

FORM 5

QUARTERLY LISTING STATEMENT

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

Trading Symbol: BOLT

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

See Financial Statements for the quarter ended March 31, 2019 attached as Schedule A.

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:

All Related Party transactions, if any, have been disclosed in the Issuer's Management Discussion and Analysis for the quarter ended March 31, 2019 attached as Schedule C.

- (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.

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

All securities issued and options granted, if any, have been disclosed in the Issuer's Financial Statements for the quarter ended March 31, 2019 – see Schedule A.

- (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.

A summary of securities as at the end of the reporting period have been disclosed in the Issuer's Financial Statements for the quarter ended March 31, 2019 – see Schedule A.

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.

Name	Position
Ranjeet Sundher	Director, President and Chief Executive Officer
Steve Vanry	Director, Chief Financial Officer and Corporate Secretary
Sean Bromley	Director
Garry Clark	Director
Tim Johnston	Director
Geoffrey Fielding	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

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

See Management Discussion and Analysis for the quarter ended March 31, 2019 attached as Schedule C.

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 June 27, 2019.

Steve Vanry
Name of Director or Senior Officer

/s/ "Steve Vanry"
Signature

Director & CFO
Official Capacity

Issuer Details Name of Issuer Pacific Rim Cobalt Corp.	For Quarter Ended March 31, 2019	Date of Report 06/27/2019
Issuer Address 300 235 15th Street		
City/Province/Postal Code West Vancouver, B.C., V7T 2X1	Issuer Fax No. N/A	Issuer Telephone No. (604) 922-8272
Contact Name Leah Hodges	Contact Position Administrator	Contact Telephone No. (604) 377-0403
Contact Email Address admin@pacificrimcobalt.com	Web Site Address www.pacificrimcobalt.com	

SCHEDULE A

FINANCIAL STATEMENTS

FOR THE QUARTER ENDED MARCH 31, 2019



PACIFIC RIM COBALT CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2019

**(Expressed in Canadian Dollars)
(Unaudited)**

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

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

PACIFIC RIM COBALT CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited)
AS AT

	March 31, 2019	December 31, 2018
ASSETS		
Current		
Cash	\$ 1,820,274	\$ 1,481,206
Receivables	37,633	33,270
Prepaid expenses	<u>75,069</u>	<u>85,284</u>
	1,932,976	1,599,760
Equipment (Note 6)	61,729	66,606
Exploration and evaluation assets (Note 7)	<u>768,380</u>	<u>768,380</u>
	<u>\$ 2,763,085</u>	<u>\$ 2,434,746</u>
LIABILITIES AND EQUITY		
Current		
Accounts payable and accrued liabilities (Notes 8 and 12)	<u>\$ 728,499</u>	<u>\$ 728,666</u>
Equity		
Share capital (Note 9)	11,712,709	10,355,641
Share proceeds received in advance (Note 9)	-	-
Reserves (Note 9)	1,174,096	1,159,858
Deficit	<u>(10,875,924)</u>	<u>(9,833,124)</u>
Equity attributable to the Company's shareholders	2,010,881	1,682,375
Non-controlling interest (Notes 5 and 11)	<u>23,705</u>	<u>23,705</u>
	<u>2,034,586</u>	<u>1,706,080</u>
	<u>\$ 2,763,085</u>	<u>\$ 2,434,746</u>

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

SUBSEQUENT EVENTS (Note 17)

Approved and authorized on behalf of the Board:

"Ranjeet Sundher"
Director

"Steve Vanry"
Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

PACIFIC RIM COBALT CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31

	2019	2018
EXPENSES		
Consulting fees (Note 12)	\$ 179,464	\$ 378,215
Corporate development (Note 12)	57,500	52,500
Exploration expenditures (Note 7)	341,640	-
Foreign exchange	(995)	(1,722)
Interest and bank charges	428	1,321
Investor relations	465	-
Office and miscellaneous	48,684	28,060
Management fees (Note 12)	91,552	72,018
Marketing	172,358	878,730
Professional fees (Note 12)	39,720	52,742
Property investigation costs (Notes 10 and 12)	4,500	145,009
Rent	2,250	2,250
Share-based payments (Notes 9 and 12)	14,238	233,572
Shareholder liaison and filing fees	13,133	12,931
Transfer agent	3,074	4,959
Travel	22,450	32,986
	<u>(990,461)</u>	<u>(1,893,571)</u>
Loss on settlement of accounts payable (Note 9)	<u>(12,000)</u>	<u>(12,000)</u>
	<u>(12,000)</u>	<u>(12,000)</u>
Loss and comprehensive loss for the period	\$ (1,002,461)	\$ (1,905,571)
Loss and comprehensive loss attributable to:		
Equity holders of the Company	\$ (1,002,461)	\$ (1,905,571)
Non-controlling interest (Notes 5 and 11)	<u>-</u>	<u>-</u>
	<u>\$ (1,002,461)</u>	<u>\$ (1,905,571)</u>
Basic and diluted loss per common share	\$ (0.02)	\$ (0.04)
Weighted average number of common shares outstanding	57,631,117	50,414,058

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

PACIFIC RIM COBALT CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited)
FOR THE THREE MONTHS ENDED MARCH 31

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (1,002,461)	\$ (1,905,571)
Items not affecting cash:		
Depreciation	4,877	-
Share-based payments	14,238	233,572
Loss on settlement of accounts payable	12,000	12,000
Changes in non-cash working capital items:		
Receivables	(4,363)	(14,023)
Prepaid expenses	10,215	23,599
Advances	-	52,621
Accounts payable and accrued liabilities	<u>107,833</u>	<u>160,073</u>
Net cash used in operating activities	<u>(857,661)</u>	<u>(1,437,729)</u>
CASH FLOWS FROM INVESTING ACTIVITY		
Advance non-controlling interest payment	<u>(40,339)</u>	<u>-</u>
Net cash used in investing activity	<u>(40,339)</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of common shares	1,265,000	424,506
Share issue costs	(27,932)	(7,295)
Share subscriptions received	<u>-</u>	<u>850,000</u>
Net cash provided by financing activities	<u>1,237,068</u>	<u>1,267,211</u>
Change in cash for the period	339,068	(170,518)
Cash, beginning of period	<u>1,481,206</u>	<u>4,887,198</u>
Cash, end of period	<u>\$ 1,820,274</u>	<u>\$ 4,716,680</u>

Supplemental disclosure with respect to cash flows (Note 13)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

PACIFIC RIM COBALT CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

(Expressed in Canadian Dollars)

(Unaudited)

	<u>Share capital</u>		Share proceeds received in advance	Reserves	Deficit	Non- controlling interest	Total
	Number	Amount					
Balance at December 31, 2017	49,603,146	\$ 9,314,313	\$ 35,000	\$ 695,601	\$ (3,916,184)	\$ -	\$ 6,128,730
Shares issued for cash	338,332	253,749	-	-	-	-	253,749
Share issuance costs	-	(7,295)	-	-	-	-	(7,295)
Shares issued for settlement of accounts payable	400,000	220,000	-	-	-	-	220,000
Shares issued for option exercise	187,500	82,555	-	(25,049)	-	-	57,506
Shares issued for warrant exercise	542,250	196,239	(35,000)	(47,988)	-	-	113,251
Share-based payments	-	-	-	233,572	-	-	233,572
Loss for the period	-	-	-	-	(1,905,571)	-	(1,905,571)
Balance at March 31, 2018	51,071,228	\$ 10,059,561	\$ -	\$ 856,136	\$ (5,821,755)	\$ -	\$ 5,093,942
Balance at December 31, 2018	51,952,691	\$ 10,355,641	\$ -	\$ 1,159,858	\$ (9,833,124)	\$ 23,705	\$ 1,706,080
Shares issued for cash	10,541,667	1,265,000	-	-	-	-	1,265,000
Share issuance costs	-	(27,932)	-	-	-	-	(27,932)
Shares issued for settlement of accounts payable	600,000	120,000	-	-	-	-	120,000
Share-based payments	-	-	-	14,238	-	-	14,238
Advance non-controlling interest payment (Note 7)	-	-	-	-	(40,339)	-	(40,339)
Loss for the period	-	-	-	-	(1,002,461)	-	(1,002,461)
Balance at March 31, 2019	63,094,358	\$ 11,712,709	\$ -	\$ 1,174,096	\$ (10,875,924)	\$ 23,705	\$ 2,034,586

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

PACIFIC RIM COBALT CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

1. NATURE OF OPERATIONS AND GOING CONCERN

Pacific Rim Cobalt Corp. ("the Company") completed a reverse takeover ("RTO") on October 23, 2017 of Rhys Resources Ltd. ("Rhys") by 1121844 BC Ltd. ("1121844"), a company incorporated on June 6, 2017. Pursuant to RTO accounting, these financial statements are those of 1121844 and include Rhys balances and transactions since October 23, 2017. Rhys subsequently changed its name to Pacific Rim Cobalt Corp. The Company trades on the Canadian Securities Exchange ("CSE") under the symbol BOLT, the OTCQB under the symbol PCRCF and the Frankfurt Exchange under the symbol NXFE. The Company's head office is located at Suite 300 - Bellevue Centre, 235 - 15th Street, West Vancouver, BC, V7T 2X1 and its registered records office is located at Pacific Centre, 400 - 725 Granville Street, Vancouver, BC, V7Y 1G5.

The Company's principal business activities include the acquisition and exploration of mineral exploration and evaluation assets in Canada and Indonesia. The Company has not yet determined whether its exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

These condensed interim consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. These condensed interim consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

The Company's continuation as a going concern is dependent upon the successful results from its business activities, its ability to obtain profitable operations and generate funds, and/or complete financings sufficient to meet current and future obligations. Management estimates it has sufficient funds to operate for the upcoming twelve months.

2. BASIS OF PREPARATION**Statement of compliance**

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and the interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They do not include all disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements, and, therefore, should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2018, prepared in accordance with IFRS as issued by the IASB.

Approval of the financial statements

These condensed interim consolidated financial statements were authorized by the Board of Directors of the Company on June 27, 2019.

Basis of presentation

These condensed interim consolidated financial statements have been prepared on a historical cost basis, using the accrual basis of accounting, except for cash flow information and certain financial assets that are measured at fair value.

Functional and presentation currency

These condensed interim consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is the functional currency of the Company and its subsidiaries.

PACIFIC RIM COBALT CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

2. BASIS OF PREPARATION (cont'd...)

Significant estimates

The preparation of these condensed interim consolidated financial statements 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.

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Valuation of share-based payments

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Accounting for acquisitions

The fair value of assets acquired and liabilities assumed requires that management make estimates based on the information provided by the acquiree. The determination of fair value as of the acquisition date requires management to make certain estimates about future events, including, but not restricted to, mineral reserves and resources acquired, exploration potential, future operating costs and capital expenditures, future metal prices, long-term foreign exchange rates and discount rates.

Significant judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in these condensed interim consolidated financial statements are, but are not limited to, the following:

Deferred acquisition costs

The Company has entered into an agreement to acquire a company holding a mineral project. The acquisitions are being accounted for as advances toward the purchase of a company interest in accordance with IFRS 10, Consolidated Financial Statements and capitalized to the statement of financial position. Upon gaining control, the Company will consolidate the entity.

Determination of functional currency

The functional currency of the Company and its subsidiaries is the currency of the primary economic environment in which each entity operates. The Company has determined the functional currency of each entity to be the Canadian dollar. Determination of the functional currency may involve certain judgments to determine the primary economic environment. The functional currency may change if there is a change in events and conditions which determines the primary economic environment.

PACIFIC RIM COBALT CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

2. BASIS OF PREPARATION (cont'd...)

Significant judgments (cont'd...)

Acquisition of company that does not meet the definition of a business

Determination of whether a set of assets acquired and liabilities assumed constitute a business may require the Company to make certain judgments, taking into account all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits. The transactions with 1121844 BC Ltd. and PT. Tablasufa Nickel Mining were each determined to constitute an acquisition of net assets (Notes 4 and 5), as it did not meet the definition of a business.

3. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim consolidated financial statements were prepared using the same accounting policies and methods of application as in the Company's financial statements for the year ended December 31, 2018, except as noted below.

New accounting policies adopted

IFRS 16, Leases

IFRS 16 requires lessees to recognize a lease liability reflecting future lease payments and a "right-of-use asset" for virtually all lease contracts, and to record it on the statement of financial position, except with respect to lease contracts that meet limited exception criteria. There was no impact on the condensed interim consolidated financial statements as a result of adopting this standard.

4. REVERSE TAKEOVER TRANSACTION

On August 31, 2017, Rhys entered into a share exchange agreement for the acquisition of 1121844 a privately held BC corporation, which provides the indirect right to acquire 100% ownership of a mining permit for the TNM Cobalt Project, located in Depapre District, Jayapura Regency, Papua Province, Republic of Indonesia, subject to a 2% net smelter returns royalty ("NSR") (the "Transaction"). Under the provisions of the Transaction, Rhys would acquire all of the issued and outstanding securities of 1121844 and 1121844 would become a wholly owned subsidiary of the Rhys. 1121844 is the sole shareholder of CPA HK, a Hong Kong company, which has entered into a conditional sale and purchase of shares agreement with TNM to acquire all of the issued and outstanding securities of TNM (Notes 5 and 8). TNM is a private Indonesia company holding an Izin Usaha Pertambangan Operation Production Mining Permit for the TNM Cobalt Project ("Cyclops Property").

On October 23, 2017, Rhys issued 16,500,000 common shares ("Payment Shares") for the acquisition of all of the issued and outstanding shares of 1121844. The shareholders of 1121844 obtained control of Rhys and, as such, the transaction is considered a purchase of Rhys by 1121844 and is accounted for as a RTO. In accordance with IFRS 3, Business Combinations, Rhys does not constitute a business for accounting purposes. 1121844 is deemed to be the acquiring company and its assets, liabilities, equity and historical operating results are included at their historical carrying values. The net assets of Rhys will be recorded at fair value as at the Transaction date with any excess recorded as a cost of public listing expense. All of Rhys' deficit and other equity balances prior to the Transaction are eliminated.

PACIFIC RIM COBALT CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

4. REVERSE TAKEOVER TRANSACTION (cont'd...)

For accounting purposes, the acquisition was treated as an asset acquisition. As such, effective as at the date of closing, the fair value assigned to the identified assets acquired and liabilities assumed are presented below:

<u>Purchase price:</u>	
Fair value of common shares (8,222,088 common shares at \$0.233 per share)	\$ 1,918,485
Cash for finder's fee	154,000
Fair value of replacement options and warrants	87,641
	<hr/>
	\$ 2,160,126
<hr/>	
<u>Allocation of purchase price:</u>	
Cash	\$ 146,014
Receivables	14,372
Prepaid expenses	3,979
Deferred financing costs	2,472
Deposits	64,369
Exploration and evaluation assets	28,932
Accounts payable and accrued liabilities	(320,587)
Share subscriptions received in advance	(96,250)
Charge related to public company listing	2,316,825
	<hr/>
	\$ 2,160,126
	<hr/>

5. ACQUISITION OF PT. TABLASUFA NICKEL MINING

On July 16, 2018, the Company acquired 65% of the issued and outstanding shares of TNM. As consideration, the Company paid \$64,369. TNM did not meet the definition of a business for accounting purposes in accordance with IFRS 3, Business Combinations. For accounting purposes, the acquisition was treated as an asset acquisition. As such, effective as at the date of closing, the fair value assigned to the identified assets acquired and liabilities assumed are presented below:

<u>Purchase price:</u>	
Cash paid	\$ 64,369
	<hr/>
	\$ 64,369
<hr/>	
<u>Allocation of purchase price:</u>	
Receivables	\$ 1,867
Exploration and evaluation assets	741,948
Accounts payable and accrued liabilities	(644,786)
	<hr/>
	99,029
Non-controlling interest	(34,660)
	<hr/>
	\$ 64,369
	<hr/>

PACIFIC RIM COBALT CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

6. EQUIPMENT

	Equipment		Total
Cost			
December 31, 2018 and March 31, 2019	\$	78,033	\$ 78,033
Accumulated depreciation			
December 31, 2018	\$	11,427	\$ 11,427
Depreciation		4,877	4,877
March 31, 2019	\$	16,304	\$ 16,304
Net Book Value			
December 31, 2018	\$	66,606	\$ 66,606
March 31, 2019	\$	61,729	\$ 61,729

Depreciation is included in exploration expenditures.

7. EXPLORATION AND EVALUATION ASSETS

Property	Cyclops Property	Dina Pool Property	Doe Creek Property	Total
Balance, December 31, 2018 and March 31, 2019	\$ 741,948	\$ 20,064	\$ 6,368	\$ 768,380

Cyclops Property

CPA HK is party to an option agreement with TNM to acquire all of the issued and outstanding securities of TNM, which holds a mining permit for the Cyclops property located in the Republic of Indonesia (Note 4). On July 16, 2018, the Company acquired 65% of TNM (Note 5).

The Company entered into a conditional agreement, signed subsequent to period end, with the vendor for the acquisition of the remaining 35% of TNM. Under the terms of the agreement, the Company is required pay US\$1,220,000 as follows:

- i. US\$120,000 on or before June 15, 2020;
- ii. US\$120,000 on or before June 15, 2021; and
- iii. US\$980,000 on or before June 15, 2022.

The Company has the right to defer the final payment date for a period of one year by delivering written notice and paying an additional USD\$50,000 on or before June 15, 2022.

Payments made prior to signing the agreement and toward the acquisition of the 35% interest will be recorded to deficit as an advance non-controlling interest payment (March 31, 2019 - \$40,339; March 31, 2018 - \$nil).

Upon obtaining control, the Company will grant a 2% NSR on future production.

PACIFIC RIM COBALT CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

7. EXPLORATION AND EVALUATION ASSETS (cont'd...)Dina Pool Property

On June 23, 2016, Rhys purchased land in the Provost area of Alberta (Dina Pool) through a Province of Alberta land sale.

Doe Creek Property

On September 15, 2016, Rhys purchased land in the Grande Prairie area of Alberta (Doe Creek) through a Province of Alberta Land sale.

On September 5, 2017, the Company entered into a property option agreement dated September 5, 2017 with Drifter Way Holding Co. Ltd. ("Drifter"), in which a director has significant influence, to dispose of the Dina Pool property and the Doe Creek property by granting to Drifter the sole and exclusive option to acquire a 100% interest in such properties by making aggregate cash payments of \$30,000 over an eight year period as follows:

- i. \$2,500 within five business days of TSX Venture Exchange approval (received);
- ii. An additional \$2,500 every year for seven years on or before October 23rd of each year, beginning on October 23, 2018 (Note 17); and
- iii. An additional \$10,000 on or before October 23, 2025.

Exploration and evaluation expenditures for the three months ended March 31, 2019 are as follows:

Property	Cyclops Property	Dina Pool and Doe Creek Properties	Total
Community development	\$ 68,809	\$ -	\$ 68,809
Drilling, sampling, analysis	20,826	-	20,826
Equipment	24,318	-	24,318
Metallurgy	34,065	-	34,065
Permitting	59	-	59
Professional	1,055	-	1,055
Supplies and miscellaneous	56,502	-	56,502
Travel	11,939	-	11,939
Wages and benefits	124,067	-	124,067
Balance, March 31, 2019	\$ 341,640	\$ -	\$ 341,640

Exploration and evaluation expenditures for the three months ended March 31, 2018 were \$nil.

PACIFIC RIM COBALT CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	March 31, 2019	December 31, 2018
Accounts payable	\$ 626,535	\$ 692,166
Accrued liabilities	101,964	36,500
	\$ 728,499	\$ 728,666

9. SHARE CAPITAL**Authorized share capital**

Unlimited number of common shares without par value.

Issued share capital

During the three months ended March 31, 2019, the Company:

- i. issued 10,541,667 units at a price of \$0.12 per unit by way of a private placement for proceeds of \$1,265,000. Each unit was comprised of one common share and one share purchase warrant, which will entitle the holder of each whole warrant to acquire an additional common share of the Company at a price of \$0.20 per common share, for a period of 12 months from the date of issue. The Company paid a total of \$27,932 in cash for finder's and legal fees; and
- ii. issued 600,000 common shares, valued at \$120,000, to settle accounts payable of \$108,000, which resulted in a loss on settlement of accounts payable of \$12,000.

During the three months ended March 31, 2018, the Company:

- i. collected share subscriptions receivable of \$850,000 in relation to a prior period private placement;
- ii. issued 338,332 units at a price of \$0.75 per unit by way of a private placement for total proceeds of \$253,749. Each unit was comprised of one common share and one share purchase warrant, which will entitle the holder of each whole warrant to acquire an additional common share of the Company at a price of \$1.00 per common share, for a period of 24 months from the date of issue. The Company paid a total of \$7,295 in cash for finder's and legal fees;
- iii. issued 400,000 common shares, valued at \$220,000, to settle accounts payable of \$208,000, which resulted in a loss on settlement of accounts payable of \$12,000;
- iv. issued 187,500 common shares, for proceeds of \$57,506, pursuant to the exercise of stock options; and
- v. issued 542,250 common shares, for proceeds of \$148,251, pursuant to the exercise of warrants.

Escrow shares

Pursuant to the Transaction, all of the Payment Shares are subject to escrow restrictions pursuant to the terms of an Escrow Agreement dated October 23, 2017, and will be released from escrow based upon the passage of time in accordance with the Escrow Agreement, such that 10% of the securities will be released on October 24, 2017 and the remaining escrowed securities will be released in six tranches of 15% every six months thereafter. As at March 31, 2019, there are 9,900,000 (December 31, 2018 - 9,900,000) shares held in escrow.

PACIFIC RIM COBALT CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019**9. SHARE CAPITAL (cont'd...)****Stock options**

The Company has a stock option plan that provides for the issuance of options to directors, officers, employees and consultants of the Company to purchase common shares. The maximum aggregate number of plan shares that may be reserved for issuance under the plan at any point in time is 10% of the outstanding shares at the time. Vesting is determined at the discretion of the Board of Directors.

During the three months ended March 31, 2019, the Company granted nil (2018 - 500,000) incentive stock options to consultants. The options have various vesting provisions. During the three months ended March 31, 2019, the Company expensed \$14,238 (2018- \$233,572), which was recorded in share-based payments.

The weighted average fair value of stock options granted during the for the three months ended March 31, 2019 was \$nil (2018 - \$0.48) per option.

The fair value of stock options granted was estimated using the Black-Scholes option pricing model with weighted average assumptions as follows:

	For the three months ended March 31, 2019	For the three months ended March 31, 2018
Risk-free interest rate	-	1.83%
Expected option life in years	-	2.0
Expected stock price volatility	-	145%
Expected forfeiture rate	-	-

Stock option activities are summarized as follows:

	Number of options	Weighted average exercise price
Outstanding at December 31, 2018 and March 31, 2019	3,993,750	\$ 0.42
Exercisable at March 31, 2019	3,843,750	\$ 0.42

PACIFIC RIM COBALT CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

9. SHARE CAPITAL (cont'd...)**Stock options (cont'd...)**

The Company has outstanding options entitling the holder to purchase an aggregate of common shares at March 31, 2019 as follows:

Number of options	Exercise price	Expiry date	Contractual life remaining (years)
2,662,500	\$ 0.307	October 24, 2019	0.57
275,000	0.78	November 7, 2019	0.61
200,000	0.76	November 14, 2019	0.62
500,000	0.69	March 9, 2020	0.94
56,250	0.133	May 12, 2021	2.12
300,000	0.45	June 12, 2023	4.20
3,993,750			

Warrants

Warrant activities are summarized as follows:

	Number of warrants	Weighted average exercise price
Outstanding at December 31, 2018	14,921,992	\$ 0.57
Issued	10,541,667	0.20
Outstanding at March 31, 2019	25,463,659	\$ 0.42

The Company has outstanding warrants entitling the holder to purchase an aggregate of common shares at March 31, 2019 as follows:

Number of warrants	Exercise price	Expiry date	Contractual life remaining (years)
9,617,458	\$ 0.333	October 23, 2019	0.56
4,966,202	1.00	December 22, 2019	0.73
338,332	1.00	January 22, 2020	0.81
10,541,667	0.20	February 12, 2020	0.87
25,463,659			

PACIFIC RIM COBALT CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

9. SHARE CAPITAL (cont'd...)**Warrants (cont'd...)**

Unit Warrant activities are summarized as follows:

	Number of unit warrants	Weighted average exercise price
Outstanding at December 31, 2018 and March 31, 2019	133,333	\$ 0.75

The Company has outstanding unit warrants entitling the holder to purchase an aggregate of units, consisting of one common share and one share purchase warrant, which will entitle the holder of each whole warrant to acquire an additional common share of the Company at a price of \$1.00 per common share until December 22, 2019, at March 31, 2019 as follows:

Number of unit warrants	Exercise price	Expiry date	Contractual life remaining (years)
133,333	\$ 0.75	December 22, 2019	0.73
133,333			

10. PROPERTY INVESTIGATION COSTS

Property	Other	Total
Geological	\$ 4,500	\$ 4,500
Balance, March 31, 2019	\$ 4,500	\$ 4,500

Property	Cyclops Property	Other	Total
Drilling, sampling, analysis	\$ 10,010	\$ -	\$ 10,010
Geological	38,937	11,471	50,408
Metallurgy	-	19,779	19,779
Permitting	29	-	29
Professional	(9,217)	-	(9,217)
Supplies and miscellaneous	50,427	-	50,427
Travel	23,573	-	23,573
Balance, March 31, 2018	\$ 113,759	\$ 31,250	\$ 145,009

PACIFIC RIM COBALT CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

10. PROPERTY INVESTIGATION COSTS (cont'd...)

Costs incurred on the exploration and evaluation of the Cyclops property prior to acquiring control of TNM (Note 5) have been recorded as property investigation costs and thereafter as exploration expenditures (Note 7).

11. NON-CONTROLLING INTEREST

As at March 31, 2019, the equity attributable to the 35% non-controlling interest in TNM is \$23,705 (December 31, 2018 - \$23,705).

As at March 31, 2019 and for the three months ended March 31, 2019, summarized financial information about TNM is as follows:

	Total
Current assets	\$ 1,928
Non-current assets	304,313
Current liabilities	439,917
Non-current liabilities	236,231
Loss and comprehensive loss for the period	-

12. RELATED PARTY TRANSACTIONS

The Company defines its directors and officers as its key management personnel. The compensation costs for key management personnel is as follows:

	For the three months ended March 31, 2019	For the three months ended March 31, 2018
Consulting fees	\$ 9,000	\$ 4,500
Corporate development	15,000	15,000
Management fees	51,379	38,685
Professional fees	21,750	25,500
Property investigation costs	4,500	6,100
Share-based payments	-	94,023
	\$ 101,629	\$ 183,808

At March 31, 2019 included in accounts payable and accrued liabilities are amounts owing to related parties of \$24,772 (December 31, 2018 - \$23,768).

PACIFIC RIM COBALT CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

13. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

For the three months ended March 31, 2019, the Company's significant non-cash transactions consisted of:

- i. shares issued for settlement of accounts payable of \$120,000;

For the three months ended March 31, 2018, the Company's significant non-cash transactions consisted of:

- i. shares issued for settlement of accounts payable of \$220,000;
- ii. allocation of reserves on exercise of options of \$25,049;
- iii. allocation of reserves on exercise of warrants of \$47,988; and
- iv. reallocation of shares subscriptions received in advance to share capital of \$35,000

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying values because of the short-term nature of these instruments. Cash is measured at fair value using level 1 inputs.

Financial risk factors

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and price risk.

Credit risk

The Company is exposed to industry credit risks arising from its cash holdings and receivables. The Company manages credit risk by placing cash with major Canadian financial institutions. The Company's receivables consist of goods and service tax receivable due from the Federal Government of Canada. Management believes that credit risk related to these amounts is nominal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital and financing to continue its operations and discharge its commitments as they become due. The Company has sufficient cash to settle its current liabilities as they come due.

PACIFIC RIM COBALT CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of three types of market price changes:

(a) *Interest rate risk* - this risk relates to the change in the borrowing rates of the Company. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 1% change in interest rates would result in a nominal difference in interest income for the three months ended March 31, 2019.

(b) *Foreign currency risk* - this risk relates to any changes in foreign currencies in which the Company transacts. The effect of a 10% change in foreign exchange rates would be approximately \$46,000 for the three months ended March 31, 2019.

(c) *Price risk* - this risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices in relation to its exploration and evaluation assets. The Company has limited exposure to price risk with respect to commodity and equity prices.

15. CAPITAL MANAGEMENT

The Company considers its components within shareholders' equity as capital. The Company's objective when managing capital is to fund its operations and corporate overhead costs, meet obligations as they come due, and to maintain a flexible capital structure, which optimizes the cost of capital at an acceptable risk. The Company has no earnings and therefore it must finance its activities and corporate overhead costs by the sale of common shares or loans.

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 new shares, issue new debt, or acquire or dispose of assets. In order to maximize ongoing development efforts, the Company does not pay out dividends.

Given its objectives, the Company determines the amount of capital to be raised and retained based on the scope of operating activities and potential acquisitions management's assessment of the expected availability of acceptably priced capital in future periods.

There were no changes in the Company's approach to capital management for the three months ended March 31, 2019. The Company is not subject to externally imposed capital requirements.

PACIFIC RIM COBALT CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2019

16. SEGMENTED INFORMATION

The Company operates in one industry, being resource exploration in Canada and acquisition of companies with property interests in Indonesia. Geographical information is as follows:

March 31, 2019	Indonesia	Canada	Total
Equipment	61,729	-	61,729
Exploration and evaluation assets	741,948	26,432	768,380
Total	\$ 803,677	\$ 26,432	\$ 830,109

December 31, 2018	Indonesia	Canada	Total
Equipment	66,606	-	66,606
Exploration and evaluation assets	741,948	26,432	768,380
Total	\$ 808,554	\$ 26,432	\$ 834,986

17. SUBSEQUENT EVENTS

Subsequent to March 31, 2019, the Company:

- i. issued 600,000 common shares, for settlement of debt of \$180,000 on services performed subsequent to period end;
- ii. made payments of USD \$30,000 towards the the Cyclops property (Note 7); and
- iii. received \$2,500 for the property option agreement with Drifter (Note 7).

SCHEDULE B

SUPPLEMENTARY INFORMATION

(please refer to Schedule A”)

SCHEDULE C

**MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE QUARTER ENDED MARCH 31, 2019**

INTRODUCTION

This management's discussion and analysis ("MD&A") reports on the financial position and results of operations of Pacific Rim Cobalt Corp. (the "Company" or "Pac Rim") and was prepared and approved by the Board of Directors as at June 27, 2019 and should be read in conjunction with the condensed interim consolidated financial statements and notes thereto for the three months ended March 31, 2019 and the audited consolidated financial statements and notes thereto for the year ended December 31, 2018. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A is intended to assist the reader's understanding of the Company and its operations, business, strategies, performance and future outlook from the perspective of management. All dollar figures included therein and in the following MD&A are quoted in Canadian dollars unless otherwise indicated. Additional information related to the Company, including its press releases and quarterly and annual reports, is available for view on SEDAR at www.sedar.com.

This MD&A may contain management estimates of anticipated future trends, activities, or results; these are not a guarantee of future performance, since actual results may vary based on factors and variables outside of management's control. Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible to ensure that information disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's Audit Committee meets with management quarterly to review the consolidated financial statement results, including the MD&A, and to discuss other financial, operating and internal control matters. The Audit Committee receives a report from the independent auditors annually and is free to meet with them throughout the year.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements". Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under RISKS AND UNCERTAINTIES in this MD&A.

Risk factors that could affect the Company's future results include, but are not limited to, risks inherent in hydrocarbon exploration and development and production activities in general, volatility and sensitivity to market prices for oil and gas, changes in government regulation and policies including environmental regulations and reclamation requirements, receipt of required permits and approvals from governmental authorities, competition from other companies, ability to attract and retain skilled employees and contractors, and changes in foreign currency exchange rates. Further information regarding these and other factors which may cause results to differ materially from those projected in forward-looking statements are included in the Company's filings with securities regulatory authorities. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the Province of British Columbia and is a Canadian-based exploration company focused on the acquisition and development of production grade nickel-cobalt deposits, a key raw material input for the growing lithium-ion battery industry.

The Company's head office is located at Suite 300 - Bellevue Centre, 235 - 15th Street, West Vancouver, BC, V7T 2X1 and its registered records office is located at Pacific Centre, 400 - 725 Granville Street, Vancouver, BC, V7Y 1G5. The Company is listed on the Canadian Securities Exchange ("CSE") under the symbol BOLT, the OTCQB under the symbol PCRCF and the Frankfurt Exchange under the symbol NXFE.

OVERALL PERFORMANCE

Cyclops Nickel-Cobalt Project Acquisition

On June 17, 2019 the Company entered into a revised Conditional Purchase Agreement to indirectly acquire the remaining 35% (Company currently owns 65%) ownership of a mining permit for the Cyclops Nickel-Cobalt Project, located in Depapre District, Jayapura Regency, Papua Province, Republic of Indonesia. The agreement was revised such that:

- a) The Company will indirectly purchase the balance of the Project it does not already own (35%) in exchange for staged consideration in the aggregate amount of USD\$1,220,000; and
- b) In order to induce the Company to enter into the Transaction, a creditor has agreed to reduce the amount of the Debt due and owing in relation to the Project to CAD\$140,706 (Rp 1,500,000,000).

Payment terms under the revised Conditional Purchase are:

- a) USD\$120,000 on or before June 15, 2020;
- b) USD\$120,000 on or before June 15, 2021; and
- c) USD\$980,000 on or before June 15, 2022 ("Final Payment").

Notwithstanding the foregoing, the Company shall have the right to defer the Final Payment date for a period of one (1) year by: (i) delivering written notice of its intention to defer the Final Payment on or before the due date of the Final Payment, and (ii) payment of an additional USD\$50,000 on or before June 15, 2022.

CYCLOPS PROJECT

Background

The Cyclops Project is located directly on the Pacific coast in Depapre District, Jayapura Regency, Papua Province, Republic of Indonesia. The town of Sentani is located about 15 km to the east and with Jayapura, the capital city of Papua Province, located about 40 km to the east.

The Cyclops Project is comprised of a Mining Business Permit – Production Operation license covering exactly five thousand hectares (50km²).

Sealed roads enable year-round access to the project area and connect it with the large towns of Jayapura and Sentani. Detailed bathymetric studies have identified three locations along the coast which appear to be favourable for the construction of a deep-water port site within the license area.

CYCLOPS PROJECT (cont'd...)

Background (cont'd...)

The Cyclops Project covers the western segment of a thick ultramafic unit that is exposed along the southern and western slopes of the Cyclops Mountain Range in an area measuring roughly 40 km east-west and 5 km north-south, from Tanahmerah Bay in the west to Jayapura's adjacent Yos Sudarso Bay (Humboldt Bay) in the east.

These ultramafic rocks have been extensively lateritized, resulting in the formation of elevated values of nickel and cobalt residing in shallow, near surface zones of the profile. A total of nine (9) prospective laterite zones underlain by ultramafic rocks have been identified and mapped on the property. Of these, only five have been historically, and to a limited extent, drill tested.

A total of eight hundred and fifty-six (856) holes drilled with manual augers, tripod-supported gas-powered augers and truck mounted drills, as well as twenty six (26) test pits, have been completed on the five of the nine cobalt prospects; the Tanahmerah, Tablasufa, Amaybu, Kirpon and Doyo zones. These prospects are in the northern part of the license.

The Cyclops Project hosts a historical estimate of 37.973 million tonnes grading 1.25% nickel and 0.11% cobalt at a 0.8% nickel cut-off grade, contained in five coastal deposits fringing Tanahmerah Bay; Tanahmerah, Tablasufa, Amaybu, Kirpon and Doyo. The Historical Estimate¹ was reported by PT. Pacific Nikkel in 1982 ("Pacific Nikkel report"), based on work carried out by PT. Pacific Nikkel in the period 1969 to 1979, as referenced by Thirnbeck in 2001.

The Pacific Nikkel report notes that drilling was the principal method of testing the extent, depth and grade of the laterite profile in the target areas and that such drilling averaged 7 meters in depth. The Pacific Nikkel report also notes that drilling was reported not to have intersected the full laterite profile, or to have reached bedrock and frequently bottomed in horizons with elevated cobalt and nickel concentrations.

The following outstanding cobalt intercepts are from within the mineralized zones: (operator, PT. Pacific Nikkel, 1970; true width of intervals are unknown)

- 8m @ 1.53% nickel and 0.18% cobalt; from surface to 8m depth (Hand Auger hole #35);
- 13m @ 1.26% nickel and 0.15% cobalt; from 2m to 15m depth (Hand Auger hole #6); and
- 10m @ 1.02% nickel and 0.19% cobalt; from 4m to 14m depth (Hand Auger hole #21)

Recent Exploration Activities

A total of 9 shallow test pits were completed coincident with areas of recent drilling in order to provide bulk samples for metallurgical testing as well as, confirm intersections in the near surface zone, and clarify the distribution and profile of the of high-grade source laterite zone.

Test pits ranged in depth from 1.7m to 6m.

Results confirm elevated nickel coincides with widespread development of green colored hydrous nickel magnesium silicates (garnierite) and is indicator of high-grade mineralization.

Significant elevated cobalt values are present from surface to shallow depths in iron rich limonite and transition zones and is developed as a continuous horizon between drill holes.

CYCLOPS PROJECT (cont'd...)

Recent Exploration Activities (cont'd...)

Test Pit Assay Results:

	From (m)	To (m)	Length (m)	Nickel (%)	Cobalt (%)	NiEQ (%)
TP 200	0	5	5	0.99	0.14	1.38
And	5	6	1	2.40	0.10	2.70
TP 219	0	4	4	0.82	0.14	1.21
And	4	6	2	1.75	0.13	2.11
TP 201	0	3	3	1.15	0.14	1.54
And	3	6	3	1.81	0.01	1.81
TP 466	0	2	2	1.39	0.20	1.94
And	2	5	3	1.40	0.01	1.44
Including	2	4	2	1.65	0.03	1.72
TP 220	0	6	6	1.00	0.20	1.53
TP 203	0	2	2	0.88	0.12	1.22
And	2	3	1	1.20	0.10	1.44
TP 203B	0	5	5	1.36	0.16	1.80
TP 222	0	3	3	1.05	0.13	1.42
And	3	6	3	1.61	0.05	1.74
Including	3	5	2	1.67	0.05	1.79
TP 202	0	1.7	1.7	0.60	0.10	0.80
TP 221	0	1	1	0.60	0.10	0.82
And	1	1.7	0.7	1.60	0.10	1.78

NiEQ

*calculation basis: cobalt price per 3 months (LME data) \$34.25/kg; nickel price per 3 months (LME data) \$12.45/kg
 $C = \text{ratio between cobalt price/nickel price} = \$34.25/\$12.45 = \2.75 ; $\text{NiEQ} = (\%Co \times C) + \%Ni$. No metallurgical recoveries were applied to either metal as it is expected that the metallurgical recoveries will be similar for both metals*

CYCLOPS PROJECT (cont'd...)

Process Testing

In June 2019 the Company shipped mini bulk sample materials from its Cyclops Nickel-Cobalt property to its extractive technology and mineral process development partner in part two of three-phase testing for a suitable process in the recovery of cobalt and nickel from laterite material.

In an already completed first phase of testing, the processing partner carried out a preliminary bench-scale scoping program to evaluate a proprietary leach technology on two Indonesian cobalt and nickel-bearing laterite samples at its facilities in Ontario, Canada. The samples were representative of typical nickel laterite mined in Indonesia for processing and sourced from a regional property in which the company has no interest.

The laterite samples were leached using a specific mixed chloride process, employing a unique mixture of hydrochloric acid (HCl) and magnesium chloride (MgCl₂) within a bench-scale environment.

The results of the previously completed phase one scoping tests demonstrated that the processing partner's mixed chloride leach technology was effective in the recovery of value elements, namely iron (Fe), nickel (Ni) and cobalt (Co), from the two laterite samples tested.

Leach extractions were as follows:

- Sample 1: 97.3 per cent, 98.6 per cent and 96.5 per cent for Fe, Ni and Co, respectively;
- Sample 2: 93.9 per cent, 90.7 per cent and 92.2 per cent for Fe, Ni and Co, respectively.

Phase two, the current program, is designed to confirm that the optimal leach conditions established in phase one are suitable in metal separation of value metals nickel, cobalt and manganese for samples sourced specifically from Pacific Rim Cobalt's Cyclops project. The selected samples will be processed to the stage where a nickel and cobalt product purity can be established. Phase two is expected to result in a sample of battery-grade cobalt and nickel for marketing purposes and to develop process flow design criteria for subsequent mini pilot/pilot plant testing to be conducted in Phase three.

Phase 3 of the program involves commissioning and operation of a mini-pilot/pilot plant to provide process design criteria for subsequent capex (capital expenditures)/opex (operating expenditures) estimation and also to produce enough nickel and cobalt-bearing product for independent evaluation by several prospective battery industry purchasers.

LIQUIDITY, FINANCIAL POSITION AND CAPITAL RESOURCES

As at March 31, 2019, the Company's liquidity and capital resources are as follows:

	March 31, 2019	December 31, 2018	March 31, 2018
Cash	\$ 1,820,274	\$ 1,481,206	\$ 4,716,680
Receivables	37,633	33,270	47,092
Prepaid expenses	75,069	85,284	217,514
Advances	-	-	144,625
Total current assets	1,932,976	1,599,760	5,125,911
Accounts payable and accrued liabilities	728,499	728,666	122,770
Working capital	\$ 1,204,477	\$ 871,094	\$ 5,003,141

During the current period, cash funded operating activities for \$857,661 and investing activities for \$40,339. The investing activity consisted of advance non-controlling interest payment.

The Company closed one private placement and raised net proceeds of \$1,237,068 from the issuance of 10,541,667 units. Each unit was comprised of one common share and one share purchase warrant, which will entitle the holder of each whole warrant to acquire an additional common share of the Company at a price of \$0.20 per common share, for a period of 12 months from the date of issue.

At March 31, 2019, the Company had no source of operating cash flow, limited financial resources, and no assurance that additional funding would be available to it in order to remain a going concern.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

SUMMARY OF QUARTERLY RESULTS

	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018
Revenue	\$ nil	\$ nil	\$ nil	\$ nil
Income (loss) from continuing operations	\$ (1,002,461)	\$ (781,946)	\$ (1,293,338)	\$ (1,866,379)
- per share ⁽¹⁾	\$ (0.02)	\$ (0.02)	\$ (0.02)	\$ (0.04)
Income (loss) and comprehensive loss	\$ (1,002,461)	\$ (781,946)	\$ (1,293,338)	\$ (1,866,379)
- per share ⁽¹⁾	\$ (0.02)	\$ (0.02)	\$ (0.02)	\$ (0.04)

SUMMARY OF QUARTERLY RESULTS (cont'd...)

	March 31, 2018	December 31, 2017	September 30, 2017	For the period from incorporation on June 6, 2017 to June 30, 2017
Revenue	\$ nil	\$ nil	\$ nil	\$ nil
Income (loss) from continuing operations	\$ (1,905,571)	\$ (3,904,805)	\$ 654	\$ (12,033)
- per share ⁽¹⁾	\$ (0.04)	\$ (0.18)	\$ 0.00	\$ (0.00)
Income (loss) and comprehensive loss	\$ (1,905,571)	\$ (3,904,805)	\$ 654	\$ (12,033)
- per share ⁽¹⁾	\$ (0.04)	\$ (0.18)	\$ 0.00	\$ (0.00)

¹ Fully diluted loss per share was not calculated as the effect was anti-dilutive.

RESULTS OF OPERATIONS – QUARTER

For the quarter ended June 30, 2017, the loss consists of expenditures incurred related to accruals recorded for the incorporation of the Company. For the quarter ended September 30, 2017, the income consists of adjustments incurred related to invoices received for the incorporation of the Company. For the quarter ended December 31, 2017, the loss consists of expenditures incurred related to the Transaction of the Company, as detailed above. For the quarters ended March 31, 2018, June 30, 2018, September 30, 2018, December 31, 2018, and March 31, 2019, the loss includes expenditures related to exploration of the property as per the Transaction of the Company.

For the three months ended March 31, 2019, significant expenditures are as follows:

Expenses	Explanation for Change
Consulting fees	Consultants continued to be used for the promotion of the Company and work performed to search for additional viable projects.
Exploration expenditures	The Company acquired a 65% in the Cyclops property on July 16, 2018. Costs incurred on the project since acquisition were recorded as exploration expenditures; previously they had been recorded as property investigation costs. The Company continues to explore the property.
Management fees	The Company incurs fees for management for their role in running the operations, searching for additional projects, and promoting its activities.
Marketing	The Company has incurred fees for attending conferences and road shows around the world in addition to other various advertising costs.
Project investigation fees	The Company has incurred fees relating to other projects it is researching.
Share-based payments	There were no options granted in the period and almost all prior options have fully vested.

PROPOSED TRANSACTIONS

The Company has not entered into any proposed transactions.

RELATED PARTY TRANSACTIONS

The Company defines its directors and officers as its key management personnel. The Company entered into the following transactions with related parties during the for the three months ended March 31, 2019:

- a) Paid or accrued consulting fees of \$4,500 to companies controlled by Tim Johnston, a director of the Company;
- b) Paid or accrued corporate development fees of \$15,000 to a company controlled by Sean Bromley, a director of the Company;
- c) Paid or accrued management fees of \$51,379 to Ranjeet Sundher, the President, CEO and a director of the Company;
- d) Paid or accrued professional fees of \$21,750 to a company controlled by Steve Vanry, the CFO of the Company and a director of the Company;
- e) Paid or accrued property investigation costs of \$4,500 to a company controlled by Garry Clark, a director of the Company;
- f) Paid or accrued consulting fees of \$4,500 to Geoffrey Fielding, a director of the Company; and

Included in accounts payable and accrued liabilities are amounts owing to related parties of \$24,772.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying values because of the short-term nature of these instruments. Cash is measured at fair value using level 1 inputs.

Financial risk factors

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and price risk.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

Financial risk factors (cont'd...)

Credit risk

The Company is exposed to industry credit risks arising from its cash holdings and receivables. The Company manages credit risk by placing cash with major Canadian financial institutions. The Company's receivables consist of goods and service tax receivable due from the Federal Government of Canada. Management believes that credit risk related to these amounts is nominal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital and financing to continue its operations and discharge its commitments as they become due. The Company has sufficient cash to settle its current liabilities as they come due.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of three types of market price changes:

(a) *Interest rate risk* - this risk relates to the change in the borrowing rates of the Company. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 1% change in interest rates would result in a nominal difference in interest income for the three months ended March 31, 2019.

(b) *Foreign currency risk* - this risk relates to any changes in foreign currencies in which the Company transacts. The effect of a 10% change in foreign exchange rates would be approximately \$46,000 for the three months ended March 31, 2019.

(c) *Price risk* - this risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices in relation to its exploration and evaluation assets. The Company has limited exposure to price risk with respect to commodity and equity prices.

NEW ACCOUNTING STANDARDS, INTERPRETATIONS, AND AMENDMENTS

The following standards, amendments to standards and interpretations have been adopted:

IFRS 16, Leases

IFRS 16 requires lessees to recognize a lease liability reflecting future lease payments and a "right-of-use asset" for virtually all lease contracts, and to record it on the statement of financial position, except with respect to lease contracts that meet limited exception criteria. There was no impact on the condensed interim consolidated financial statements as a result of adopting this standard.

RISKS AND UNCERTAINTIES

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, fluctuating metal prices, social, political, financial and economics. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not listed in order of importance nor are they inclusive of all the risks and uncertainties the Company may be subject to as other risks may apply: the risks associated with our dependence on the Cyclops project; geological exploration and development; changes in law, unrest and political instability in Indonesia; permits for development of the Company's projects cannot be renewed on terms satisfactory to the Company and other land title permitting and licensing risks; infrastructure; inflation; governmental regulation; environmental hazards and insurance; uninsured risks; competition; currency fluctuations; labour and employment; joint ventures; and contract repudiation.

Limited Operating History

The Company was restructured and recapitalized but has not yet commenced active operations. As a result, it is difficult to evaluate the Company's prospects, and its future success is more uncertain than if it had a longer or more proven history of operations.

History of Losses

The Company has incurred net losses since inception and as of March 31, 2019, had an accumulated deficit of \$10,875,924.

No History of Dividends

Since incorporation, the Company has not paid any cash or other dividends on its common stock and does not expect to pay such dividends in the foreseeable future, as all available funds will be utilized to acquire and finance a new business. The Company will need to achieve profitability prior to any dividends being declared.

Dilution

The Company does not generate any revenues and does not have sufficient financial resources to undertake by itself significant expenditures. The Company has limited financial resources and has financed its operations primarily through the sale of securities such as common shares. The Company will need to continue its reliance on the sale of such securities for future financing, resulting in dilution to the Company's existing shareholders.

The amount of additional funds required will depend largely on the success of the Company's business undertakings.

Further expenditures will depend on the Company's ability to obtain additional financing which may not be available under favourable terms, if at all.

RISKS AND UNCERTAINTIES (cont'd...)

Capital and Liquidity Risk

The amount of financial resources available to invest for the enhancement of shareholder value is dependent upon the size of the treasury, profitable operations, and willingness to utilize debt and issue equity. Due to the size of the Company, financial resources are limited and if the Company exceeds growth expectations or finds investment opportunities it may require debt or equity financing. There is no assurance that the Company will be able to obtain additional financial resources that may be required to successfully finance transactions or compete in its markets on favourable commercial terms.

Dependence on Key Personnel

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and the competition for a professional is intense. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the condensed interim consolidated financial statements 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.

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Valuation of share-based payments

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

CRITICAL ACCOUNTING ESTIMATES (cont'd...)

Accounting for acquisitions

The fair value of assets acquired and liabilities assumed requires that management make estimates based on the information provided by the acquiree. The determination of fair value as of the acquisition date requires management to make certain estimates about future events, including, but not restricted to, mineral reserves and resources acquired, exploration potential, future operating costs and capital expenditures, future metal prices, long-term foreign exchange rates and discount rates.

SUBSEQUENT EVENTS

The following events occurred subsequent to March 31, 2019 and are not disclosed elsewhere in this MD&A:

- i. issued 600,000 common shares, for settlement of debt of \$180,000 on services performed subsequent to period end;
- ii. made payments of USD \$30,000 towards the the Cyclops property; and
- iii. received \$2,500 for the property option agreement with Drifter Way Holdings.

OUTSTANDING SHARE DATA

The following details the common shares, stock options, warrants, and unit warrants outstanding as of the date of this MD&A:

Common Shares	63,694,358
Stock Options	3,993,750
Warrants	25,463,659
Unit Warrants	133,333

OTHER MD&A REQUIREMENTS

Additional information relating to the Company may be found on or in:

- SEDAR at www.sedar.com;
- The Company's condensed interim consolidated financial statements for the three months ended March 31, 2019; and
- the Company's consolidated financial statements for the year ended December 31, 2018.

This MD&A was approved by the Board of Directors of the Company effective June 27, 2019.