GALWAY GOLD INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2018

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Galway Gold Inc. ("Galway" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three months ended September 30, 2018. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended December 31, 2017, as well as the unaudited interim consolidated financial statements for the three and nine months ended September 30, 2018, together with the notes thereto. Results are reported in United States dollars, unless otherwise noted. Information contained herein is presented as at November 29, 2018 unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the board of directors of the Company (the "Board of Directors" or "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Galway common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity. Mr. Mike Sutton, P.Geo., an independent Director to the Company and a "Qualified Person" under National Instrument 43-101, has reviewed the technical information in this management discussion and analysis.

Description of Business

Galway's goal is to deliver superior returns to shareholders by concentrating on the acquisition of properties that have the potential to contain economically recoverable precious and/or base metals reserves. Galway does not currently have any active mineral exploration properties. See "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements."

Galway Gold Inc. was incorporated pursuant to the Business Corporations Act (New Brunswick) on May 9, 2012 and continued to the Province of Ontario on August 11, 2015. Galway Gold's head office is located at 82 Richmond Street East, Toronto, Ontario, Canada, M5C 1P1. Galway Gold was incorporated for the sole purpose of participating in the Plan of Arrangement (the "Arrangement") announced October 19, 2012 involving Galway Gold, Galway Metals Inc., Galway Resources Ltd., AUX Acquisition 2 S.àr.l ("AUX") and AUX Canada Acquisition 2, formerly 2346407 Ontario Inc. ("AUX Canada"), a wholly owned subsidiary of AUX. Prior to the close of the Arrangement Agreement, Galway did not carry on any active business.

Under the Arrangement, AUX Canada acquired all of the common shares of Galway Resources not already owned by AUX Canada and its affiliates and pursuant to the Arrangement, Galway Resources shareholders received for each Galway Resources common share: cash consideration of Cdn$2.05 per share, one Galway Gold common share and one common share in a new exploration and development company, Galway Metals Inc. Under the Arrangement, Galway Resources transferred to Galway Gold, and Galway Gold indirectly holds as assets, the option to acquire 100% interest in Galway Resources' Vetas Gold Project, being an interest in Reina de Oro concession located in the Vetas Mining District in Colombia (the "Vetas Project") and approximately US$6.7 million in net working capital as at September 30, 2018. Upon completion of the Arrangement, Galway Resources' then existing security holders including AUX Canada and its affiliates owned 90% of Galway Gold's shares outstanding, proportionate to their ownership of Galway at the time the Arrangement was completed, and AUX Canada indirectly owned an additional 10% of Galway Gold's shares via its acquisition of Galway Resources Ltd.

The Arrangement was completed by way of statutory Plan of Arrangement under the Business Corporations Act (Ontario). The Arrangement was approved by Galway Resources' shareholders and warrant holders at a special meeting held on December 17, 2012. On January 21, 2013, the Company's common shares commenced trading on the TSX Venture Exchange under the symbol "GLW."

On February 24, 2016, the Colombian Constitutional Court (the "Court") published a ruling (the "Ruling"), which deemed certain provisions to the National Development Plan (Law 1753) issued in July, 2015, in respect of exemptions to mining operations in areas of Colombia considered to be páramos (high altitude eco-systems) to be unconstitutional. Prior to the Court's new ruling, mining titles issued before 2010, such as Reina de Oro, were allowed to continue to mine. As a result of the Court's new unfavourable ruling, mining in all páramo eco systems throughout the country were declared to be damaging to the páramos and to the water supply. As such, all mining and petroleum operations in the páramos were ordered to stop. Moreover, according to the new ruling, the Company will not be able to transfer title of the Reina de Oro property and the mining permit will no longer be valid. The ruling is currently under appeal and the ultimate resolution of the case is unknown. Based on the underlying uncertainty, the Company recorded an impairment charge of $895,282 on its Vetas Project in its December 31, 2015 audited consolidated financial statements.

On March 27, 2018, the Company announced that Galway and its legal counsel engaged in discussions with the Ministry of Commerce and the Agency for the Defense of the State to settle the damages following a Colombian Constitutional Court ruling that made it unlawful for the Company to advance or transfer title to the Reina de Oro project. In order to further protect its claim, Galway filed an application for arbitration under the Canada-Colombia Free Trade Agreement ("FTA") to preserve Galway's rights under the FTA. Discussions between the government and Galway are ongoing. There is no assurance that damages in respect of the termination of the Reina de Oro project can be recovered from government ministries in Colombia or any other party. See "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements."

The Reina de Oro property is Galway's only mining property. As a result of the Ruling, the Company has no mining activity. It is currently seeking interests in viable projects. See "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements."

On December 21, 2017, Galway announced the resignation of Robb Doub from the Board of Directors and that Mr. Doub will remain involved with the company in his capacity as an advisor.

On April 23, 2018, Rafael Solis joined Galway's Board of Directors. He brings to the Board extensive capital markets experience accumulated over 18 years in the financial industry. During that time, Mr. Solis served as an institutional equity salesman specializing in Latin American markets, most recently at Morgan Stanley (2007-2014) and Banco Santander (1999-2007). He brings with him considerable experience in primary and secondary equity distribution and a vast network of contacts among institutional asset managers worldwide.

Mr. Solis is currently employed at Credicorp Capital Securities, Inc. where he serves as its Executive Director of Institutional Equity Sales for North America. In 2015, Rafael launched Solis Advisors which was aimed at identifying best ideas in wealth management strategies for high net worth investors and family offices. Mr. Solis earned his MBA from the University of Chicago Graduate School of Business in 1994 and a BA in International Relations from University of California, Davis in 1989.

On July 20, 2018, the Company announced the completion of the previously announced consolidation of its issued and outstanding common shares. The Common Shares were consolidated on the basis of one (1) post-consolidation Common Share for every four (4) pre-consolidation Common Shares. The Consolidation was approved by the TSX Venture Exchange and the Company's shareholders at the Annual and Special Meeting of Shareholders held on June 20, 2018. The Consolidation became effective as of open of market on July 20, 2018.

Further information about the Company and its operations can be obtained from **www.galwaygoldinc.com** and **www.sedar.com**.

Discussion of Operations and Mineral Property Interests

The focus of Galway is to preserve its cash balances and sensibly seek opportunities in the mining sector where acquisition values are currently depressed. Galway believes the Company's capital is best spent only on projects in which management is convinced that the geology is highly likely to host an economically viable reserve, and where social attitudes and political policies are likely to support mine development. The Company's Board does not believe there is any point in spending shareholder capital without having a reasonable expectation that the capital spent will ultimately yield a deposit worthy of development with strong stakeholder support. See "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements."

Selected Quarterly Information

A summary of selected information for each of the quarters presented below is as follows:

For the Period Ended	Revenue ($)	Net Loss		Total assets ($)
		Total ($)	Basic and diluted earnings per share ($)	
2018 - September	Nil	(277,232)	(0.00)	6,751,305
2018 – June 30	Nil	(253,619)	(0.00)	7,014,676
2018 – March 31	Nil	(341,999)	(0.00)	7,252,598
2017 – December 31	Nil	(266,963)	(0.00)	7,640,120
2017 - September	Nil	(269,025)	(0.00)	7,889,172
2017 – September 30	Nil	(239,109)	(0.00)	8,151,776
2017 - March 31	Nil	(298,906)	(0.00)	8,422,472
2016 – December 31	Nil	(253,073)	(0.01)	8,732,878

Three Months Ended September 30, 2018 vs Three Months Ended September 30, 2017

The Company reported a net loss of $277,232 for the three months ended September 30, 2018 (three months ended September 30, 2017 – $269,025).

<u>Administrative Expenses</u>

The three months ended September 30, 2018 saw administrative expenses of $174,910 (three months ended September 30, 2017 - $223,533), consisting primarily of:

- salaries and benefits of $109,465 (three months ended September 30, 2017 - $119,207), comprised of senior management personnel and administrative staff.
- general office and consumable expenses of $9,583 (three months ended September 30, 2017 - $15,699)

- professional fees of $8,745 (three months ended September 30, 2017 - $19,479), consisting primarily of Colombian legal costs associated with the ongoing dispute with the Colombian government relating to the Company's Reina de Oro project. Other professional fees include general legal expenses, and accounting and financial reporting costs.
- public company costs of $14,471 (three months ended September 30, 2017 - $16,049), consisting of filing fees, transfer agent fees, investor relations costs, and shareholder information expenses.
- insurance expense of $19,465 (three months ended September 30, 2017 - $11,937), representing the quarterly portion of the Company's directors' and officers' insurance and health insurance for key employees.
- Travel expense of $12,911 (three months ended September 30, 2017 – $41,162), consisting primarily of corporate administrative travel.

<u>Project Support Costs</u>

The three months ended September 30, 2018, saw project support costs of $79,324 vs the three months ended September 30, 2017 of $53,923, consisting primarily of:

- Support costs of $24,856 (three months ended September 30, 2017 - $20,514), administrative support and ancillary consumable items.
- Professional fees of $53,165 (three months ended September 30, 2017 - $31,376), consisting of general legal expenses, and accounting and financial reporting costs.
- Utilities of $1,303 (three months ended September 30, 2017 - $2,033).

Nine Months Ended September 30, 2018 vs Nine Months Ended September 30, 2017

The Company reported a net loss of $872,850 for the nine months ended September 30, 2018 (nine months ended September 30, 2017 – $807,040).

<u>Administrative Expenses</u>

The nine months ended September 30, 2018 saw administrative expenses of $632,466 (nine months ended September 30, 2017 - $657,899), consisting primarily of:

- salaries and benefits of $375,164 (nine months ended September 30, 2017 - $408,414), comprised of senior management personnel and administrative staff.
- general office and consumable expenses of $48,917 (nine months ended September 30, 2017 - $49,649)
- professional fees of $102,542 (nine months ended September 30, 2017 - $30,763), consisting primarily of Colombian legal costs associated with the ongoing dispute with the Colombian government relating to the Company's Reina de Oro project. Other professional fees include general legal expenses, and accounting and financial reporting costs.
- public company costs of $44,394 (nine months ended September 30, 2017 - $46,521), consisting of filing fees, transfer agent fees, investor relations costs, and shareholder information expenses.
- insurance expense of $33,512 (nine months ended September 30, 2017 - $32,218), representing the quarterly portion of the Company's directors' and officers' insurance and health insurance for key employees.
- Travel expense of $27,937 (nine months ended September 30, 2017 – $90,334), consisting primarily of corporate administrative travel.

Project Support Costs

The nine months ended September 30, 2018, saw project support costs of $227,755 vs the nine months ended September 30, 2017 of $208,266, consisting primarily of:

- Support costs of $72,134 (nine months ended September 30, 2017 - $89,310), administrative support and ancillary consumable items.
- Professional fees of $151,836 (nine months ended September 30, 2017 - $111,986), consisting of general legal expenses, and accounting and financial reporting costs.
- Utilities of $3,785 (nine months ended September 30, 2017 - $6,571).

Liquidity and Capital Resources

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at September 30, 2018, the Company had a cash balance of $6,722,118 (December 31, 2017 - $7,598,239) to settle current liabilities of $66,216 (December 31, 2017 - $81,896). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not generate revenue, managing liquidity risk is dependent upon the ability to secure additional financing.

Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Proposed Transactions

There are no proposed transactions as at the date of this document.

Galway is currently seeking new exploration projects. Galway is committed to the mineral exploration sector and is seeking prospective projects in jurisdictions which are amenable to mineral exploration and development. Further announcements will be made.

Galway had been focused on the exploration of the Reina de Oro concession in the Santander mining district of Colombia. In 2016, the Colombian Constitutional Court ruled that all mining and petroleum operations in the páramos high altitude ecosystems, such as the Reina de Oro project, were illegal and that the property permits were invalid. Galway is seeking damages for the loss of the Reina de Oro project and it is not possible to determine the outcome at this time. See "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements."

Foreign Currencies

The functional currency of the parent company is the United States dollar and the Colombian Peso in its subsidiaries as determined by management. The United States dollar is the currency in which it presents the consolidated financial statements. The Company recognizes transactions in currencies other than the United States dollar or the Colombian

Peso for its subsidiaries at the rates of exchange prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the end of reporting period exchange rates are recognized in the consolidated statements of loss and comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The results and financial position of all of the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

a) assets and liabilities for each statement of financial position date presented are translated at the closing rate at the date of that statement of financial position;
b) income and expenses for each income statement are translated at average exchange rates; and
c) all resulting exchange differences are recognized in other comprehensive income (loss).

Related Party Transactions

Remuneration of directors and officers are as follows:

	Three Months Ended September 30, 2018 $	Three Months Ended September 30, 2017 $	Nine Months Ended September 30, 2018 $	Nine Months Ended September 30, 2017 $
Remuneration paid for CEO services	72,500	72,500	217,500	217,500
Remuneration paid for CFO services	33,44	3,591	10,488	10,337
Management fees paid to a director	nil	4,507	nil	31,086

During the three and nine months ended September 30, 2018, the Company expensed $11,654 and $33,864, respectively (three and nine months ended September 30, 2017 - $14,990 and $32,491, respectively) to Marrelli Support Services Inc. ("Marrelli Support") and DSA Corporate Services Inc. ("DSA"), together known as the "Marrelli Group" for: Robert D.B. Suttie, vice president of Marrelli Support, to act as Chief Financial Officer ("CFO") of the Company;

- Bookkeeping and office support services;
- Regulatory filing services; and
- Corporate secretarial services.

The Marrelli Group is also reimbursed for out of pocket expenses.

As of September 30, 2018, the Marrelli Group was owed $2,947 (December 31, 2017 - $8,339). These amounts are included in accounts payable and accrued liabilities.

The above noted transactions are in the normal course of business and are measured at fair value.

To the Company's knowledge, significant shareholders of the Company (defined as those holding greater than 10%) as at the date of this document include AAV Limited, holding 17.4% of the Company's issued and outstanding common shares. The remaining 82.6% of the shares are widely held.

Risk Factors

(a) Property Risk

The Company's significant mineral property is the Vetas Project. As a result of the Ruling, it is unlawful for the Company to advance or transfer title to the Reina de Oro project. The Company can make no guarantees or assurances that the advancement or transfer of title to the Reina de Oro project will be permitted in the future under any circumstances. In the event the Company acquires an interested in another property, it would become solely dependent on that property from an operational standpoint. Any adverse development affecting that property would have a material adverse effect on the Company's financial condition and results of operations. See also Notes 5 and 12 of the Company's December 31, 2017 audited consolidated financial statements. There is no assurance that damages in respect of the termination of the Reina de Oro project can be recovered from government ministries in Colombia or any other party. See "Cautionary Note Regarding Forward-Looking Statements."

b) Financial Risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate, and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash consists of cash at banks and on hand. The cash has been invested and held with reputable financial institutions, from which management believes the risk of loss to be remote.

Liquidity Risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations as they become due, or can only do so at excessive cost. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital markets is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at September 30, 2018, the Company had a cash balance of $6,722,118 (December 31, 2017 - $7,598,239) to settle current liabilities of $66,216 (December 31, 2017 - $81,896). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not generate revenue, managing liquidity risk is dependent upon the ability to secure additional financing, controlling expenses and preserving cash.

Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market Risks

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(i) Interest Rate Risk

The Company has cash balances and no interest-bearing debt. The Company regularly monitors its cash management policy. As a result, Galway Gold is not subject to significant interest rate risk.

(ii) Foreign Exchange Risk

The Company's functional currency is the United States dollar and it transacts major purchases in United States dollars, Colombian Pesos, and Canadian dollars. To fund exploration expenses, it maintains United States dollar, Colombian Peso and Canadian dollar denominated bank accounts containing sufficient funds to support monthly forecasted cash outflows. Management believes the foreign exchange risk derived from currency conversions does not require a foreign exchange hedge.

(iii) Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price 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 of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Sensitivity Analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible for the nine months ended September 30, 2018:

(i) The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash, prepaids and deposits and accounts payable denominated in Canadian dollars and Colombian Pesos. Sensitivity to a plus or minus one percentage point change in exchange rates would not have a material impact on the reported comprehensive loss for the three and nine months ended September 30, 2018.

(ii) Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of precious and base metals. These metal prices have fluctuated significantly in recent years. There is no assurance that, even if commercial quantities of these metals may be produced from the Company's properties in the future, a profitable market will exist for them.

As of September 30, 2018, the Company was in the exploration and development stage and did not have any production at any of its mineral properties. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Litigation Risk

Litigation risk refers to the risk that the Company may be or become involved in litigation or administrative proceedings from time to time, the outcomes of which may be uncertain. An unfavorable judgement, ruling or order may adversely affect the Company's business and financial condition.

Current Global Financial Conditions and Trends

Securities of mining and mineral exploration companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments globally, and market perceptions of the attractiveness of particular industries. The price of the securities of companies is also significantly affected by short-term changes in commodity prices, base and precious metal prices or other mineral prices, currency exchange fluctuation and the political environment in the countries in which the Company does business. As of September 30, 2018, the global economy continues to be in a period of significant economic volatility, in large part due to US, European, Middle East economic and political concerns which have impacted global economic growth.

Dependence on Key Employees

The Company's business and operations are dependent on retaining the services of a small number of key employees. The success of the Company is, and will continue to be, to a significant extent, dependent on the expertise and experience of these employees. The loss of one or more of these employees could have a materially adverse effect on the Company. The Company does not maintain insurance on any of its key employees.

Future Accounting Pronouncements

In November 2009, the IASB issued, and subsequently revised in October 2010, IFRS 9 as a first phase in its ongoing project to replace IAS 39. IFRS 9, which is to be applied retrospectively, is effective for annual periods beginning on or after January 1, 2018.

IFRS 9 – Financial instruments ("IFRS 9") addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009, October 2010, and November 2013 and finalized in July 2014. It replaces the parts of IAS 39 Financial Instruments: Recognition and Measurement that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at fair value through profit or loss and those measured at amortized cost, with the determination made at initial recognition. The classification depends on an entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that in cases where the fair value option is selected for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the statements of operations, unless this creates an accounting mismatch. IFRS 9 has also been updated to amend the requirements around hedge accounting. However, there is no impact to the Company from these amendments as it does not apply hedge accounting. On January 1, 2018, the Company adopted these amendments.

The new hedge accounting guidance had no impact on the Company's unaudited condensed interim financial statements.

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVTOCI) and fair value through profit and loss (FVTPL).

In January 2016, the IASB issued IFRS 16, Leases (IFRS 16). IFRS 16 is effective for periods beginning on or after January 1, 2019, with early adoption permitted. IFRS 16 eliminates the current dual model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting. The extent of the impact of adoption of IFRS 16 has not yet been determined.

There are no other relevant IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

Financial Instruments

Financial Assets

Financial assets are comprised of cash and cash equivalents and are classified as loans and receivables.

Impairment of Financial Assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

Financial Liabilities

Financial liabilities are classified as 'other financial liabilities' and are comprised of accounts payable and accrued liabilities.

Other financial liabilities are initially measured at fair value.

Other financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or to the net carrying amount on initial recognition.

De-Recognition of Financial Liabilities

The Company de-recognizes financial liabilities when the obligations are discharged, cancelled or expire.

Critical Accounting Estimates

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Impairment of Resource Property Costs

Management reviews the carrying values of exploration and evaluation assets whenever events or changes in circumstances indicate that their carrying values may not be recoverable. The recoverable amount of cash-generating units for an exploration stage company requires various subjective assumptions. These assumptions may change significantly over time when new information becomes available and may cause original estimates to change.

Events Occurring After the Reporting Period

There are no subsequent events to report at this time.

Capital Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and

- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Boar d of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, contributed surplus, accumulated other comprehensive loss, and deficit, which at September 30, 2018 totaled $7,214,563 (December 31, 2017 - $7,558,224). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the three months ended September 30, 2018. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSXV which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of September 30, 2018, the Company was compliant with Policy 2.5.

Additional Disclosure for Venture Issuers without Significant Revenue

Administrative expenses for the nine months ended September 30, 2018 and 2017 are comprised of the following:

Nine Months Ended September 30,	2018	2017
	($)	($)
Professional fees	102,542	30,363
Public company costs	44,394	46,521
Salaries and benefits	375,164	408,414
Office and general	48,917	49,649
Insurance	33,512	32,218
Travel	27,937	90,334
	632,466	**657,899**

Cautionary Note 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. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

Selected forward looking statements, assumptions, and risk factors that could cause actual results to differ materially from the Company's expectations are the risks detailed herein and from time to time in the filings made by the Company with securities regulators including the following: (i) the Company has stopped commercial operations and has no history of profit; (ii) there is no assurance for any reinstatement of the Vetas Gold Project or for recovery of any damages associated with the loss of the project; (iii) investment in the common shares of the Company is highly speculative given the unknown nature of the Company's business and its present stage of development; (iv) there is no assurance that the Company will find a profitable undertaking or that it can successfully conclude a purchase of such an undertaking at all or on terms which are commercially acceptable; and (v) there can be no assurance that an active and liquid market for the Company's common shares will develop and an investor may find it difficult to resell its common shares. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. Although the Company believes that the assumptions and factors used in preparing the forward-looking information herein are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all.

The Company undertakes no obligation to update or revise the forward-looking statements contained herein except as may be required by applicable securities laws.

Disclosure of Outstanding Share Data

As at the date of this document, the Company had 41,627,979 issued and outstanding shares, and 2,762,500 stock options exercisable between $0.28 and $0.36, expiring between June 4, 2023 and January 31, 2024.