquired a 100% undivided interest in the Troilus North Property (the "Troilus North Property"). The property is made up of 139 contiguous claims located 160 km north of the town of Chibougamau in the province of Quebec. The total purchase price was $250,000 to be paid as follows:

- An initial payment of $25,000 (paid by the Company) due to Greg Exploration Inc. and other owners of the Troilus North Property (collectively referred to as the "Vendors") upon closing;
- $25,000 due within ninety (90) days following signing of the agreement;
- $50,000 due on or before September 30, 2018;
- $50,000 due on or before March 31, 2019;
- $50,000 due on or before September 30, 2019; and
- $50,000 due on or before March 31, 2020.

In addition, the Company has granted a 1.5% Net Smelter Royalty to the Vendor; 0.5% of which can be repurchased by the Company for $500,000. On May 14, 2018, the Company concluded the acquisition of a 100% undivided interest in the Troilus North Property.

On November 15, 2018, Emgold acquired 100% of the Troilus North Property from the Company with the following considerations:

- issue 6,000,000 common shares of Emgold to the Company (issued - Note 4);
- cash payment of $200,000 (received);
- complete $300,000 requirement in exploration expenditures on the Property (completed); and
- grant a 1.0% NSR on the Troilus North Property to the Company.

Upon closing of the sale of the Troilus North Property, the remaining purchase price obligations of $225,000 have been assigned to Emgold, and the Company recognized a gain on sale of mineral properties of $755,000.

Following the receipt of 6,000,000 share of Emgold, the Company owns an approximate 16.95% interest in Emgold. The transaction described between the Company and Emgold was not a non-arm's length transaction as the Company's Chief Financial Officer is also acting as director of Emgold.

On December 9, 2019, the Company executed an assignment and assumption agreement with Emgold, whereby, the Company assigned the royalty agreement for the net smelter return interest in and to the production of minerals from the Troilus North Property to Emgold in consideration of cash payment of $75,000.

On January 23, 2020, Troilus Gold Corp., the net smelter royalty payor consented to the transfer of the net smelter royalty recipient from the Company to Emgold.

b) BAM

On December 1, 2017, the Company acquired a 100% interest in the Bam mineral property. The property is comprised of 1052 hectares located in the Pacific Golden Triangle mining district approximately 80 Km south of Telegraph Creek in the Liard mining division of northwest British Columbia, Canada.

Under the terms of the purchase agreement, the Company will pay $60,000 cash and issue 600,000 common shares to Bearclaw. The initial $15,000 cash payment was provided to Bearclaw and 600,000 common shares issued to Bearclaw on November 16, 2017 with a fair value of $54,000 based on closing share price at $0.09 per share. The claims comprising the mineral property have been transferred to the Company. The balance of the cash payments will be provided in 3 equal installments of $15,000 over a 12-month period. Bearclaw will retain a 2% Net Smelter Royalty on the property, of which 1% may be purchased by the Company for $1,000,000 at any time.

During the year ended December 31, 2019, the Company let its claims for the BAM Property lapse and recognized an impairment expense of $114,000 in fiscal 2019 and did not incur any further exploration expenditures in the six months ended June 30, 2020 (June 30, 2019 - $NIL).

5. LONG-TERM INVESTMENT

Long-term investment represents the fair value of the Company's 19% shareholdings in Zimbabwe Lithium Company (Mauritius) Limited ("Zimbabwe Lithium", or "ZIM"), a privately held company incorporated under the laws of Mauritius as at March 31, 2019. Zimbabwe Lithium has the right to develop mining properties in Zimbabwe (the "Properties").

On December 27, 2017 the Company entered into a binding letter of intent (the "LOI") with Zimbabwe Lithium for a proposed reverse take-over between the Company and Zimbabwe Lithium (the "Transaction"). On October 31, 2018, the Company executed a share exchange agreement (the "Agreement") with the existing shareholders of ZIM. Pursuant to the terms of the LOI and the Agreement, the Transaction is defined into two distinctive phases: First Phase and Second Phase.

First Phase:

- The Company would issue its common shares to the existing shareholders of ZIM in exchange for 19% of the issued and outstanding shares in Zimbabwe Lithium. On October 31, 2018, the Company issued 9,185,040 common shares from its share capital with a fair value of $826,654, representing an aggregate of 19% of the current issued and outstanding share capital of the Company. In return, ZIM issued to the Company 755 ZIM shares, representing an aggregate of 19% of the current issued and outstanding share capital of ZIM.

- The Company committed to advance the amount of US$500,000 to ZIM allowing ZIM to cover historical test work and consultant expenditures that have been incurred bringing the project to its current state as well as expenditures as they are gradually incurred, project expenditures and exploration on the Properties, including potential license and option payments to the Zimbabwe Mining Development Corporation ("ZMDC"), salaries and consultancy fees, drilling and assaying on the Properties along with the completion of a National Instrument 43-101 ("NI 43-101") compliant resource estimate of the Properties (the "Estimate"). As at December 31, 2018, the Company has advanced $721,077 (US$560,000). These cash advances were capitalized as cost of investment.

Second Phase:

- The proceeding to the Second Phase of the Transaction is subjected to the Estimate revealing that the resource contains a minimum of 11,111,000 cubic meters of tailings material at minimum 0.60 percent Lithia (Li_2O with the majority of the mineralization consisting of Spodumene) (the "Threshold Percentage") which is subject to an independent valuation certified by a Qualified Person under NI 43-101.
- Should the Estimate reveal that the Threshold Percentage is reached, ZIM shall be entitled to receive an additional share allocation of 51% of the current issued and outstanding share capital of the Company.

Prior to and in order to complete the Transaction and the NI 43-101, the Company will work towards the completion of the concurrent financing, to a maximum of $2,000,000 and to a minimum of $1,800,000 whereby $800,000 to be raised by the Company no later than July 30th, 2018 or two weeks from the date of completion and publication of the Estimate whichever is the latter, and the remaining balance of $1,000,000 to be raised by the Company no later than (a) August 30, 2018 or (b) six weeks from the date of completion and publication of the Estimate whichever is the latter.

On June 28, 2019, the Company and ZIM terminated the Second Phase and the Definitive Agreement.

The Company, through its shareholding and board representation in ZIM, exercises significant influence over that company, but not control. As a result, the investment in Zimbabwe Lithium is accounted for using the equity method. During the year ended December 31, 2019, management assessed the fair value of the investment in associates to be $nil and recognized an impairment of $1,388,197 in fiscal 2019.

	June 30, 2020	June 30, 2019
	$	$
Opening balance	-	1,520,773
Share of equity loss	-	(19,158)
Ending balance	**-**	**1,501,615**

6. EQUIPMENT

		Software
Cost		
Balance at December 31, 2019	$	2,230
Additions		-
Balance at June 30, 2020		2,230
Accumulated amortization		
Balance at December 31, 2019	$	980
Changes		249
Balance at June 30, 2020		1,229
Net carrying amount		
Balance at December 31, 2019	$	1,250
Balance at June 30, 2020	$	1,001

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30, 2020	December 31, 2019
	$	$
Trades payable	733,102	571,056
Acquisition cash payment payable for BAM	15,000	15,000
Accrued liabilities	37,634	35,000
	785,736	621,056

8. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the six months ended June 30, 2020 and 2019 was as follows:

	June 30, 2020	**June 30, 2019**
	$	$
Management and consulting fees	81,000	141,000
	81,000	141,000

On January 24, 2020, the Company's Former Chief Executive Officer ("Ex-CEO") resigned from the role of the Chief Executive Officer of the Company. During the six months ended June 30, 2020, the Company incurred $NIL (2019 - $60,000) in consulting fees to the Entity controlled by the Company's Ex-CEO. On January 24, 2020, the Entity controlled by the Ex-CEO assigned its outstanding balance due from the Company to the Ex-CEO in the amount of $105,000 to an arms-length party.

On January 24, 2020, the Company's Former Chief Financial Officer assumed the role of the President and Chief Executive Officer ("CEO"), the Chairman of the Board and resigned from the role of the Chief Financial Officer of the Company. During the six months ended June 30, 2020, the Company incurred $60,000 in consulting fees (June 30, 2019 - $60,000) and $6,000 in rent (June 30, 2019 - $nil) to the entity associated with the Company's CEO. The CEO and the entity associated with the CEO altogether made loan advances totalling $10,000 to the Company during the six months ended June 30, 2020.

On January 24, 2020, the Company's Corporate Secretary assumed the role of the Interim Chief Financial Officer ("Interim CFO") and joined the board of the Company as director. During the six months ended June 30, 2020, the Company incurred $21,000 (June 30, 2019 - $21,000) in consulting fees to the Company's Corporate Secretary and Interim CFO.

On January 24, 2020, one of the former directors resigned from the board and assigned the balance owed by the Company to an entity controlled by him in the amount of $22,660 to an arms-length party.

As at June 30, 2020, the Company's accounts payable balances owing to the related parties include:

- $62,981 (December 31, 2019 - $5,875) owed to the Company's CEO including loan advance balance of $15,625 and expense reimbursable balance of $47,356;
- $181,860 (December 31, 2019 - $104,910) owed to the entity associated with the Company's CEO/Former-CFO including loan advance balance of $1,350 and balance related to fees and expense reimbursement of $180,510;
- $51,450 (December 31, 2019 - $29,400) owed to the Company's Corporate Secretary/Interim CFO; and
- $NIL (December 31, 2019 - $22,660) owed to an entity controlled by a former director of the Company;

The above balances are non-interest bearing, unsecured and due on demand.

(a) The Company and an entity controlled by the Ex-CEO entered into a consulting agreement whereby the Company is committed to pay a monthly consulting fee of $10,000 to that entity over a term of 24 months commencing from February 1, 2018. The monthly consulting fee would be increased to $20,000 upon successful completion by the Company of its first major acquisition of $5,000,000 or greater in value. On January 24, 2020, this contract was terminated and all the outstanding amount due on the contract has been assigned to an arms-length party.

(b) The Company and an entity associated with the Company's President, CEO (former CFO) and Chairman of the Board entered into a consulting agreement whereby the Company is committed to pay a monthly consulting fee of $10,000 to the entity associated with the CEO over a term of 23 months commencing from May 1, 2018. The monthly consulting fee will be increased to $20,000 upon successful completion by the Company of its first major acquisition of $5,000,000 or greater in value. On January 1, 2020, the Company extended this consulting agreement to another 24 months under the same terms of the original agreement expiring on January 5, 2022.

9. SHARE CAPITAL

Authorized share capital:
Unlimited common shares and preferred shares without par value

Share issuances:

During the six months ended June 30, 2020, the Company did not issue any shares (Six months ended June 30, 2019 - 3,500,000 common shares through a private placement with the cash proceeds of $25,000 and debt settlement in the amount of $140,000).

During the six months ended June 30, 2020, the Company cancelled 1,000,000 common shares on January 31, 2020 (On May 27, 2019, the Company cancelled 2,000,000 shares issued on October 31, 2018).

Warrants

A continuity of the Company's warrants is as follows:

	Warrants	Weighted average exercise price	Weighted average number years to expiry
		$	
Balance, December 31, 2019	22,692,496	0.07	-
Expired	(40,000)	0.02	-
Balance, June 30, 2020	22,652,496	0.10	0.38

As at June 30, 2020, the Company had the following warrants outstanding:

Date Issued	Expiry Date	Exercise Price	Number of Warrants Outstanding
October 28, 2016	October 28, 2021	$ 0.05	2,500,000
September 1, 2017	September 1, 2020	$ 0.075	5,301,000
September 8, 2017	September 8, 2020	$ 0.075	3,719,160
September 25, 2017	September 25, 2020	$ 0.075	3,063,636
December 1, 2017	December 1, 2020	$ 0.15	5,607,500
December 21, 2017	December 21, 2020	$ 0.25	711,200
February 6, 2019	August 6, 2020	$ 0.10	1,750,000
			22,652,496

Share Options

The Company's incentive stock option plan (the "Option Plan") provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the Company may grant a total of options not exceeding 10% of the issued and outstanding common shares. During the six months ended June 30, 2020 and 2019, there were no stock options grant.

A continuity of the Company's options is as follows:

	Share Options	Weighted average exercise price	Weighted average number years to expiry
		$	
December 31, 2019	3,670,000	0.08	-
Cancellation	(1,800,000)	0.15	-
June 30, 2020	1,870,000	0.15	2.48

As at June 30, 2020, the Company had the following options outstanding:

Date Issued	Expiry Date	Exercise Price	Number of Options Outstanding	Number of options Exercisable
September 25, 2017	September 24, 2022	$ 0.15	700,000	1,300,000
December 1, 2017	December 1, 2022	$ 0.15	700,000	1,500,000
June 11, 2018	June 11, 2023	$ 0.15	470,000	870,000
			1,870,000	3,670,000

10. CAPITAL MANAGEMENT

The Company manages its capital, consisting of share and working capital, in a manner consistent with the risk characteristic of the assets it holds. All sources of financing are analyzed by management and approved by the Board of Directors. The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern. The Company is meeting its objective of managing capital through preparing Long-term and long-term cash flow analysis to ensure an adequate amount of liquidity. The Company is not subject to any externally imposed capital restrictions. There were no changes in the Company's approach to capital management during the six months ended June 30, 2020.

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts.

As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major Canadian bank that is a high credit quality financial institution as determined by rating agencies.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its Long-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements as well as related party loans. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Currency risk
Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not incur significant expenditures that are denominated in foreign currencies, and does not have any mineral property commitments that are denominated in foreign currencies. Therefore, the Company's exposure to currency risk is considered minimal.

Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its notes payable as the interest rate is dependent on Canada's prime interest rate. Since the Canadian prime interest rate is fairly stable, the Company's exposure to interest rate risk is not considered to be significant.

Fair value
The fair value of the Company's financial assets and liabilities approximates the carrying amount.

12. COMMITMENTS

The consulting fee commitment to an entity associated with the CEO totaling $180,000 and the consulting fee commitment to an external consultant totaling $25,000.

Minimum payments relating to the above commitments for each of the next two fiscal years are as follows:

2020	$ 85,000
2021	120,000
Total	**$ 205,000**

13. SUBSEQUENT EVENTS

a) COVID-19

The recent outbreak of the coronavirus, also known as "COVID-19", has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The extent to which the coronavirus may impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time.

APPENDIX "B"

CAT STRATEGIC METALS CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

Six Months Ended June 30, 2020

NOTE TO READERS

The following is management's discussion in respect of the results of operations and financial position of Chimata Gold Corp. (the "Company" or "Chimata"), for the six months ended June 30, 2020 and should be read in conjunction with the Company's audited financial statements for the same period. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and presented in Canadian dollars. Additional information, including the above mentioned financial statements, which contain extensive disclosure of the history and properties of the Company are available on SEDAR and may be accessed at www.sedar.com.

FORWARD LOOKING STATEMENT

The information presented in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, "forward–looking statements" or "forward-looking information" (collectively "forward-looking statements") as those terms are used in the Private Securities Litigation Reform Act of 1995 and similar Canadian laws.

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 such as general economic and business conditions, change in foreign currency exchange rates, 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. Since forward looking statements address future events and conditions, by their nature, they involve inherent risks and uncertainties. Readers 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.

These statements are based on management's current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Forward-looking statements are based on management's current plans, estimates, projections, beliefs, and opinions and we do not intend nor do we undertake any obligation to update or revise any forward-looking statements whether written or oral that may be made by or on the Company's behalf should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by securities law. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forwarding looking statements	***Assumptions***	***Risk factors***
Management intends to further eliminate the working capital deficiency and to finance its operating costs with loans from related parties and or private placement of common shares.	*Based on the past history of the Company, the Company was able to raise funds when needed through either private placement or debt financing*	*Change in interest rate, support by related parties, change in condition of capital market*

DATE OF REPORT

The information in this report is presented as of August 4, 2020.

ABOUT CAT STRATEGIC METALS CORPORATION (FORMERLY CHIMATA GOLD CORP.)

CAT Strategic Metals Corporation (formerly Chimata Gold Corp.) (the "Company") was incorporated under the Business Corporations Act (British Columbia) on November 16, 2010. The common shares of the Company began trading on TSX Venture Exchange ("TSXV") on September 16, 2011 under the symbol "CAT", and on the Frankfurt Exchange on July 29, 2014 under the symbol "8CH". Effective June 14, 2018, the Company's shares were transferred from TSXV to the Canadian Securities Exchange ("CSE") under the symbol "CAT". The decision to move the listing of its common shares from the TSXV to the CSE was taken by the Company as it deems that the CSE may be a more suitable stock exchange with respect to its development and its future expansion. Effective May 6, 2019, the Company's shares were halted for trading due to corporate reorganization. The trading of the Company's shares was subsequently resumed on May 6, 2020. The Company's principal activity is the acquisition and exploration of mineral properties.

CORPORATE OVERVIEW AND OVERALL PERFORMANCE

Business Update

a) Trading Resumption

On May 6, 2020, the securities regulators in the Provinces of British Columbia and Ontario (the **Securities Commissions**") have granted a full revocation (the "**Revocation**") of the cease trade order issued by the British Columbia Securities Commission as the principal regulator on May 6, 2019 against the securities of the Company. The cease trade orders had been imposed by the Security Commissions for failure by the Company to file its required filings by the filing deadline as prescribed by applicable securities laws. Consequently, the Company resumes trading through the facilities of the Canadian Securities Exchange (the **"CSE"**) on May 6, 2020.

b) Corporate Reorganization

On January 24, 2020, the Company announced changes to the Company's management team and Board of Directors. Mr. Richard Groome has resigned his positions as Director, Interim Chairman, CEO and President. Additionally, Alain Moreau has also resigned as a Director. Mr. Luis Martins and Mr. Robert Rosner remain on the Board as Directors, and also announce the following corporate changes: as of January 24, 2020, Mr. Robert Rosner will assume the roles of President & Chief Executive Officer, and Chairman of the Board of Directors. Mr. Rosner has resigned as Chief Financial Officer in favour of Mr. Steven Cozine, the Company's Corporate Secretary, who has agreed to act as the Interim Chief Financial Officer as well as a Director of the Company.

Effective March 18, 2020, Ms. Diane Mann has been appointed to the Company's Board of Directors and serves as an independent Director and also act as a member of CAT's Audit Committee.

c) Zimbabwe Lithium Company (Mauritius) Limited

On February 14, 2018, the Company approved a binding Letter of Intent with Zimbabwe Lithium Company (Mauritius) Limited ("Zimbabwe Lithium", or "ZIM"), a privately held company incorporated under the laws of Mauritius. Pursuant to the terms of the LOI, Chimata will subscribe to the share capital of ZIM for an initial subscription of 19% of ZIM's share capital in exchange for the allocation by Chimata of an amount of shares representing 19% of its then issued and outstanding share capital to ZIM, such amount being calculated post-closing of the Concurrent Financing, as defined below, with right to further acquire the remaining issued and outstanding share capital of ZIM upon the fulfilling of certain terms and conditions as set out in the LOI, the whole resulting in ZIM becoming a subsidiary of Chimata (the "Transaction"). ZIM will be focused on developing lithium mining properties and assets located in Zimbabwe (the "Assets") held by ZIM and related companies wholly owned by ZIM's principals, one of which having recently signed a joint-venture agreement with the Zimbabwe Mining Development Corporation ("ZDMC") with respect to the grant of exclusive development rights for the Kamativi lithium tailings deposit at the Kamativi Tin mine, Matabeleland North Province, Zimbabwe. This tailings stockpile has been surveyed to give an estimated 23,168,000 metric tonnes of historical tailings material on surface.

First Amendment to LOI with Zimbabwe Lithium Project

On May 30, 2018, the Company and ZIM entered into the first amendment of the LOI (Note 4 (a)). The key amendments are summarized as follows: (i) U$ 99,905 the remaining balance of the U$ 500,000 advance from the Company to ZIM is required to be made within five business days from May 30th, 2018. Upon completion of the U$ 99,905 advance, Phase I is deemed to be completed with the exception of the concurrent financing and both ZIM and the Company will enter into Phase II; (ii) The Company will work towards the completion of the Concurrent Financing, to a maximum of $2,000,000 and to a minimum of $1,800,000 whereby $800,000 to be raised by the Company no later than July 30th, 2018 or two weeks from the date of completion and publication of the Estimate (Note 4(a)) whichever is the latter, and the remaining balance of $1,000,000 to be raised by the Company no later than (a) August 30, 2018 or (b) six weeks from the date of completion and publication of the Estimate (Note 4(a)) whichever is the latter, and (iii)The Closing of the Definitive Agreement shall be completed no later than September 30, 2018.

On October 17, 2018, Chimata has entered into a definitive share exchange agreement (the "**Agreement**") with ZIM. As per the terms of the Agreement, Chimata shall, pursuant to the first phase of the contemplated transaction, issue to ZIM shareholders an amount of 9,185,039 common shares from its share capital, representing an aggregate of nineteen percent (19%) of the current issued and outstanding share capital of Chimata, and in return, ZIM shall issue to Chimata 755 ZIM shares, representing an aggregate of nineteen percent (19%) of the current issued and outstanding share capital of ZIM.

On October 31, 2018, pursuant to a definitive share exchange agreement (the "**Agreement**") with the existing shareholders of ZIM, CAT issued to ZIM shareholders an amount of 9,185,040 common shares from its share capital, representing an aggregate of nineteen percent (19%) of the current issued and outstanding share capital of Chimata. In return, ZIM issued to Chimata 755 ZIM shares, representing an aggregate of nineteen percent (19%) of the current issued and outstanding share capital of ZIM.

The second phase of the contemplated transaction has been triggered with the production of the Resource Estimate by ZIM in respect of the Kamativi Tailings (the "**Resource Estimate**") published on September 20th, 2018. The results of this Resource Estimate in combination with the financing referenced below will determine the ultimate resulting shareholding of ZIM shareholders in Chimata which will be between 70 and 80 %. Concurrently, the second phase of the transaction will result in ZIM becoming a wholly owned subsidiary of Chimata and Chimata will then be entitled, through the joint venture entity, to the exclusive development rights for the Kamativi Tailings.

On January 9, 2019, the Company announced the signing of a Term Sheet between Transamine Trading S.A. ("Transamine") and the Kamativi Tailings Company (Pvt) Ltd ("KTC") for a USD $9,500,000 finance and off-take facility for concentrate produced from the Kamativi Tailings Lithium Project (the "Project"). The key terms are as follows:

USD $9,500,000 Million debt funding will be provided as a lump sum payment on completion of the relevant condition's precedent by each of Transamine and KTC.

The tenor of the facility is in line with the construction project plan and allows sufficient time for repayment from free cash. The use of proceeds of the financing facility will be put toward the construction of the Phase 1 Processing Plant to be constructed for the Project and working capital. KTC will produce a +6% Li2O Spodumene concentrate to be sold to Transamine. Transamine will have the right to 150,000 tonnes of Concentrate produced from the Phase 1 Processing Plant. Commercial terms shall be agreed in line with the international market terms for +6% Li2O Spodumene concentrate.

On June 28, 2019, ZIM terminated the proposed reverse take-over transaction with the Company.

b) Troilus North

On October 12, 2017, the Company acquired a 100% undivided interest in the Troilus North Property. The property is made up of 139 contiguous claims totaling 7,502.6 hectares located 160 km north of the town of Chibougamau in the province of Quebec.

The total purchase price is two hundred and fifty thousand dollars ($250,000) with an initial payment of $25,000 due to the Vendor upon closing, $25,000 due within ninety (90) days following signing of the Agreement, $50,000 due on or before September 30, 2018, $50,000 due on or before March 31, 2019, $50,000 due on or before September 30, 2019, and $50,000 due on or before March 31, 2020. In addition, the Company has granted a 1.5% Net Smelter Royalty to the Vendor; 0.5% of which can be repurchased by the Company for $500,000.

On May 14, 2018, the Company received regulatory approval from the TSX Venture Exchange concluding the acquisition of a 100% undivided interest in the Troilus North Property.

On November 15, 2018 the Company announced since optioning the Troilus North Property to Emgold Mining Corporation ("Emgold") in June 2018, Emgold had completed the C$300,000 requirement in exploration expenditures on the Troilus North Property and had elected to move forward with acquisition of 100% ownership of the Property by accelerating the exercise of the First Option and Second Options together. As such, Emgold closed the 100% acquisition of the Property by completing the remaining requirements of the Definitive Agreement and Amendment, which required Emgold to issue 4.0 million additional common shares, make a cash payment of $200,000 and grant a 1.0% NSR on the Property to the Company Following the receipt of 6,000,000 share of Emgold, the Company owns an approximate 16.95% interest in Emgold. All the Company's holdings in Emgold were sold during the first quarter of fiscal 2019.

The transaction described between the Company and Emgold was not a non-arm's length transaction as the Company's Chief Financial Officer is also acting as director of Emgold.

On December 9, 2019, the Company executed an assignment and assumption agreement with Emgold, whereby, the Company assigned the royalty agreement for the net smelter return interest in and to the production of minerals from the Troilus North Property to Emgold in consideration of cash payment of $75,000.

On January 23, 2020, Troilus Gold Corp., the net smelter royalty payor consented to the transfer of the net smelter royalty recipient from the Company to Emgold.

c) BAM

On December 1, 2017, the Company acquired a 100% interest in the Bam mineral property. The property is comprised of 1052 hectares located in the Pacific Golden Triangle mining district approximately 80 Km south of Telegraph Creek in the Liard mining division of northwest British Columbia, Canada.

Under the terms of the purchase agreement, the Company will pay $60,000 cash and issue six hundred thousand common shares to Bearclaw . The initial $15,000 cash payment was provided to Bearclaw and six hundred thousand common shares issued to Bearclaw on Nov 16, 2017 with a fair value of $54,000 based on closing share price at $0.09/share. The claims comprising the mineral property have been transferred to the Company. The balance of the cash payments will be provided in three equal installments of $15,000 over a twelve-month period. Bearclaw will retain a 2% Net Smelter Royalty on the property, of which 1% may be purchased by the Company for $1,000,000 at any time.

During the year ended December 31, 2019, the Company let its claims for the BAM Property lapse.

SELECTED QUARTERLY INFORMATION

The Company has not had any revenue from inception. The Company's past result of operation was not subject to seasonality. Management expects it will be difficult for the Company to obtain further equity or debt financing in the near future given that the current Canadian capital market is in a downturn for junior mining companies. The current resources on hand are not adequate for the Company to meet its long term business objective or to conduct any significant explorative activities to the existing mineral properties. In order to preserve cash on hands, management has decided to curtail the Company's operations and will not conduct significant exploration activities until the Company can secure resources to finance such exploration activities by obtaining additional (equity or debt) financing or other arrangement including joint-venture and farm-out arrangements.

The Company's information of the latest eight quarters is summarized as follows:

	2020		2019				2018	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Total assets	25,443	21,077	49,035	1,755,015	1,826,488	1,832,153	2,253,046	1,529,087
Revenue	–	–	–	–	–	–	–	–
Net income (Loss) and comprehensive income (loss)	(118,793)	5,521	(1,662,335)	(220,984)	(125,514)	(448,096)	169,192	(168,310)
Earnings (loss) per share, basic and diluted	(0.00)	(0.00)	(0.03)	(0.01)	(0.00)	(0.01)	(0.00)	(0.00)

During the quarter of September 30, 2018, the Company slowed down on spending on the exploration front and the recognition of a cost recovery of approximately $35,000 related to the GST amount previously written in Fiscal 2017 upon receipt of the GST refund.

During the quarter of December 31, 2018, the significant increase in income was due to the recognition of the gain on sale of the Troilus North Property to Emgold Mining Corporation for $755,000 offset by the current quarter operating expenses of $528,692.

During the quarter of March 31, 2019, the significant increase in losses was due to the loss on sale of the shares of Emgold Mining Corporation and the share of the 19% of the quarterly losses of Zimbabwe Lithium.

During the quarter of June 30, 2019, the losses were reduced due to the reduced level of activity related to the Zimbabwe Lithium transaction as the Company decided to terminate the next phase development of the Project.

During the quarter of September 30, 2019, the significant increase in losses was due to the share of the 19% of the quarterly losses of Zimbabwe Lithium.

During the quarter of December 31, 2019, the significant increase in losses was due to the impairment of the investment in Zimbabwe Lithium of $1,388,197 and the loss of deemed disposition of the exploration and evaluation asset related to Zimbabwe Lithium of $114,000.

During the quarter of March 31, 2020, the Company focused on corporate reorganization which resulted in further reduction of costs. The Company also recognized the revenue on the sale of the net smelter royalty on the Troilus North Property to Emgold Mining Corporation upon the consent of Troilus Gold Corp., the royalty payor on January 23, 2020.

During the quarter of June 30, 2020, the Company incurred regular officer monthly fees and continued to seek viable business project.

RESULTS OF OPERATION

The Quarter Ended June 30, 2020 ("2020 Q2") and 2019 ("2019 Q2")

During 2020 Q2, the Company had a loss of $118,793 comparing to the $125,514 loss in the same quarter of last year. The $118,793 loss was mainly a combined result of incurring $118,793 operating expenses (2019 Q2 - $125,046), $NIL equity loss on investment in associate (2019 Q2 - $408), and $NIL finance fees (2019 Q2 - $60).

The operating expenses incurred in 2020 Q2 were mainly comprised of $64,311 consulting fees (2019 Q2 - $106,750), $545 travel expense (2019 Q2- $NIL), $29,857 professional fees (2019 Q2 - $16,113) and $11,888 (2019 Q2 - $NIL). The decrease of these operating expenses in 2020 Q2 comparing to 2019 Q2 was due to the resignation of the former CEO at the beginning of fiscal 2020.

Six months ended June 30, 2020 ("2020 Q2 YTD") and 2019 ("2019 Q2 YTD")

During 2020 Q2 YTD, the Company had a loss of $113,272 comparing to the $573,610 loss in 2019 Q2 YTD. The $113,272 loss was mainly a combined result of incurring $188,332 operating expenses (2019 Q2 YTD - $293,497) and $75,000 gain on royalty stream (2019 Q2 YTD - $NIL), $NIL loss on sale of marketable securities (2019 Q2 YTD - $260,785), and $NIL equity loss on investment in associate (2019 Q2 YTD - $19,158).

The operating expenses incurred in 2020 Q2 YTD were mainly comprised of $104,311 consulting fees (2019 Q2 YTD - $207,417), $12,000 occupancy fee (2019 Q2 YTD - $NIL), $11,891 (2019 Q2 YTD - $816) and $35,862 professional fees (2019 Q2 YTD - $51,324). The significant decrease of these operating expenses in 2020 Q2 YTD comparing to 2019 Q2 YTD was a result of the resignation of the former CEO at the beginning of fiscal 2020.

One-time event of recognition of the gain on disposition of the net smelter royalty rights on the Troilus North to Emgold Mining Corporation during 2020 Q1 in the amount of $75,000 contributed to the gain in 2020 Q1.

The loss on sale of marketable securities for $260,785 was related to the disposition of all the Company's holdings in the shares of Emgold Mining Corporation during 2019 Q2 YTD.

LIQUIDITY AND CAPITAL RESOURCES

The Company is an exploration stage company and has not earned revenue from operating activities since inception. Financing of operations has been achieved by equity and debt financing. As at June 30, 2020, the Company had a cash balance of $132, and working capital deficiency of $761,294. The Company has no operations that generate cash inflow.

Management intends to finance its operating costs with non-current loans from related parties and or private placement of common shares.

While the Company has a history of financing its operation through debt or equity financing in the past, readers are cautioned that there are no guarantees that the Company can do so in the future.

The Company had cash outflow of $10,529 from its operating activities during the 2020 Q2 which was mainly spent on exchange filing fees on resumption of the trading of the shares of the Company.

The Company had cash inflow of $10,000 from its financing activities during the 2020 Q2 which were the proceeds from the loan advance from the President/CEO and the entity associated with the President/CEO of the Company.

The Company is not subject to external capital requirements and does not have capital commitment.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have off-balance sheet arrangements.

PROPOSED TRANSACTIONS

Company does not have any proposed transactions that have material impacts to the Company at this time.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company has 50,922,310 shares and 22,652,496 share purchase warrants outstanding. The Company has 1,870,000 share purchase options that are outstanding as at the date of this MD&A.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the six months ended June 30, 2020 and 2019 was as follows:

	June 30, 2020	June 30, 2019
	$	$
Management and consulting fees	81,000	141,000
	81,000	141,000

On January 24, 2020, Mr. Richard Groome, the Company’s Former Chief Executive Officer (“Ex-CEO”) resigned from the role of the Chief Executive Officer of the Company. During the six months ended June 30, 2020, the Company incurred $NIL (2019 - $60,000) in consulting fees to Notre Dame Capital Inc. (“Notre Dame”), the entity controlled by the Company’s Ex-CEO. On January 24, 2020, Notre Dame assigned its outstanding balance due from the Company to Notre Dame in the amount of $105,000 to Structure Capital Consulting Ltd. (“Structure Capital”), an arms-length party.

On January 24, 2020, Mr. Robert Rosner, the Company's Former Chief Financial Officer assumed the role of the President and Chief Executive Officer ("CEO"), the Chairman of the Board and resigned from the role of the Chief Financial Officer of the Company. During the six months ended June 30, 2020, the Company incurred $60,000 in consulting fees (June 30, 2019 - $60,000) and $6,000 in rent (June 30, 2019 - $nil) to Pan Ocean Consulting Ltd. ("Pan Ocean"), the entity associated with the Company's CEO. Mr. Robert Rosner and Pan Ocean altogether made loan advances totalling $10,000 to the Company during the six months ended June 30, 2020.

On January 24, 2020, Mr. Steve Cozine, the Company's Corporate Secretary assumed the role of the Interim Chief Financial Officer ("Interim CFO") and joined the board of the Company as director. During the six months ended June 30, 2020, the Company incurred $21,000 (June 30, 2019 - $21,000) in consulting fees to the Mr. Steve Cozine.

On January 24, 2020, Mr. Alain Moreau, one of the former directors resigned from the board and assigned the balance owed by the Company to Technologies Earth Metrix, an entity controlled by Mr. Alain Moreau in the amount of $22,660 to Structure Capital.

As at June 30, 2020, the Company's accounts payable balances owing to the related parties include:

- $62,981 (December 31, 2019 - $5,875) owed to Mr. Robert Rosner, the Company's CEO including loan advance balance of $15,625 and expense reimbursable balance of $47,356;
- $181,860 (December 31, 2019 - $104,910) owed to Pan Ocean, the entity associated with the Company's CEO/Former-CFO including loan advance balance of $1,350 and balance related to fees and expense reimbursement of $180,510;
- $51,450 (December 31, 2019 - $29,400) owed to Mr. Steve Cozine; and
- $NIL (December 31, 2019 - $22,660) owed to Technologies Earth Metrix, an entity controlled by Mr. Alain Moreau, a former director of the Company;

The above balances are non-interest bearing, unsecured and due on demand.

(a) The Company and Notre Dame, an entity controlled by Mr. Richard Groome, the Ex-CEO entered into a consulting agreement whereby the Company is committed to pay a monthly consulting fee of $10,000 to Notre Dame over a term of 24 months commencing from February 1, 2018. The monthly consulting fee would be increased to $20,000 upon successful completion by the Company of its first major acquisition of $5,000,000 or greater in value. On January 24, 2020, this contract was terminated and all the outstanding amount due on the contract has been assigned to Structure Capital.

(b) The Company and Pan Ocean, an entity associated with Mr. Robert Rosner, the Company's President, CEO (former CFO) and Chairman of the Board entered into a consulting agreement whereby the Company is committed to pay a monthly consulting fee of $10,000 to Pan Ocean over a term of 23 months commencing from May 1, 2018. The monthly consulting fee will be increased to $20,000 upon successful completion by the Company of its first major acquisition of $5,000,000 or greater in value. On January 1, 2020, the Company extended this consulting agreement to another 24 months under the same terms of the original agreement expiring on January 5, 2022.

CHANGES IN ACCOUNTING POLICIES

Refer to the Note 3 to the Company's financial statements for the six months ended June 30, 2020 and audited financial statements for the year ended December 31, 2019.

FINANCIAL INSTRUMENTS

Refer to the Note 11 of the Company's financial statements for the six months ended June 30, 2020 and the

Note 12 to the Company's audited financial statements for the year ended December 31, 2019.

RISK FACTORS

Risks of the Company's business include the following:

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. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, 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. Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of ore, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

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. 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 substance 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 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 will 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.

There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present, which have been caused, by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties. Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the ground water the environment, the Company may become subject to liability for hazards that cannot be insured against.

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.

Depending on the price of gold and other minerals, cash flow from mining operations may not be sufficient. Any figures for reserves presented by the Company will be estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the price of gold and other minerals may render reserves uneconomical. Moreover, short-term operating factors relating to the reserves, such as the need for orderly development of the ore bodies or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period.

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.

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.

Property 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. 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.

Covid-19

Covid-19 has created business interruption and affected markets. Exploration activities were ceased by order government agencies in both Quebec and Nevada where Emgold works. Offices were also shut down and management had to work from home locations. Covid-19 has impacted current operations and may continue to impact future operations until such time as a vaccine is developed and widely distributed. The future impacts from Covid-19 are essentially unknown, as to whether it will ebb or resurge and whether economic impacts will improve or worsen.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

In connection with Exemption Orders issued in November 2007 and revised in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate under National Instrument ("NI 52-109") (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

OFFICERS AND DIRECTORS

Robert Rosner	President, CEO and Chairman of the Board since January 24, 2020, CFO since March 27, 2017 to January 24, 2020 and Director since March 27, 2017; Secretary from March 27, 2017 to December 1, 2017
Steve Cozine	Interim CFO since January 24, 2020 and Secretary since December 1, 2017
Luis Martins	Director
Diane Mann	Director since March 18, 2020