Mota Ventures Corp. (formerly Primary Energy Metals Inc.)

Management's Discussion and Analysis
of Financial Condition and Results of Operations
As at and for the three and nine months ended September 30, 2019 and 2018

Management's Discussion and Analysis

The following discussion is management's assessment and analysis of the results and financial condition of Mota Ventures Corp. (formerly Primary Energy Metals Inc.) (the "Company"), and should be read in conjunction with the unaudited condensed interim consolidated financial statements and related notes for the nine months ended September 30, 2019. The preparation of financial data is in accordance with International Accounting Standard 34 - *Interim Financial Reporting* ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and all figures are reported in Canadian dollars unless otherwise indicated.

The effective date of this report is November 29, 2019.

Caution Regarding Forward Looking Information

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of December 31, 2018. These assumptions, which include, management's current expectations, estimates and assumptions about the global economic environment may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) inability to locate and identify potential business acquisitions, (3) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (4) other factors beyond our control. There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. Unless otherwise required by applicable securities laws, the Issuer disclaims any obligation to update any forward-looking statements, whether as a result of new events, circumstances and information, future events or results or otherwise. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

Description of Business

The Company was incorporated as Media Link Technology Corporation under the Laws of the Province of British Columbia on July 15, 2010. On January 19, 2011, the Company changed its name to Media Cloud Systems Inc. On September 14, 2016, the Company changed its name from Media Cloud Systems Inc. to Bego Advanced Materials Inc. On January 26, 2017, the Company changed its name to Primary Cobalt Corp. On August 31, 2018, the Company changed its name to Primary Energy Metals Inc. In November 2019, the Company completed a transaction with NNZ Consulting Corp., ("NNZ") resulting in the name change to Mota Ventures Corp. The address of the Company's corporate office and its principal place of business is Suite 800 – 1199 W Hastings Street, Vancouver BC, Canada V6E 3T5.

As at September 30, 2019, the Company had a working capital of $346,075. During the nine months ended September 30, 2019, the Company incurred a net loss of $537,956, and as at September 30, 2019, the Company has not achieved profitable operations, has accumulated losses of $5,697,148 since inception and expects to incur further losses in the development of its business. This raises significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue its operations as intended are dependent on its ability to obtain necessary financing and raise capital sufficient to cover its operating costs.

As of September 30, 2019, the Company was focused on closing the Transaction which completed in November 2019 See Subsequent Events note below.

On February 20, 2019, the Company consolidated its shares on the basis of ten pre-consolidation common shares for one post-consolidation common share of the Company. All references to the number of shares and per share amounts have been retroactively restated as if the consolidation had occurred January 1, 2017.

Subsequent Events

In November 2019, the Company completed the acquisition (the "Transaction") of NNZ Consulting Corp. ("NNZ"). NNZ is a privately-held company which, through its subsidiary Ihuana SAS ("Ihuana"), is licensed to cultivate non-psychoactive cannabis in Colombia for seed production, manufacturing of derivative products such as cannabidiol ("CBD") and for industrial purposes.

Following completion of the Transaction, the Company intends to focus its efforts on developing the business of NNZ, and has changed its name to "Mota Ventures Corp." to reflect its activities in the South American cannabis sector. The Transaction was completed pursuant to the terms of a definitive share purchase agreement (the "Purchase Agreement"), dated November 4, 2019, entered into with NNZ and each of its shareholders. In consideration for the acquisition of NNZ, the Company has issued 39,997,500 common shares (the "Consideration Shares") to the existing shareholders of NNZ.

In connection with completion of the Transaction, the Company has completed the conversion of the subscription receipts (the "Receipts") previously issued by the Company in the private placement (the "Financing"), and gross proceeds of $3,658,875 have been released to the Company. In connection with the conversion of the Receipts, the Company issued 12,196,249 units (each, a "Conversion Unit"). Each Conversion Unit consists of one common share of the Company, and one common share purchase warrant (each, a "Conversion Warrant") entitling the holder to acquire an additional common share of the Company at a price of $0.50 until November 29, 2021. The Company has also paid finders' fees of $96,835 and issued 322,786 Conversion Warrants, to certain parties who assisted the Company in introducing subscribers to the Financing.

The Company has also issued 4,000,000 common shares (the "Finders' Fee Shares") to certain arms'-length third-parties who assisted in introducing the Transaction to the Company, 800,000 common shares (the "Advisory Fee Shares") to a contractor, as consideration for certain corporate finance advisory services provided to the Company, and 416,667 Conversion Units (the "Marketing Fee Units") to a contractor, as consideration for certain marketing services provided to the Company.

Following completion of the Transaction, the Company has 80,732,902 common shares outstanding. In accordance with the policies of the Canadian Securities Exchange (the "Exchange"), and pursuant to the terms of the Purchase Agreement, a total of 17,611,149 common shares are subject to an escrow arrangement, from which they will be released in tranches over a thirty-six month period. The Conversion Units, Finders' Fee Shares, the Advisory Fee Shares and the Marketing Fee Units, are subject to a four-month-and-one-day statutory hold period in accordance with applicable securities laws.

There have been no changes to the board of directors, or management, of the Company in connection with completion of the Transaction.

Mineral Property Interests

Rocher Déboulé Claims

Property Acquisition Details

On March 31, 2017, the Company entered into a property purchase option agreement (the "RD Agreement") to acquire an undivided 100% interest in four contiguous mineral claims, comprised of approximately 5,827 hectares, located in northwest British Columbia. The RD agreement requires payment of $50,000, and issuance of the greater of 150,000 common shares or 9.9% of the issued and outstanding common shares of the Company as at the completion of Phase II work, and not later than September 30, 2018, and incurring exploration expenditures of $180,000 as follows:

	Share Issuance	Cash Payment	Exploration Expenditures
		$	$
On signing memorandum of understanding (paid)	-	30,000	-
On first day of execution of Agreement (paid)	-	20,000	-
On or before May 31, 2017 (issued)	100,000	-	-
On or before September 30, 2017 (issued)	25,000	-	75,000
On or before September 30, 2018 (issued)	25,000	-	105,000
	150,000	50,000	180,000

In addition, on completion of the $105,000 exploration expenditures, the Company will issue additional shares to the optionor so that aggregate number of common shares issued to the optionor will not be less than 9.9% of the total issued and outstanding commons shares of the Company at the time of issuance. On August 27, 2018, the Company issued 85,500 common shares at fair value of $47,025.

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

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

On August 27, 2018, the Company issued another 85,500 common shares pursuant to the terms of the agreement which was valued at the share price of $0.55 at the date of issuance totalling $47,025.

On April 18, 2019, the Company entered into a property purchase agreement with Blue Lagoon Resources Inc. ("Blue Lagoon") whereby the Company agreed to sell 100% interest in the Rocher Déboulé property to Blue Lagoon for $25,000 in cash and 200,000 common shares of Blue Lagoon as follows:

a) Cash of $15,000 on execution of this agreement (received in April 2019) and $10,000 (received in July 2019) to be paid within 3 days of the final receipt for Blue Lagoon's prospectus; and
b) 200,000 common shares of Blue Lagoon within 10 business days after Blue Lagoon shares commence trading on the CSE.

As a result of the sale to Blue Lagoon, the Company estimated the fair value of the property to be approximately $45,000; accordingly, the Company recorded an impairment of $374,694 during the year ended December 31, 2018. As a result of this subsequent sale, the related assets held for sale and liabilities associated with assets held for sale respectively have been recorded as assets held for sale and classified as current on the consolidated statement of financial position.

During the nine months ended September 30, 2019, $25,000 was received on execution of this agreement.

Property Description

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

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

Property Work to Date

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

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

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

On August 27, 2018, the Company had released the results form the 2018 field program. Field crews from Dahrouge Geological Consulting Ltd. completed a 16-day exploration program in late June, 2018, which included detailed mapping and sampling of the Golden Wonder showing. A total of 85 rock samples and 287 soil samples were collected and sent to Actlabs in Kamloops, B.C., for analysis.

The new results from the Golden Wonder area expanded the zone of anomalous gold, copper and cobalt to approximately 500 metres of strike length. A high proportion of rock samples displayed anomalous gold values, with 22 of the 85 samples returning greater than 0.5 gram per tonne gold and 37 returning greater than 0.1 g/t Au. Sample highlights include:

- Sample 128240 -- 18.2 g/t Au, 0.054 per cent Co and 1.91 per cent Cu (0.3 m chip);
- Sample 128241 -- 11 g/t Au, 0.667 per cent Co and 0.414 per cent Cu (0.2 m chip);
- Sample 128254 -- 2.2 g/t Au, 0.176 per cent Co and 0.935 per cent Cu (grab);

- Sample 128272 -- 4.7 g/t Au, 0.215 per cent Co and 0.28 per cent Cu (0.3 m chip);
- Sample 128278 -- 18.7 g/t Au, 0.653 per cent Co and 0.969 per cent Cu (grab);
- Sample 128283 -- 7.1 g/t Au and 0.256 per cent Co (0.2 m chip);
- Sample 128288 -- 20 g/t Au and 0.194 per cent Co (0.25 m chip);
- Sample 128294 -- 9.9 g/t Au and 0.17 per cent Co (grab).

In addition, a number of chip sample sections were completed perpendicular to the structural trend in the area. The section in the main pit area returned promising values:

- Samples 128976 and 128977 -- 1.3 g/t Au, 0.041 per cent Co and 0.35 per cent Cu across six metres.

A soil sample grid over Golden Wonder further reinforced the approximately 500-metre mineralized trend, as a number of highly anomalous samples were located between mapped outcrops, with values of up to 3.97 and 5.89 g/t Au reported. In addition, a number of anomalous Au values were noted at both the east-northeast and west-southwest ends of the grid.

The high grades of Au, Cu and Co, and style of mineralization observed at Golden Wonder are suggestive of a Besshi-type massive sulphide occurrence similar to the Windy Craggy deposit in northwestern British Columbia. Management cautions that past results or comparisons with similar properties (such as Windy Craggy) may not necessarily be indicative to the presence of mineralization on the company's properties.

Exco Claims, Spain

Property Acquisition Details

On July 30, 2018 the Company entered into a definitive agreement with Exco Mining S.A. ("Exco") to acquire 85% interest in mining permits in two cobalt and two vanadium mineral properties located in Spain. The agreement requires payments in cash and shares to acquire the option, work commitments, past expenditures and a consulting agreement, as follows:

- On signing of the definitive agreement, the Company was required to make cash payments of 59,000 Euros (36,195 of this was subsequently forgiven, and the remainder was paid during the three months ended March 31, 2019) for reimbursement of expenses, repayment of a $158,280 loan (paid) and the issuance of 100,000 common shares (issued) of the Company within seven days of signing. The 100,000 common shares were fair valued at $55,000.

- To earn 20% interest, the Company was required to make aggregate cash payments of 10,000 Euros (approximately $15,600) and issue common shares of the Company valued at 40,000 Euros within seven days of the signing of the definitive agreement with respects to each of the properties. On September 11, 2018, the Company issued the 60,000 common shares at a fair value of $33,000.

- To earn an additional 30% interest, the Company was required to obtain the issuance of a research permit the Company will issue common shares of the Company valued at 400,000 Euros (approximately $624,000).

- To earn the remaining 35% interest, the Company was required to incur 6,592,628 Euros in exploration expenditures as follows and are presented in Canadian dollars:

Property Name	1st year exploration expenditures	2nd year exploration expenditures	3rd year exploration expenditures	Total
Buran	$ 480,948	$ 1,800,786	$ 1,058,881	$ 3,340,615
Beatriz	355,758	1,329,853	702,936	2,388,547
Odin	532,428	1,168,896	480,792	2,182,116
Altair	527,748	1,364,682	480,792	2,373,222
Total	$ 1,896,882	$ 5,664,217	$ 2,723,401	$ 10,284,500

Concurrently with the execution of this agreement, the Company executed a consulting agreement whereby Exco will provide consulting services at the rate of 10,000 Euros monthly (approximately $15,600) towards the exploration costs commencing on the closing date. During the year ended December 31, 2018, the Company expensed to property investigation cost $21,610 in due diligence cost on these properties.

On December 11, 2018, the Company and Exco amended the July 30, 2018 definitive agreement whereby the Company will facilitate the development of the property independently of each other.

Exco has agreed to assign all rights to the research permit of Altair to a newly established Spanish subsidiary of the Company or as directed by the Company. As at December 31, 2018, the Company has not established a Spanish subsidiary. Exco will be responsible for all administrative filings necessary to complete the assignment and the Company will be responsible for reimbursing Exco. As at December 31, 2018, the research permit is not yet issued, and Exco is obligated to holding the research permit once issued in trust for the Company.

The Company will have the right to earn 50% interest in and to the research permit to Odin in consideration of the issuance of 150,000 common shares within thirty days of the issuance of the research permit and a further 40% interest by completing the aggregate exploration expenditures of not less than 1,398,792 Euros (approximately $2,182,116) within three years following the issuance of the research permit.

The Company has also agreed to surrender the rights to research permits to the Buran and Beatriz claims effective upon the date of this amended agreement and has paid in full the amount owed in connection with these research permits totalling 22,805 Euros ($35,343) on January 11, 2019. The Company recorded an impairment of $226,158 to the statement of loss and comprehensive loss during the year ended December 31, 2018.

As at December 31, 2018, management of the Company has decided not to pursue with the Altair and Odin projects and have recorded an impairment of $198,038 to the statement of loss and comprehensive loss during the year ended December 31, 2018.

The commitments that were payable in Euros, were stated in Canadian dollars, at an exchange of 1.56 dollars per Euro as at December 31, 2018.

The Company continued with the consulting agreement with Exco for 2,500 Euros (approximately $3,900) towards the exploration costs on Altair and Odin commencing on January 1, 2019. During the nine months ended September 30, 2019, the Company expensed to property investigation cost $3,859 in due diligence cost on these properties for the month of January 2019. On September 9, 2019, the Company and Exco terminated their July 30, 2018 agreement.

Property Work to Date

The Company has released the results of grab samples taken during May 2018, due diligence site visits. The samples were taken from the cobalt, copper, silver, lead, nickel and manganese projects, inside one of the galleries on its Buran permit permits in Almeria and from the waste dumps of old cobalt mines located within the Beatriz permit in Granada province in southern Spain.

Daniel Porras, Dipl.-Geol, member the European Federation of Geologists (EFG), who is a qualified person as defined under National Instrument 43-101, supervised the collection of the samples (Buran sample). The samples were submitted to ALS Minerals in Seville, Spain, for analysis. The samples were crushed and split, a portion was pulverized, and a one-gram aliquot was analyzed by ALS Chemex method ME-MS61 (48 elements, including Si (silicon), Cu (copper), Pb (lead), four-acid ICP-MS (inductively coupled plasma-mass spectrometry)). Some relevant results among others are summarized in the attached table.

Project	Sample	Ag (ppm)	Co (ppm)	Cu (ppm)	Mo (ppm)	Ni (ppm)	Pb (ppm)	Zn (ppm)
Buran project	PC18-05	0.89	8.3	28.7	1,520	11.3	4,680	294
	PC18-06	1.15	9.8	65.6	3.82	31.8	91.1	101
	DJ-1	26	379	1.27	4	57	>10,000	433
	BU-LAB-1	47.6	40.6	10,650	2.32	14.6	47.4	183
	BU-DJ-1	0.29	11.5	54.7	2.35	26.5	57.1	28
	BU-DJ-2	968	129	15,450	3.35	6.5	>20,000	116
	BU-DJ-3	386	59.4	7,220	1.21	24.9	89,600	80
	BU-DJ-4	1.62	43.4	95.2	2.03	50.6	319	396
Beatriz project	PC18-04	0.83	3,950	3,620	0.42	554	110.5	76
	B-1	3	3,850	1.47	3	1,200	11	72
	BE-ENC-1	15.2	6,040	2,990	0.6	1,670	9,710	15

The main target pursued in these projects is the cobalt minerals and typical paragenesis (Ag, Cu, Ni and others). And although it was not possible to get access to the cobalt-rich samples in the old galleries, very interesting mineralizations were found with high molybdenum contents and, over all, a massive dike shows silver at 968 parts per million (0.0968 per cent), content of 1 per cent per kilogram per ton, 1.5 per cent copper and 20 per cent lead. Regarding the Beatriz project, the high cobalt contents found in the samples with important contents in nickel and copper were very relevant and encouraging. The grab samples are selected samples and may not be representative of the mineralization hosted on the property. On July 11, 2018, the London Metal Exchange (LME) quoted silver at $15.80 per ounce, copper at $2.78 per pound and lead at $1 per pound.

Buran and Beatriz projects, Andalucia, South-Southeast Spain

Historic highlights

The mineralization is enriched in several elements (Co-Ni-Ag-Se-As-Hg) (cobalt-nickel-silver-selenium-arsenic-mercury) that enter into the category of RSE (redox-sensitive elements). The mineralization is stratified with high TOC dolomites affected by thrusts. A Mississippy Valley-type origin can be extrapolated for this deposit, with the origin of the metals in the washing of marine series or from the mafic intercalations into the series, with the carbonate/dolomite formations as a "reducing trap" for mineralization.

The concentrations of primary cobalt minerals are important and further exploration will determine their regional extension. This type of deposit can be very widespread in Betica and could also concentrate elements of the platinum group. It is quite similar to the Democratic Republic of the Congo mineralizations.

Nirvana I and La Sal project, Utah

On September 5, 2018, the Company entered into an agreement with Green Energy Minerals Ltd. to acquire a 100% interest in 199 unpatented lode claims in the Polar Mesa area of Utah (the "Nirvana I project" or "Polar Mesa claims"). The agreement requires the Company to pay US$180,000 to cover staking fees and county and Bureau of Land Management payments and the issuance of the 1,000,000 common shares (issued) of the Company, fair valued at $550,000. During the year ended December 31, 2018, the Company paid $215,688 (US$162,023).

The Polar Mesa claims form a single contiguous claim block covered by 199 unpatented federal lode claims in Uravan belt, with historical mining going back to the 1880s.

There are several areas with vanadium grades of 3.87 per cent, 3.37 per cent, 3.35 per cent, 3.26 per cent, 3.04 per cent and 3.02 per cent, with surface chip samples reporting vanadium grades as high as 5.63 per cent and uranium grades of 2,100 parts per million. The grab samples are selected samples and may not be representative of the mineralization hosted on the property.

The Uravan mineral belt has been explored since the late 1880s, when early prospectors discovered radium, vanadium and uranium in the carnotite ores of the Paradox Valley. Since then, these three elements have alternated as the predominant economic resource based upon the market conditions. Prior to 1930, most of the vanadium produced in the United States came from the roscoelite deposits near Rifle and Placerville in Colorado. The rising demand for vanadium as a steel alloy renewed interest in the vanadium deposits of the Uravan belt.

On November 6, 2018, the Company entered into a share purchase agreement to purchase 100% of the issued and outstanding common shares of Prost Vanadium Ltd. a Private Company incorporated in the province of British Columbia, ("Prost"), which holds 100% interest in one hundred and seventy-six mineral claims located in the La Sal District of San Juan in the State of Utah, United States of America The Company has agreed to acquire from Prost shareholders all of the issued and outstanding shares of Prost for consideration 1,200,000 common shares of the Company with a fair value of $540,000.

On January 16, 2019, the Company received a notice of termination on the above two properties from the optionor accordingly, the Company recorded an impairment of $1,305,686 to the statement of loss and comprehensive loss, during the year ended December 31, 2019.

Quebec property, Quebec, Canada

On October 26, 2018, the Company entered into a share purchase agreement to purchase 100% of the issued and outstanding common shares of 1177527 B.C. Ltd., a Private Company incorporated in the province of British Columbia, ("1177527"), which holds 100% interest in thirty-nine mineral claims located in the Province of Quebec, Canada. The Company has agreed to acquire from 1177527 shareholders all of the issued and outstanding shares of 1177527 for consideration of $250,000 in cash with $125,000 due on closing and a further $125,000 on or before the date which is sixty days following the closing date and 2,000,000 common shares (issued) of the Company which was fair valued at $1,400,000. The shareholders of 1177527 subsequently waived the cash payment of $250,000 in the amendment on April 10, 2019.

The claims are subject to a 2% Net Smelter Returns royalty ("NSR") on commercial production from the Properties owing to Contigo Resources Ltd., one-half of which may be purchased at any time for a cash payment of $1,000,000.

As at December 31, 2018, management of the Company has decided not to pursue with this project and have recorded an impairment of $1,450,000 to the statement of loss and comprehensive loss during the year ended December 31, 2018.

Summary of Quarterly Results

	Q3 2019	Q2 2019	Q1 2019	Q4 2018
Revenue	$ -	$ -	$ -	$ -
Loss for the period	(211,964)	(252,140)	(73,852)	(4,012,932)
Basic and diluted loss per share	(0.01)	(0.02)	(0.01)	(1.21)

	Q3 2018	Q2 2018	Q1 2018	Q4 2017
Revenue	$ -	$ -	$ -	$ -
Loss for the period	(553,270)	(131,789)	(247,587)	(60,544)
Basic and diluted loss per share	(0.21)	(0.06)	(0.15)	(0.06)

In Q1 2018, loss increased to $247,587 as compared to the previous quarter primarily due to share based compensation of $172,229 from the grant of 1,900,000 management incentive options during the period. In Q3 2018, loss increased to $553,270 as compared to the previous quarter due to the increase in consulting fees paid for business developments and marketing of the Company and its new mineral properties. In Q4 2018, loss increased to $4,012,932 as compared to the previous quarter due to the increase in consulting fees for business development, travel expenses to Europe with respect to the Spain property and meetings with prospective investors, and share based compensation on the stock options granted during the quarter. In Q4 2018, the Company decided to change the direction of the business and have written-off the mineral properties resulting in an impairment of $3,554,576 on the mineral properties. In Q2 2019, loss increased as compared to the previous quarter due to the increase in consulting fees and travel expenses.

Results of Operations

Three months ended September 30, 2019 and 2018

During the three months ended September 30, 2019, the Company recorded a loss and comprehensive loss of $211,964 (September 30, 2018: $553,270). Loss and comprehensive loss for the three months ended September 30, 2019, decreased by $341,306 primarily due to:

- A decrease of $259,250 in advisory and consulting fees. Advisory and consulting fees were $56,000 for the three months ended September 30, 2019, compared to $315,250 for the three months ended September 30, 2018. The decrease is due to amounts paid to a company controlled by a director and former CEO, to a company controlled by a former CFO and director of the Company and to third party consultants in the previous comparative period.

- A decrease of $172,490 in marketing, advertising and promotional fees. Marketing, advertising and promotional fees were $12,560 for the three months ended September 30, 2019, compared to $185,050 for the three months ended September 30, 2018. During the previous comparative period, the Company negotiated upfront service fees with third parties to handle and assist with online website duties, establish and maintaining online web presence.

The decrease in loss and comprehensive loss was partially offset by:

- An increase of $48,920 in professional fees. Professional fees were $52,697 for the three months ended September 30, 2019, compared to $3,777 for the three months ended September 30, 2018. The increase is due to increased legal fees incurred in relation to the Transaction.

- An increase of $37,948 in salaries and benefits. Salaries and benefits were $37,948 for the three months ended September 30, 2019, compared to $nil for the three months ended September 30, 2018. The increase is due to employees hired in the current period.

Nine months ended September 30, 2019 and 2018

During the nine months ended September 30, 2019, the Company recorded a net loss and comprehensive loss of $537,956 (September 30, 2018: $932,646). Net loss and comprehensive loss for the nine months ended September 30, 2019, decreased by $394,690 primarily due to:

- A decrease of $126,863 in advisory and consulting fees. Advisory and consulting fees were $239,387 for the nine months ended September 30, 2019, compared to $366,250 for the nine months ended September 30, 2018. The decrease is due to amounts paid to a company controlled by a director and former CEO, to a company controlled by a former CFO and director of the Company and to third party consultants in the previous comparative period.

- A decrease of $171,261 in marketing, advertising and promotional fees. Marketing, advertising and promotional fees were $13,789 for the nine months ended September 30, 2019, compared to $185,050 for the nine months ended September 30, 2018. During the previous comparative period, the Company negotiated upfront service fees with third parties to handle and assist with online website duties, establish and maintaining online web presence.

- A decrease of $172,229 in share-based compensation. Share-based compensation was $nil for the nine months ended September 30, 2019, compared to $172,229 for the nine months ended September 30, 2018. The decrease was a result of 190,000 share options granted during the prior comparative period, whereas none were granted in the current period.

- An increase of $25,273 in exploration tax credit. Exploration tax credit was $25,273 for the nine months ended September 30, 2019, compared to $nil for the nine months ended September 30, 2018. This was due to the British Columbia Mining Exploration Tax Credit received during the current period for the taxation year ended December 31, 2017.

The decrease in loss and comprehensive loss was partially offset by:

- An increase of $46,287 in professional fees. Professional fees were $103,582 for the nine months ended September 30, 2019, compared to $57,295 for the nine months ended September 30, 2018. The increase is due to increased legal fees incurred in relation to the Transaction.

- An increase of $41,948 in salaries and benefits. Salaries and benefits were $41,948 for the nine months ended September 30, 2019, compared to $nil for the nine months ended September 30, 2018. The increase is due to employees hired in the current period.

Liquidity and Going Concern

The Company's ability to continue on a going concern basis depends on management's capacity to identify additional sources of capital and to raise sufficient resources to fund its current expenditures and its future plans. The Company's ability to raise cash depends on capital market conditions, commodities prices, and the results of potential projects. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms that are acceptable to the Company. The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. Actual funding requirements may vary from those planned due to a number of factors. The uncertainty of the Company's success in raising additional capital funding may cast significant doubt on the Company's ability to continue as a going concern.

The Company has no bank debt or banking credit facilities in place.

As at September 30, 2019, the Company had cash on hand of $480,363 (December 31, 2018: $1,457). The increase in cash during the nine months ended September 30, 2019 was primarily due to $1,137,025 received from private placement

and $25,000 received from initial sale of Rocher Déboulé property. The increase in cash was partially offset by $501,119 used in operating activities.

As at September 30, 2019, the Company had working capital of $346,075 (December 31, 2018: working capital deficiency of $252,994).

The Company does not currently have a recurring source of revenue. The Company's current activities have been funded to date through the issuance of commons shares and obtaining loans from third parties. The Company believes that the current capital resources are not sufficient to pay overhead expenses for the next twelve months and its pursuit of its next business opportunity and will need to seek additional funding to fund its overhead expenses and any future commitments. Should the need arise, the Company may pursue other financing options or rely on joint venture partners to supply some of funds required to explore and develop any acquisitions. There is no assurance that the Company will be successful in obtaining the funds it may require for its operations or that the terms of any financing obtained will be acceptable. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Subsequent to September 30, 2019, in connection with completion of the Transaction, the Company completed the Financing and gross proceeds of $3,658,875 have been released to the Company. See Subsequent Events note above.

Capital Resources

The capital resources of the Company as at September 30, 2019 are primarily its cash of $480,363 (December 31, 2018: $1,457). The Company will require additional financing to fund any anticipated operating expenses or commitments. The Company anticipates funding future expenditures through additional equity subscriptions, such as private placements or through the exercise of warrants and options. See Subsequent Events note above. In light of the continually changing financial markets, there is no assurance that funding by equity subscriptions will be possible at the times required or for the amounts desired or that it can be obtained on terms acceptable to the Company and its shareholders. Accordingly, the Company is investigating various business opportunities that ideally will increase the Company's positive cash flow. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock.

Off Balance Sheet Arrangements

As at September 30, 2019, there were no off-balance sheet arrangements to which the Company was committed.

Related Party Transaction and Balances

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 executive and non-executive members of the Company's Board of Directors and corporate officers.

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

As at September 30, 2019, the Company owed $8,250 (December 31, 2018: $20,250) to a director and former Chief Executive Officer of the Company and to a company controlled by this director. The loan was provided as working capital, and included in current liabilities. The amount owed is non-interest bearing, unsecured, and with no fixed repayment terms.

As at September 30, 2019, the Company owed $16,217 (December 31, 2018: $nil) to a company controlled by the Chief Executive Officer of the Company for unpaid reimbursable expenses, which are included in amounts payable and accrued liabilities. The amounts owed are non-interest bearing, unsecured, and with no fixed repayment terms.

During the nine months ended September 30, 2019 and 2018, the Company incurred the following related party transactions:

	2019	2018
	$	$
Transactions:		
Share based compensation		
Patrick Morris - Director, former Chief Executive Officer	-	36,259
Michael Mackey - former Director	-	18,129
Barry Hemsworth – former Director,	-	36,259
Harold Davidson – former Director	-	36,259
Kenneth Phillippe – former Chief Financial Officer	-	18,129
	-	145,035
Consulting fees		
Director, former Chief Executive Officer	61,000	55,000
Former Chief Financial Officer	-	6,000
Former Director and Chief Financial Officer	19,200	-
Former Director	6,300	-
	86,500	61,000
Rent and occupancy costs paid to a company controlled by a former director	6,000	13,500
Finance fee shares and interest paid to a company controlled by a Director and former Chief Executive Officer	-	10,081

As at September 30, 2019 and 2018, the Company had the following related party balances:

	2019	2018
Balances:		
Due to related parties: a director, former Chief Executive Officer, and company controlled by him	8,250	47,425
Accounts Payable		
Chief Executive Officer	16,217	-

Recently Adopted Accounting Standards

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

Standard effective for annual periods beginning on or after January 1, 2019

IFRS 16 – Leases

The Company adopted IFRS 16 Leases ("IFRS 16") on January 1, 2019, which introduces a single, on-balance sheet accounting model for lessees. As a result, the Company, as a lessee, has recognized right-of-use assets representing its rights to use the underlying assets and lease liabilities representing its obligation to make lease payments. The Company has elected not to apply IFRS 16 to leases with a term of less than 12 months or leases where the underlying asset is of low value.

The Company adopted IFRS 16 using the modified retrospective approach; therefore the comparative information for 2018 has not been restated.

As at July 1, 2019, the applicable lease consisted of an office lease with lease period of July 1, 2019 to June 30, 2020. On transition, the lease liability for this lease was measured at the present value of remaining lease payments, discounted at the Company's incremental borrowing rate as of July 1, 2019, which was estimated at 6.5%. The Company elected to measure the right-of-use assets at an amount equal to the lease liability.

On transition to IFRS 16, the Company recognized a right-of-use asset and lease liability for its office lease resulting in an increase to its property of $57,940 as at July 1, 2019 with a corresponding increase in lease liability. The right-of-use asset is presented as right-of-use asset within property, and lease liability presented as lease, on the statement of financial position.

A reconciliation of lease commitments as reported at December 31, 2018, to the lease liability recorded at July 1, 2019, is as follows:

Operating lease commitment at December 31, 2018	$	-
Additions to lease commitment at July 1, 2019		60,000
Impact of discounting using the incremental borrowing rate at July 1, 2019		(2,060)
Lease liability recognized as at July 1, 2019	$	57,940

The following is the new accounting policy for leases under IFRS 16:

A contract is or contains a lease when the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes a right-of-use asset and lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses, and adjusted for certain remeasurements of the lease liability. The cost of the right-of-use asset includes the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs; and if applicable, an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

The carrying amount of the right-of-use asset is depreciated on a straight-line basis over the life of the lease, which has a remaining term of 0.75 years to June 2020, as at September 30, 2019.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. Generally, the Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or, as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Company does not recognize right-of-use assets and lease liabilities for leases of low-value assets and leases with lease terms that are less than 12 months. Lease payments associated with these leases are instead recognized as an expense over the lease term on either a straight-line basis, or another systematic basis if more representative of the pattern of benefit.

The Company has applied judgment to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognized.

Right-of-use assets are presented in the same line item as it presents underlying assets of the same nature that it owns. The Company presents lease liabilities as lease on the statement of financial position.

Information about leases for which the Company is a lessee is presented below:

Right-of-use assets

Balance - July 1, 2019	$	57,940
Depreciation		(14,484)
Balance - September 30, 2019	$	43,456

Financial Instruments and Other Instruments

Financial Risk Management and Fair Value Measurement

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments include cash, accounts payable, amounts due to related parties, and loan payable. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature. The fair value of these financial instruments approximates their carrying value because of the current nature.

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

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
Level 3 – Inputs that are not based on observable market data

The Company's cash is classified as Level 1.

Financial risk management objectives and policies

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

(i) Currency risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Company's operations and financial results. The Company's functional currency is the Canadian dollar. The Company has insignificant foreign currency transactions and balances.

(ii) Interest rate risk

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

(iii) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. As at September 30, 2019, the Company has cash of $480,363, which is held at a Canadian chartered bank and the Company considers the credit risk to be minimal.

(iv) Liquidity risk

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and exploration activity. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations. The Company's amounts payable and accrued liabilities are all current and due within 90 days of the statement of financial position date As at September 30, 2019 the Company had a working capital of $346,075 (December 31, 2018: working capital deficiency of $252,994). Subsequent to September 30, 2019, in connection with completion of the Transaction, the Company completed the Financing for gross proceeds of $3,658,875. See Subsequent Events note above.

Share Capital

As at September 30, 2019, there were:

- 23,332,486 common shares issued and outstanding;
- 7,626,165 share purchase warrants issued and outstanding;
- 240,000 share options issued and outstanding; and
- 228,000 common shares held in escrow.

As at the date of this report and upon completing the Transaction and Financing, there were:

- 80,732,902 common shares issued and outstanding;
- 7,626,165 share purchase warrants issued and outstanding;
- 12,935,702 Conversion Warrants issued and outstanding;
- 240,000 share options issued and outstanding; and
- 17,611,149 common shares held in escrow.

Risk Factors and Uncertainties

The Company's risk factors are set out in the Listing Statement of the Company which is available on SEDAR at www.sedar.com.

Management's Report on Internal Control over Financial Reporting

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted 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 audited annual financial statements and respective accompanying management's discussion and analysis.

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.

Outlook

Subsequent to the completion of the Transaction, the Company is working towards developing the business of NNZ and expansion opportunities.

Additional information relating to the Company is available on SEDAR at www.sedar.com.