



**SULLIDEN**  
MINING CAPITAL

**MANAGEMENT'S DISCUSSION AND  
ANALYSIS**

**For the quarters and years ended July 31, 2018 and 2017  
(Expressed in Canadian dollars)**

**SULLIDEN MINING CAPITAL INC.  
(an exploration stage mining company)**

65 Queen Street West, Suite 800  
Toronto, ON M5H 2M5

**Date: October 26, 2018**

## **INTRODUCTION**

The following Management Discussion and Analysis (“MD&A”) of Sulliden Mining Capital Inc. (“we”, “our”, “us”, the “Company” or “SMC”) provides a discussion and analysis of the operations, results, and financial condition of the Company for the quarters and years ended July 31, 2018 and 2017, and should be read in conjunction with the Company’s annual consolidated financial statements and MD&A for the year ended July 31, 2018. This discussion covers the period for the year ended July 31, 2018 and the subsequent period up to the date of the filing of this MD&A. Other pertinent information about the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) as well as on the Company’s website at [www.sulliden.com](http://www.sulliden.com).

For the purpose of preparing our MD&A, the Company considers the materiality of information. Information is considered material if in the opinion of management: (i) such information results in, or would reasonably be expected to result in, a significant effect in the market price or value of our shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. We evaluate materiality with reference to all relevant circumstances. All dollar amounts are stated in Canadian dollars unless otherwise indicated.

This MD&A contains forward-looking information that also involves numerous risks and uncertainties. Actual results of the Company’s business and operations could differ materially from those discussed in such forward-looking information as a result of the risks and uncertainties faced by the Company, including those set forth in this MD&A under “Forward-looking Information and Cautionary Statements”, “Risk and Uncertainties”, and as discussed in the Company’s annual information form (AIF) which is available under the Company’s profile at [www.sedar.com](http://www.sedar.com).

References to the first, second, third and fourth quarters of 2018 and 2017 or Q1-, Q2-, Q3- and Q4-2018 and Q1-, Q2-, Q3- and Q4-2017 mean the quarters ending October 31, 2017, January 31, 2018, April 30, 2018 and July 31, 2018 and October 31, 2016, January 31, 2017, April 30, 2017 and July 31, 2017, respectively.

Stéphane Amireault, P.Eng (B.Eng.s.; Mescal), is the Company’s in-house Qualified Person for geology for the purposes of National Instrument 43-101 (“NI 43-101”). Joseph C. Milbourne, FAusIMM, is the Company’s in-house Qualified Person for all technical materials (except geology) for the purposes of NI 43-101. Mr. Amireault and Mr. Milbourne have reviewed and approved the respective scientific and technical disclosure in this MD&A.

## **UPDATE AND OUTLOOK**

The Company was incorporated on June 10, 2014 as a wholly owned subsidiary of the former Sulliden Gold Corporation Ltd. (“Sulliden”). Pursuant to a statutory plan of arrangement (the “Arrangement”) under section 182 of the *Business Corporations Act* (Ontario) among the Company, Sulliden and Rio Alto Mining Limited (“Rio Alto”), all of the issued and outstanding common shares of Sulliden were, effective August 5, 2014, exchanged for 0.525 of a common share of Rio Alto and 0.10 of a common share of the Company. Effective August 11, 2014, the common shares of the Company commenced trading on the Toronto Stock Exchange under the symbol SMC.

Upon completion of the Arrangement, the Company assumed Sulliden’s interests in the East Sullivan Property, valued in the amount of \$133,538 and the Company was capitalized with \$24,760,514 in cash.

In May 2016, Sulliden Moçambique Ltd. was incorporated in Mozambique and is 100% owned subsidiary of the Company. 2507868 Ontario Inc. (“2507868”) was a 100% subsidiary of the Company and holds the option for the Troilus project. The Company owns a 98% interest in the issued and outstanding shares of Daos International Ltd. (“Daos”), a Mauritius company.

In June 2017 and amended in September 2017 and October 2017, the Company entered an agreement with Pitchblack Resources Ltd. ("Pitchblack") to sell its interest in 2507868 for shares of Pitchblack. Upon completion of the transaction, on December 20, 2017, the Company had an approximate 36% ownership of Pitchblack, who owns the interest in the Troilus Mine project. On December 20, 2017, Pitchblack changed its name to Troilus Gold Corp. See Troilus Mine Project section below.

### **TROILUS MINE PROJECT**

As at July 31, 2018, the Company owned a 29.6% interest in Troilus Gold Corp. which holds an option to acquire a 100% interest in the Troilus Mine.

In May 2016, the Company, through its subsidiary, entered into an option agreement with First Quantum Minerals Ltd. ("First Quantum") to acquire a 100% interest in the Troilus Mine. To exercise the option, a minimum \$1,000,000 must be spent on engineering and technical studies to evaluate the economic viability of the project. An initial cash payment of \$100,000 was made to First Quantum upon signing in May 2016. An additional cash payment of \$100,000 was made in May 2017, and a final cash payment of \$100,000 was due on the date of exercise of the option on or before May 2, 2018. A variable Net Smelter Royalty of 1.5% or 2.5% depending on the gold price being more or less than US\$1,250/ounce during the reference period will be granted to First Quantum. The Company, through its subsidiary, also entered into an option agreement with 2513924 Ontario Ltd. ("251") whereby 251 would be able to acquire 40% of the Troilus project.

In June 2017 and amended in September 2017 and October 2017, the Company entered into an agreement with Pitchblack Resources Ltd. ("Pitchblack") to sell the outstanding equity securities of 2507868, which houses the option agreement to acquire the Troilus mine. According to the agreement the sale would be completed through the amalgamation of 2507868, 251 and a subsidiary of Pitchblack.

In November 2017, the Company's subsidiary, 2507868, completed a bought deal private placement offering selling an aggregate of 14,030,000 subscription receipts at a price of \$1.64 per subscription receipt for aggregate gross proceeds of \$23,009,200. Each subscription receipt entitled the holder to receive one common share of 2507868 and one common share purchase warrant upon satisfaction of the escrow release conditions. Each warrant entitled the holder to acquire one common share of 2507868, subject to standard adjustment provisions, at a price of \$2.50 per share for a period of 36 months from the date of closing. The gross proceeds were held in escrow pending the satisfaction of certain escrow release conditions, including the completion of the amalgamation of 2507868, 251 and a subsidiary of Pitchblack, and the ultimate acquisition of the Troilus project by Pitchblack. Pitchblack consolidated their shares on a 4 to 1 basis concurrently with the completion of this transaction. On December 20, 2017, the Company announced that the escrow release conditions had been met and the subscription receipts were released to Pitchblack, and 2507868's shares and warrants issued upon the conversion of the subscription receipts were exchanged for Pitchblack common shares and warrants, on a post consolidation basis. In connection with the Transaction, Pitchblack changed its corporate name and brand identity to Troilus Gold Corp. ("Troilus").

On December 20, 2017, in exchange for the sale of 2507868 and its interest in the Troilus project, the Company received 15,000,000 shares of Troilus (formerly Pitchblack), on a post consolidation basis, with a fair market value of \$24,600,000 resulting in a gain on disposition of 2507868 and the Troilus project of \$23,614,336. As at December 20, 2017, the date of the transaction, the 15,000,000 shares represented approximately 36% of the issued and outstanding shares of Troilus. The Company's interest in Troilus dropped since acquisition as a result of a Troilus financing in June 2018 which diluted the Company's position. As at July 31, 2018, the Company owned a 29.6% interest in Troilus.

### **EAST SULLIVAN PROPERTY**

The Company's exploration property is located in the Abitibi region of Québec, about five kilometres southeast from the city of Val-d'Or. The property forms a single claim block that consists of 21 contiguous staked claims registered in 1981 for a total area of 334 ha.

The Company holds a 100% interest in these claims, which are all in good standing and not subjected to any royalty agreement. In Québec, staked mining claims require a \$1,000 payment or work equivalent to be renewed on a two-year anniversary cycle. Suitable banked assessment credits originally generated by completing and filing eligible exploration work may be distributed on contiguous claims. Effective August 19, 2013, Sulliden Gold Corporation Ltd. had accumulated credits for a total of \$1,083,514. Effective December 10, 2013, accumulated assessment credits have a period of validity of the longer of twelve years or twelve years after filing for eligible assessment work.

The Company's exploration property is on public land, and permits would be obtained from the Ministère des Ressources Naturelles du Québec ("MRN") for machinery access, for drilling, or mechanical trenching activities.

There are no surface rights associated to the land holding, but exploration work would be coordinated with other land users including the MRN, the Québec Environment and Sustainable Development Ministry ("MDDP"), the City of Val-d'Or and Agnico-Eagle's Goldex-Manitou project managers in the area occupied by a tailings pile. The tailings pile left by the former East- Sullivan Mines has been rehabilitated by the MRN and a certificate of authorization issued by the MDDP is required before initiating a drill program from the tailings surface or the containment dam.

The exploration property includes the past producing site of the East-Sullivan Mine. This historical exploitation of copper-zinc (gold-silver) massive sulphide lenses left mining infrastructure and a large tailings pile covering the central part of the property. After closure of the mine in 1966, the site was abandoned and declared an orphan site by the government of Québec, and is still listed as such. The site was among the first to be reclaimed by the Québec Government in the early 1980's, because of acid drainage problem caused by the pyrite-rich tailings. Wood waste covering of the tailings pile to reduce oxidation by rain water was initiated in 1984. In addition, the pile was surrounded by a containment dam between 1992 and 1996. In 1998, a recirculation circuit was introduced by pumping the outflow water from the impoundment to the tailings pile, throughout the organic cover.

There is no direct liability for past production on the property for the Company, but future exploration and exploitation activities will have to be carried out in coordination with governmental representatives in order to keep the integrity of the tailings confinement system. Ultimately, the tailings pile can be further secured and used for tailings disposal in the case of any future production by constructing appropriate containment facilities for tailings and waste material.

### ***Mineral Resource Estimate***

There are no current mineral reserves or mineral resources for the exploration property. Further details relating to the exploration property can be found in the technical report (NI-43-101) titled *Technical Report on the East Sullivan Property, Abitibi, Quebec*, which is filed on SEDAR at [www.sedar.com](http://www.sedar.com).

## **RESULTS OF OPERATIONS**

### **For the three months ended July 31, 2018**

For the three months ended July 31, 2018, the Company reported a net loss of \$1,083,056 (or \$0.03 per share), compared to a net loss of \$447,635 for the three months ended July 31, 2017 (or \$0.01 per share). Net comprehensive loss was \$1,090,981 for the three months ended July 31, 2018 (three months ended July 31, 2017: comprehensive loss of \$599,293).

### *Share-based compensation expense*

Share-based compensation was \$90,887 for the three months ended July 31, 2018 compared to a recovery of \$12,483 for the three months ended July 31, 2017. Share-based compensation expense relates to (a) Restricted Share Units (“**RSUs**”) and Deferred Share Units (“**DSUs**”) and (b) share-based compensation costs from the granting of share purchase options to employees, directors and consultants of the Company.

	<b>Q4-2018</b>	<b>Q4-2017</b>
Restricted share units	\$ 170,719	\$ 17,331
Deferred share units	(79,832)	(29,814)
	<u>\$ 90,887</u>	<u>\$ (12,483)</u>

During the three months ended July 31, 2018, the Company did not grant RSUs or DSUs to directors, officers, employees and consultants of the Company. The Company incurred share-based payment expenses related to accruals and/or vesting of the RSUs and DSUs during prior periods. The expense for RSUs and DSUs is higher for the current quarter due to grants during Q2-2018.

As a result of the Company adopting the RSU and DSU plans in 2014, as at July 31, 2018, the Company has allocated an aggregate of 7,345,000 RSUs to employees of the Company and an aggregate of 1,350,000 DSUs to the Company’s independent directors.

Each RSU entitles an employee of the Company to receive one common share of the Company to be purchased in the secondary market by an independent trustee upon the vesting of such RSU, subject to acceleration upon a change of control of the Company. Of the 7,345,000 RSUs, 3,000,000 RSUs vested in three equal tranches, on each of January 1, 2015, January 1, 2016 and January 1, 2017; 500,000 RSUs vest in three equal tranches on each of January 5, 2017, January 5, 2018 and January 5, 2019; 875,000 RSUs vested in three equal tranches on each of February 1, 2016, February 1, 2017 and February 1, 2018 and 2,970,000 vest in three equal tranches on each of June 1, 2018, February 1, 2019 and February 1, 2020. At July 31, 2018, no shares remained in treasury with the trustee and, shares had not been issued for 958,335 of the 990,000 RSUs that vested on June 1, 2018.

Each DSU entitles the holder to receive a cash payment equal to the market price of one common share of the Company upon ceasing to hold office. As at July 31, 2018, 1,023,404 DSU’s that are issued for current directors are fully vested, and 76,596 DSUs that are currently issued vest based on the pro-rata number of days each independent director remains a director of the Company until February 1, 2020, except in the event of an earlier change of control, in which case, the DSUs will vest fully upon such change of control.

### *Professional, consulting and management fees*

Professional, consulting and management fees of \$414,010 were incurred for the three months ended July 31, 2018 compared to \$1,974,301 for the three months ended July 31, 2017 as follows:

	<b>Q4-2018</b>	<b>Q4-2017</b>
Salaries and benefits	\$ 81,325	\$ 1,051,900
Directors fees	25,000	25,000
Consulting fees	125,457	741,217
Legal, audit and professional fees	182,228	156,184
	<u>\$ 414,010</u>	<u>\$ 1,974,301</u>

Spend on salaries and benefits was lower in Q4-2018 as some officers, employees and consultants of the Company resigned during the year ending July 31, 2018 to join the management of Troilus. In addition, salaries and benefits and consulting fees were lower in Q4-2018 than Q4-2017 due to bonuses granted in the same quarter in the prior year. Legal, audit and professional fees were higher during Q4-2018 compared to Q4-2017 as a result of costs associated with the Daos assets which the Company is in the process of selling.

*General and administrative expenses*

General and administrative expenses for the three-month periods are reflected in the table below:

	<b>Q4-2018</b>	<b>Q4-2017</b>
General and office	\$ 56,160	\$ 59,201
Shareholder communication	7,207	21,224
Travel and accommodation	5,185	119,386
	<b>\$ 68,552</b>	<b>\$ 199,811</b>

General and office costs and shareholder communications were lower during Q4-2018 compared to Q4-2017 as a result of a decrease in the Company's contractual fee for its shared office space as well as the cancellation of certain services. Travel costs during Q4-2017 were higher than the current quarter as a result of travel related to the sale of the Troilus property.

*Other*

The Company's other expenses during Q4-2018 resulted primarily from unrealized loss in investments of \$3,734,430 on securities that are classified as fair value through profit or loss ("FVTPL"). The Company also incurred realized losses of \$1,044,721. During the comparative period ended July 31, 2017, the Company recorded an unrealized loss of \$312,057 and realized gains of \$713,782. See Related Party Disclosure section of this report.

As the Company is considered to have significant influence in Troilus and was considered to have significant influence in Aguia up to April 12, 2018, the investments have been accounted for using the equity method. Consequently, the Company recorded a gain from investment in associate of \$3,493,330 for the three months ended July 31, 2018 of which \$nil represents a proportionate share of Aguia's net loss (three months ended July 31, 2017: \$670,835), \$597,672 represents a proportionate share of Troilus' net loss, \$2,166,507 represents an adjustment for the difference in accounting policy related to exploration and evaluation expenditures and \$1,924,495 represents a gain on dilution of the Company's interest in Troilus as a result of a Troilus financing in June 2018.

For the year ended July 31, 2018

For the year ended July 31, 2018, the Company reported net income of \$13,318,070 (or \$0.32 per share), compared to a net loss of \$4,926,289 for the year ended July 31, 2017 (or \$0.13 per share). Net comprehensive income was \$13,446,468 for the year ended July 31, 2018 (year ended July 31, 2017: comprehensive loss of \$5,105,703).

### Share-based compensation expense

Share-based compensation was \$915,144 for the year ended July 31, 2018 compared to \$168,947 for the year ended July 31, 2017. Share-based compensation expense relates to (a) Restricted Share Units (“RSUs”) and Deferred Share Units (“DSUs”) and (b) share-based compensation costs from the granting of share purchase options to employees, directors and consultants of the Company.

	<b>2018</b>	<b>2017</b>
Share purchase options	\$ 215,678	\$ -
Restricted share units	628,302	219,753
Deferred share units	71,164	(50,806)
	<u>\$ 915,144</u>	<u>\$ 168,947</u>

During the year ended July 31, 2018, The Company granted 2,970,000 RSUs and 200,000 DSUs to directors, officers, employees and consultants of the Company. The Company incurred share-based payment expenses related to accruals and/or vesting of the RSUs and DSUs during the year. The expense for DSUs is higher for the current period due to these grants during the period. In addition, the value of the DSUs is based on the Company’s share price which was lower in the previous year, resulting in a lower expense during the year ended July 31, 2017. The Company granted 935,000 options during the year to directors, officers, employees and consultants of the Company with a grant date fair value of \$215,678 based on the Black-Scholes option pricing model. There was no grant of options in the same period in the prior year.

### Professional, consulting and management fees

Professional, consulting and management fees of \$3,767,627 were incurred for the year ended July 31, 2018 compared to \$3,902,339 for the year ended July 31, 2017 as follows:

	<b>2018</b>	<b>2017</b>
Salaries and benefits	\$ 760,125	\$ 2,092,400
Directors fees	100,000	88,542
Consulting fees	2,281,903	1,145,538
Legal, audit and professional fees	625,599	575,859
	<u>\$ 3,767,627</u>	<u>\$ 3,902,339</u>

Spend on salaries and benefits was lower in the year ended July 31, 2018 as some officers, employees and consultants of the Company resigned during the period to join the management of Troilus. Directors fees were slightly higher as a result of a new director holding office during the current year. Consulting fees during the year ended July 31, 2018 were higher than the same period in the prior year due to higher bonuses granted to current and former management associated with the successful completion of the sale of 2507868 and the Troilus project. Legal, audit and professional fees were higher during 2018 compared to 2017 as a result of costs associated with the Daos assets which the Company is in the process of selling and costs associated with the closing of the sale of 2507868.

### General and administrative expenses

General and administrative expenses for the year are reflected in the table below:

	<b>2018</b>	<b>2017</b>
General and office	\$ 226,416	\$ 282,430
Shareholder communication	152,023	184,520
Travel and accommodation	254,799	213,318
	<u>\$ 633,238</u>	<u>\$ 680,268</u>

General and office costs were lower during 2018 compared to 2017 as a result of a decrease in the Company's contractual fee for its shared office space as well as the cancellation of certain services. Shareholder communication were lower during 2018 compared to 2017 due to the cancellation of services. Travel costs are higher during 2018 compared to 2017 as a result of increased activity following the sale of the Troilus assets and travel associated with trying to resolve the Company's litigation proceedings with APIO.

*Other*

The Company's income during 2018 results primarily from its gain on disposition of 2507868 and the Troilus project of \$23,614,336. In addition, the Company recorded an unrealized loss of \$3,415,238 for the year ended July 31, 2018 on securities that are classified as fair value through profit or loss ("FVTPL"). Decreases in the market value of securities held contributed to this loss. During the comparative period ended July 31, 2017, the Company recorded an unrealized loss of \$4,125,896. As well, the Company sold securities during the period, recognizing a realized gain of \$442,455 for the year ended July 31, 2018 (year ended July 31, 2017: \$3,114,573). See Related Party Disclosure section of this report.

As the Company is considered to have significant influence in Troilus and was considered to have significant influence in Aguia up to April 12, 2018, the investments have been accounted for using the equity method. Consequently, the Company recorded a loss from investment in associate of \$1,926,912 for the year ended July 31, 2018 of which \$242,315 represents a proportionate share of Aguia's net loss (year ended July 31, 2017: \$670,835), \$nil represents a gain on dilution of the Company's interest in Aguia (July 31, 2017 - \$281,051), \$3,609,092 represents a proportionate share of Troilus' net loss (year ended July 31, 2017: \$nil) and \$1,924,495 represents a gain on dilution of the Company's interest in Troilus as a result of a Troilus financing in June 2018.

**ANNUAL RESULTS**

	<b>Years ended July 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
<b>Consolidated statements of operations</b>			
Interest income	\$ 40,770	\$ 17,580	\$ 291,099
Net income/(loss)	\$ 13,318,070	\$ (4,926,289)	\$ 2,048,557
Net income/(loss) and comprehensive income/(loss)	\$ 13,446,468	\$ (5,105,703)	\$ 2,192,928
Basic net income/(loss) per share	\$ 0.32	\$ (0.13)	\$ 0.06
Diluted net income/(loss) per share	\$ 0.32	\$ (0.13)	\$ 0.06



## SUMMARY OF QUARTERLY RESULTS

	July 31, 2018 Q4-2018	April 30, 2018 Q3-2018	January 31, 2018 Q2-2018	October 31, 2017 Q1-2018
Interest income	\$ 10,960	\$ 10,083	\$ 10,188	\$ 9,539
Net (loss)/income	(1,083,056)	(7,496,631)	19,118,342	2,779,415
Net (loss)/income and comprehensive (loss)/income	(1,090,981)	(7,331,250)	19,034,354	2,834,345
Basic and diluted net (loss)/income per share	(0.03)	(0.18)	0.47	0.07
Total assets	35,572,863	36,850,397	44,204,053	23,869,299

  

	July 31, 2017 Q4-2017	April 30, 2017 Q3-2017	January 31, 2017 Q2-2017	October 31, 2016 Q1-2017
Interest income	\$ 3,097	\$ -	\$ -	\$ 14,483
Net (loss)/income	(447,635)	(1,969,045)	6,463	(2,516,072)
Net (loss)/income and comprehensive (loss)/income	(599,293)	(2,082,090)	135,329	(2,559,649)
Basic and diluted net (loss)/income per share	(0.01)	(0.05)	0.00	(0.07)
Total assets	21,937,848	21,229,371	22,268,033	22,451,266

The granting of stock options, RSUs and DSUs and bonuses in a particular quarter gives rise to stock-based compensation expense. This can generate fluctuations in expense and net income or loss quarter over quarter. As well, fluctuations in market prices of securities causes volatility in net income or loss through unrealized gains, as well as through the sale of securities. In Q1-2018 and Q2-2017, mark-to-market fluctuations resulted in gains generating income during the quarter while in Q4-2018, Q3-2018, Q3-2017 and Q1-2017, mark-to-market fluctuations resulted in losses. The Company realized gains on the sale of investments in several of these quarters. Earnings from a royalty buyout reduced net loss during Q4-2017. The sale of 2507868 (a previously wholly owned subsidiary of the Company) in Q2-2018 resulted in a gain on disposition. Comprehensive loss accounts for foreign exchange translation changes related to the Company's equity investment.

Total assets also vary as a result of the fluctuations in market prices of securities as well as the sale of securities as these investments make up a large proportion of total assets. The Company had been investing in the Troilus project. The Troilus expenses were being capitalized.

## FINANCIAL POSITION

As at July 31, 2018, the Company held cash and cash equivalents of \$428,968 (July 31, 2017: \$1,023,175), investments at fair market value through profit and loss of \$12,371,859 (July 31, 2017: \$14,693,725), and loans receivable of \$368,987 (July 31, 2017: \$314,075). The loan receivable as at July 31, 2018 represents an unsecured convertible promissory note.

During the year ending July 31, 2016, the Company impaired a loan receivable from APIO Africa Ltd. ("APIO") by \$2,195,900. An amount of US\$1,750,000 (\$2,195,000) was owed by APIO to the Company. The maturity date of this loan was May 3, 2016. APIO defaulted on the loan, and the Company exercised its security against the assets of APIO by taking shares in APIO's subsidiary Daos. Daos, through its 75% owned subsidiary, owns a data centre and various assets associated with this data centre. It is the intention of the Company to sell these assets to try to recoup some of the outstanding APIO loan. During the year ended July 31, 2018, Daos entered into an agreement to sell its 75% interest in a Mozambique company in exchange for common shares of Global Blockchain Technologies Corp. (the "Bloc shares"). As at July 31, 2018, the investment in Daos is treated as an asset held for sale, with the fair value of assets, including the Bloc shares, estimated at \$nil and the fair value of liabilities estimated at \$nil.

Mineral and exploration assets consist of the Company's interest in the East Sullivan property and the Troilus project discussed above. The Troilus project was reclassified as an asset held for sale as at October 31, 2017 and sold during Q2-2018.

The Company's equity interest in Aguia was \$nil as at July 31, 2018 (July 31, 2017: \$4,777,972). On April 12, 2018, the Company re-assessed the level of influence that the Company had with respect to Aguia and determined it no longer had significant influence. As a result the Company's retained interest in Aguia has been recognized as a financial asset and is included in investments at fair market value through profit and loss.

The Company's equity interest in Troilus was \$22,007,089 as at July 31, 2018 (July 31, 2017: \$nil). The fair market value of the 14,443,293 shares of Troilus held by the Company at July 31, 2018 was \$18,054,116.

Accounts payable and accrued liabilities totaling \$1,098,418 at July 31, 2018 (July 31, 2017 - \$1,524,865) are comprised primarily of amounts payable of \$762,933 and accrued liabilities of \$335,485. Included in accrued liabilities is a DSU liability of \$266,085 that is comprised of 1,023,404 vested DSUs at a share price of \$0.26.

## **LIQUIDITY AND CAPITAL RESOURCES**

As at July 31, 2018, the Company had net working capital (see Non-IFRS measures) of \$12,325,933 (July 31, 2017: \$14,674,272). The Company expects to rely on its existing net working capital to finance its ongoing activities.

As at July 31, 2018, the Company had 41,462,851 common shares issued and outstanding, 7,099,979 share purchase warrants outstanding and 3,466,600 share purchase options outstanding which would generate \$2,859,990 and \$1,203,044 respectively, if exercised in full. The Company does not know when or how much will be collected from the exercise of these options and warrants as this is dependent on both the determination of the holder and the market trading price of the Company's common shares. The Company does not have any long-term debt as of the date of this MD&A and its interest rate risk is minimal. Accounts payable and accrued liabilities are short-term and non-interest bearing.

## **CASH FLOWS**

### **Operating**

Cash used in operating activities was \$4,952,992 for the year ended July 31, 2018 compared to \$3,328,721 for the year ended July 31, 2017. Cash used related to operating expenses for the year ended July 31, 2018 was \$4,372,998 as generally discussed in the Results of Operations section of this report (year ended July 31, 2017: \$4,630,944). Changes in working capital items used \$579,994 during the year ended July 31, 2018 (year ended July 31, 2017: a source of \$1,302,223). Bonuses that were accrued at year end were paid out during the year ended July 31, 2018.

## Financing

Cash used in financing activities during the year ended July 31, 2018 was \$228,986 compared to \$815,629 provided by financing activities during the year ended July 31, 2017. The use of cash in the current period was for the purchase of its own shares from the market to fund the vesting of RSUs (July 31, 2017 - \$322,155). During the year ended July 31, 2017, the Company also raised \$1,150,000 in proceeds from a private placement, incurring \$12,216 in issue costs.

## Investing

Cash provided by investing activities for the year ended July 31, 2018 was \$4,587,771 compared to \$2,218,965 for the year ended July 31, 2017. The purchase of investments at fair market value through profit and loss used \$3,900,694 for the year ended July 31, 2018 with the Company investing in securities during the year (year ended July 31, 2017: \$6,124,366). The Company acquired shares of certain public resource and other sector companies (see Related Party Disclosure section of this report) including its equity investment in Aguia. The Company sold some of these investments generating cash of \$8,658,806 during the year ended July 31, 2018 (year ended July 31, 2017: \$7,658,222). The Company received \$1,256,700 during the year ended July 31, 2017 as a royalty buy-back from Aguia. There was no loan activity on a cash basis during the year ended July 31, 2018, however during the year ended July 31, 2017 the Company issued \$550,717 in loans, and was repaid \$532,464 in loans, receiving \$74,108 in interest and loan arrangement fees. The Company used \$170,341 in exploration and evaluation expenditures during the year ended July 31, 2018 compared to \$627,356 during the year ended July 31, 2017.

## CAPITAL STRUCTURE

Number of:	As at July 31, 2018	As at October 24, 2018
Common Shares	41,462,851	41,462,851
Options	3,466,600	3,231,000
Warrants	7,099,979	7,099,979

## FINANCIAL INSTRUMENTS

Financial assets and financial liabilities as at July 31, 2018 and 2017 were as follows:

	Assets at fair value through profit or loss	Loans and receivables	Other financial liabilities	Total
<b>As at July 31, 2018</b>				
Cash	\$ 428,968	\$ -	\$ -	\$ 428,968
Investments	12,371,859	-	-	12,371,859
Loan receivable	-	368,987	-	368,987
Amounts receivable and other	-	90,377	-	90,377
Accounts payable and accrued liabilities	-	-	1,098,418	1,098,418
<b>As at July 31, 2017</b>				
Cash and cash equivalents	\$ 1,023,175	\$ -	\$ -	\$ 1,023,175
Investments	14,693,725	-	-	14,693,725
Loans receivable	-	314,075	-	314,075
Amounts receivable and other	-	156,043	-	156,043
Accounts payable and accrued liabilities	-	-	1,524,865	1,524,865

### *Fair value hierarchy*

The three levels of the fair value hierarchy with respect to required disclosures about the inputs to fair value measurements 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 following table sets forth the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy as at July 31, 2018 and 2017.

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>TOTAL</b>
<b>As at July 31, 2018</b>				
Cash	\$ -	\$ 428,968	\$ -	\$ 428,968
Investments	11,856,122	515,737	-	12,371,859
<b>As at July 31, 2017</b>				
Cash and cash equivalents	\$ -	\$ 1,023,175	\$ -	\$ 1,023,175
Investments	12,361,110	2,332,615	-	14,693,725

The carrying value of cash and cash equivalents, loans receivable, amounts receivable and other, and accounts payable and accrued liabilities approximate fair value because of the relatively short-term maturities.

### *Interest rate risk*

Loans receivable bear interest at fixed rates. All other financial assets are non-interest bearing. A 1% increase in interest rates, based on the balance of cash, cash equivalents and fixed income investments at July 31, 2018, would result in an increase in annual interest income of approximately \$4,290. All liabilities as at July 31, 2018 are non-interest bearing.

### *Foreign currency risk*

The Company operates in Canada and its functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company has acquired some investments, including its investment in an associate, which are denominated in foreign currency. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

### *Credit risk*

The Company's credit risk is primarily attributable to cash and cash equivalents, loans receivable and amounts receivable. The Company has no significant concentration of credit risk arising from operations.

Cash and cash equivalents of cash and GICs held in financial institutions from which management believes the risk of loss to be remote. Financial instruments included in amounts receivable consist primarily of goods and services tax and harmonized sales tax due from the Federal Government of Canada.

### *Liquidity risk*

As at July 31, 2018, the Company had net working capital (see non-IFRS measures) of \$12,325,933, which included cash and cash equivalents of \$428,968, investments of \$12,371,859, loan receivable of \$368,987 and amounts receivable and prepaid expenses of \$254,537 offset by current liabilities of \$1,098,418. The Company expects to rely on its existing net working capital to finance its ongoing planned activities. See Non-IFRS Measures.

### *Price risk*

The Company is exposed to price risk with respect to commodity prices. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for commodities, the level of interest rates, the rate of inflation, investment decisions by large holders of commodities including governmental reserves and stability of exchange rates can all cause significant fluctuations in commodities prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments.

### *Securities price risk*

The Company carries investments in certain public securities for which price fluctuations can affect the Company's earnings. The Company classifies these investments as held-for-trading where price volatility is reflected in earnings.

## **RELATED PARTY DISCLOSURES**

The Company entered into the following transactions in the ordinary course of business with related parties that are not subsidiaries of the Company.

### *Related party balances*

The Company shares office space, resources and certain services with other corporations. The costs associated with these services, including the provision of office equipment and supplies, and certain other services, are administered by 2227929 Ontario Inc. to whom the Company pays a monthly flat fee. For the year ended July 31, 2018, the Company was charged \$300,000 for these services (July 31, 2017: \$325,000). As well, the Company was charged an additional \$9,728 by 2227929 Ontario Inc. for other services (July 31, 2017: \$93,429).

### *Compensation of key management personnel of the Company*

The remuneration of directors and other members of key management personnel were as follows:

	<b>Q4-2018</b>	<b>Q4-2017</b>	<b>2018</b>	<b>2017</b>
Management salaries and fees	\$ 130,690	\$ 319,071	\$ 2,473,344	\$ 1,276,284
Directors fees	25,000	25,000	100,000	88,542
Share-based payments	58,768	(15,774)	743,320	33,744
	<u>\$ 214,458</u>	<u>\$ 328,297</u>	<u>\$ 3,316,664</u>	<u>\$ 1,398,570</u>

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key executives is determined by the Board of Directors of the Company having regard to the performance of individuals and market trends.

As at July 31, 2018, the Company holds investments in certain public resource and other sector companies that are related party entities, related by virtue of the relationship with common directors.

<b>Public Issuer</b>	<b>Security description</b>	<b>Cost</b>	<b>Estimated Fair value</b>
Aberdeen International Inc.	i. 3,751,000 common shares and 4,790,000 warrants	798,232	475,102
Euro Sun Mining (formerly Carpathian Gold Inc.)	ii. 2,187,825 common shares, 1,966,213 warrants	1,860,480	1,881,530
		<b>\$ 2,658,712</b>	<b>\$ 2,356,632</b>

i. The Company's executive chairman, Stan Bharti, serves as director of this company.

ii. The Company's executive chairman, Stan Bharti, serves as director of this company. The Company's former executive director and senior vice president, Peter Tagliamonte and the Company's former CEO, Justin Reid, serve as directors of this company.

<b>Public Issuer</b>	<b>Security description</b>	<b>Cost</b>	<b>Carrying value</b>
Troilus Gold Corporaton	14,443,293 common shares	\$ 23,505,686	\$ 22,007,089

The Company's investment in associate, Troilus, is a related party by virtue of common director, Pierre Pettigrew.

## COMMITMENTS AND CONTINGENCIES

The Company is party to certain management contracts. These contracts contain minimum commitments of approximately \$375,000 (as at July 31, 2017 - \$1,314,000) and additional contingent payments of approximately \$3,150,000 (as at July 31, 2017 - \$8,120,000) upon the occurrence of a change of control. As the likelihood of a change of control is not determinable, the contingent payments have not been reflected in these condensed interim financial statements.

The Company is obligated to deliver common shares of the Company to the holders of RSUs granted under the terms of its RSU Plan. See Note 11 of the consolidated financial statements for the year ended July 31, 2018 and 2017.

The Company is currently involved in a litigation proceeding with APIO whereby APIO is challenging the Company's actions with respect to the transfer of the DAOS shares. APIO is seeking monetary compensation. A reliable estimate of the amount of the claim cannot be made at this time given the early stages of the claim. The probability of the outcome is also uncertain. The Company is vigilantly defending its actions with respect to these claims.

## SUBSEQUENT EVENTS

On September 28, 2018, the Company's loan receivable from ANM Inc. was converted to 1,556,316 shares and warrants of Halo Labs Inc. (formerly Apogee Opportunities Inc.) ("Halo"). The conversion happened as a result of the close of the business combination whereby ANM Inc. combined with Halo. and shares of ANM Inc. were exchanged for common shares of Halo at an exchange ratio of 1.35 common shares of Halo for each share of ANM Inc. (the "Business Combination"). On closing of the Business Combination, the balance of the loan receivable, including unpaid interest, automatically converted to the number of shares and warrants of Halo based on a conversion price of 60% of the purchase price of a unit of Halo in a brokered private placement financing of \$0.40 per unit, multiplied by the exchange ratio of 1.35. The Business Combination was completed by way of a reverse triangular merger between Apogee Opportunities (USA) Inc. and ANM Inc., following which the merged company became a wholly-owned subsidiary of Halo. Halo shares commenced trading on the NEO Exchange on October 3, 2018.

## MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION AND CRITICAL ACCOUNTING ESTIMATES and CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company's financial statements are the responsibility of the Company's management. The annual consolidated financial statements were prepared by the Company's management in accordance with IFRS. A description of the Company's significant accounting policies can be found in the notes of the Company's audited annual consolidated financial statements for the year ended July 31, 2018.

The preparation of consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates. The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include but are not limited to:

- Valuation of Exploration and evaluation assets - The Company carries its mineral properties at cost less any impairment losses. The Company capitalizes exploration and evaluation costs, which are related to specific projects, until the commercial feasibility of the project is determinable or the project is determined to be impaired. Costs are charged to operations when a property is abandoned or when impairment in value has been determined. The Company reviews the carrying values of mining properties and related expenditures whenever indicators of impairment exist or changes in circumstances indicate that their carrying values may not be recoverable. In undertaking this review, management is required to make significant estimates which are subject to various risks and uncertainties. Estimates may include, but are not limited to estimates of future metal prices, capital and operating costs, the quantities of mineral reserves to be mined and expected recoveries of minerals contained in ore, the ability to convert resources into economically mineable reserves, discount rates and; in the case of fair value less costs to sell, the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's mineral properties and exploration and evaluation assets.
- Income taxes and recoverability of potential deferred tax assets - In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers relevant tax planning opportunities that are within the Company's control, are feasible and within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.
- Share-Based Payments - Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based non-vested share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.
- Determination of Significant Influence of Investment in Associates - As at July 31, 2018, the Company has classified its investment in Troilus as an associate based on management's judgment that the Company has significant influence through its ownership of 29.6% of the voting rights.

- Assets and disposal groups held for sale -- As security for default on the loan with APIO Africa Ltd (“APIO”), in June 2016, the Company received 8,169 shares of APIO’s subsidiary, Daos, a Mauritius company. As a result, the Company owned an 82% interest in Daos. The Company appointed three members to the board of Daos in June 2016 and controls the board of Daos. In October 2016, Daos issued additional shares to the Company in compensation for costs incurred by the Company related to Daos and the APIO loan. As at July 31, 2018, the Company owns 98% of the issued and outstanding shares of Daos. The Company has been in the process of selling the assets of Daos in order to recoup the defaulted loan. During the year ended July 31, 2018, Daos entered into an agreement to sell its 75% interest in a Mozambique company in exchange for common shares of Global Blockchain Technologies Corp. (the “Bloc shares”). The Company does not expect to receive any proceeds from the sale after Daos settles its liabilities and has valued the Daos assets, including the Bloc Shares, at \$nil. The Company has also concluded that there is no constructive obligation on the part of the Company with respect to the Daos liabilities. Estimates are made, assumptions are used and management judgement is exercised in this assessment. These are subject to various risks and uncertainties which may ultimately have an effect on the expected recovery of these assets.

## **DISCLOSURE CONTROLS AND PROCEDURES**

Subject to the limitations, if any, described below, the Company’s CEO and CFO have, as at the end of the year ended July 31, 2018, designed Disclosure and Control Procedures, (“DC&P”) or caused it to be designed under their supervision, to provide reasonable assurance that:

- Material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
- Information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation;

Internal control over financial reporting has been designed, based on the framework established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in Canada.

There have been no significant changes to the Company’s disclosure controls and procedures and internal controls over financial reporting that occurred during the year ended July 31, 2018 that have materially affected, or are reasonably likely to materially affect, the Company’s disclosure controls and procedures and internal control over financial reporting.

Management, under the supervision of the CEO and CFO, has evaluated the effectiveness of our internal control over financial reporting using the framework designed as described above and based on this evaluation, the CEO and CFO have concluded that internal control over financial reporting was effective as of July 31, 2018.

Because of inherent limitations, internal control over financial reporting and disclosure controls can provide only reasonable assurances and may not prevent or detect misstatements. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The CEO and CFO have certified that Internal Controls over Financial Reporting have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Audit Committee of the Company has reviewed this MD&A, and the annual consolidated financial statements for the year ended July 31, 2018, and the Company’s board of directors approved these documents prior to their release.



## NON-IFRS MEASURES

The Company has identified certain measures that it believes will assist understanding of the financial performance of the business. As the measures are not defined under IFRS they may not be directly comparable with other companies' adjusted measures. The Non-IFRS measures are not intended to be a substitute for, or superior to, any measures of performance but management has included them as these are considered to be important comparables and key measures used within the business for assessing performance. These measures are explained further below:

### *Working capital*

This MD&A refers to working capital, which is not a recognized measure under IFRS. This Non-IFRS performance measure does not have any standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other issuers. Management uses this measure internally. The use of this measure enables management to better assess performance trends. Management understands that a number of investors and others who follow the Company's performance assess performance in this way. This data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

The definition for working capital and reconciliation of the Non-IFRS measure to reported IFRS measures is as follows:

<b>As at:</b>	<b>July 31, 2018</b>	<b>July 31, 2017</b>
Cash and cash equivalents	\$ 428,968	\$ 1,023,175
Investments, at fair market value through profit and loss	12,371,859	14,693,725
Loans receivable	368,987	314,075
Amounts receivable and other	90,377	156,043
Prepaid	164,160	12,119
	<hr/>	<hr/>
	13,424,351	16,199,137
Current Liabilities		
Accounts payable and accrued liabilities	1,098,418	1,524,865
<b>Working Capital (current assets less current liabilities)</b>	<b>\$ 12,325,933</b>	<b>\$ 14,674,272</b>

## CAPITAL MANAGEMENT

The Company considers its capital structure to consist of share capital, warrants and share purchase options. The Company manages its capital structure and makes adjustments based on the funds available to support the acquisition, exploration and development of its mineral properties. The board of directors has not established quantitative return on capital criteria for management and relies on the expertise of management and the board of directors to sustain the future development of the business.

The management and board of directors of the Company review its capital management approach on an ongoing basis and believe it reflects a reasonable approach given the relative size of the Company's assets. The Company and its subsidiaries are not subject to externally imposed capital requirements.

## **RISK AND UNCERTAINTIES**

The Company is subject to risks and challenges similar to other companies in a comparable stage of development. These risks include dependence on key individuals. The operations of the Company are speculative due to the high-risk nature of its business, which are the acquisition, exploration and development of mining projects. These risks could materially affect the Company's future operating results and could cause actual events to differ materially from those described herein and in forward-looking statements and forward-looking information relating to the Company. The risks of the Company are also described in the Company's AIF, which can be found under the Company's profile at [www.sedar.com](http://www.sedar.com).

### *No Revenues*

To date, the Company has not recorded any revenues from operations nor has the Company commenced commercial production on any property. There can be no assurance that the Company has sufficient capital resources to continue as a going concern, that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's expenses and capital expenditures will increase as consultants, personnel associated with the exploration, and possible development are advanced. The Company expects to continue to incur losses unless and until such time as it enters into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Company's property will continue to require the commitment of substantial resources. There can be no assurance that the Company will continue as a going concern, generate any revenues or achieve profitability.

### *Current Global Financial Conditions*

Financial markets globally have been subject to increased volatility. Access to financing for the Corporation has been negatively affected by low precious metals prices, uncertain economic conditions and uncertainty with respect to sovereign defaults and liquidity throughout the world. These factors may negatively affect the ability of the Corporation to obtain financing in the future and, if obtained, on terms favourable to the Corporation. If these levels of volatility and market turmoil continue or worsen, the Corporation may not be able to secure appropriate debt or equity financing when needed, which could affect the trading price of the Corporation's securities in an adverse manner.

### *Investment Exposure*

Given the nature of SMC's activities and recent investments made by the Company to deploy its capital in the short term, the results of operations and financial condition of the Company are dependent upon the market value of the securities purchased. Market value can be reflective of the actual or anticipated operating results of companies in the portfolio and/or the general market conditions that affect the resource and other sectors. Various factors affecting the resource and other sectors could have a negative impact on the Company's investments and thereby have an adverse effect on its business. Additionally, the Company's investments are mostly in small-cap businesses that may never mature or generate adequate returns or may require a number of years to do so. Junior exploration companies may never achieve commercial discoveries and production. Company-specific and industry-specific risks that materially adversely affect the Company's investments may have a materially adverse impact on operating results.

### *Nature of Mining, Mineral Exploration and Development Projects*

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Corporation towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Mining operations generally involve a high degree of risk. The Corporation's operations are subject to the hazards and risks normally encountered in mineral exploration and development, including environmental hazards, explosions, and unusual or unexpected geological formations or pressures. Such risks could result in damage to, or destruction of, mineral properties, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

#### *No Mineral Resources or Mineral Reserves have been estimated at East Sullivan*

The East Sullivan Property is in the exploration stage and sufficient work has not been done to describe mineralization on the property with enough geological confidence for such mineralization to be reported as a mineral resource or mineral reserve. There is no assurance given by the Corporation that continuing work on the property will lead to defining the mineralization with enough confidence and in sufficient quantities to report it as a mineral resource or mineral reserve, or to economically extract it.

#### *Mineral Resource Estimates May be Inaccurate*

There are numerous uncertainties inherent in estimating mineral resources, including many factors beyond the control of the Company. Such estimates are a subjective process, and the accuracy of any mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. These amounts are estimates only and the actual level of mineral recovery from such deposits may be different. Differences between management's assumptions, including economic assumptions such as metal prices and market conditions, could have a material adverse effect on the Company's financial position and results of operations.

#### *Unknown Environmental Risks for Past Activities*

Exploration and mining operations incur risks of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks, however, such risks have not been eliminated, and significant risk of environmental contamination from present and past exploration or mining activities still exists for mining companies. Companies may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at the East Sullivan Property or for the Troilus Project do not exist.

#### *Liquidity Concerns and Future Financings*

The Company will require capital and operating expenditures in connection with the exploration and development of its properties and for working capital purposes. There can be no assurance that the Company will be successful in obtaining required financing as and when needed. The only sources of future funds presently available to the Company are the sale of equity capital, the sale of securities held, or the offering by the Company of an interest in its properties to be earned by another party or parties carrying out exploration or development thereof. There is no assurance that any such funds will be available for operations. Failure to obtain additional financing on a timely basis could cause the Company to reduce, delay or terminate its proposed operations, with the possible loss of such operations.

Volatile markets may make it difficult or impossible for the Company to obtain debt financing or equity financing on acceptable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Corporation to postpone or slow down its development plans, delay or forfeit rights to certain acquisitions, forfeit rights in some or all of its properties or reduce or terminate some or all of its activities.

### *Share Price Fluctuations*

The market price of securities of many companies, particularly junior exploration stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in the Company's share price will not occur. As well, the Corporation has invested in a small number of junior companies. Fluctuation in the share prices of these companies may significantly affect the valuations of the Corporation's assets.

### *Foreign Exchange*

Mineral commodities and acquisition opportunities are typically sold in U.S. dollars. The Company has also invested in foreign investments, including its investment in associate. The Company's operations are in Canada. As a result, the Company is subject to foreign exchange risks relating to the relative value of the U.S. dollar as compared to the Canadian dollar.

### *Country Risk*

The Company's investment in Aguia is subject to risks normally associated with the conduct of business in Brazil. These risks and uncertainties include, but are not limited to, currency exchange rates; price controls; import or export controls; currency remittance; high rates of inflation; labour unrest; renegotiation or nullification of existing permits, applications and contracts; tax disputes; changes in tax policies; restrictions on foreign exchange; changing political conditions; community relations; currency controls; and governmental regulations that may require the awarding of contracts of local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Changes, if any, in mining or investment policies or shifts in political attitudes in Brazil may adversely affect the operations of Aguia and affect the Company's investment.

The Company's ownership of the Daos shares and its intent to sell the data centre in Mozambique is subject to risk associated with the conduct of business in Mozambique. These risks and uncertainties include, but are not limited to, currency exchange rates; price controls; import or export controls; currency remittance; high rates of inflation; labour unrest; tax disputes; changes in tax policies; restrictions on foreign exchange; changing political conditions; community relations; and currency controls.

### *Insufficient Insurance Coverage*

The Company's business is capital intensive and subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions, earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Many of the foregoing risks and hazards could result in damage to, or destruction of: the Company's mineral properties or future processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of their exploration or development activities, delay in or inability to receive regulatory approvals to transport their products, or costs, monetary losses and potential legal liability and adverse governmental action. The Company may be subject to liability or sustain loss for certain risks and hazards against which they do not or cannot insure or which it may reasonably elect not to insure because of the cost. This lack of insurance coverage could result in material economic harm to the Company.

### *Competition*

The Company competes with many other mining companies that have substantially greater resources. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund the Company's operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operations and business.

### *Dependence on Outside Parties*

The Company has relied and will rely upon consultants, geologists, engineers and others and intends to rely on these parties for exploration and development expertise. Substantial expenditures are required to pursue acquisition opportunities and, in the case of new properties, to develop the exploration and plant infrastructure at any particular site. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

### *Conflicts of Interest*

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other mining companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting such participation.

### *Income and other taxes*

The Corporation is subject to income and other taxes in Canada. Significant judgment is required in determining the provision for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Corporation recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Corporation's income and other tax liabilities requires interpretation of complex laws and regulations. The Corporation's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax filings are subject to audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the income tax and deferred tax provisions in the period in which such determination is made. As of the date of the statement of financial position, no liability in respect of pending tax issues has been recognized in the financial statements.

## **OFF BALANCE SHEET ITEMS**

The Company does not have any off-balance sheet terms.

## **ADDITIONAL INFORMATION AND CONTINUOUS DISCLOSURE**

Additional information on the Company is available through regular filings of press releases on SEDAR ([www.sedar.com](http://www.sedar.com)), or by visiting the Company's website at [www.sulliden.com](http://www.sulliden.com).

## **FORWARD-LOOKING INFORMATION AND CAUTIONARY STATEMENTS**

Except for statements of historical fact relating to the Company certain information contained herein constitutes forward-looking information. Forward-looking information includes, but is not limited to, statements with respect to future economic estimates, including mineral resource estimates; acquisition opportunities of the Company; currency exchange rates; merits of litigation; ability to receive repayment on loans; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during construction, expansion and start-up; variations in mineral grade and recovery rates; delay or failure to receive government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities;

changes in project parameters as plans continue to be refined; future prices of gold and other minerals; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes; other risks of the mining industry and other risks described herein. Although management of the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward- looking information.

All forward-looking statements made in this MD&A are qualified by these cautionary statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable securities law.

#### **LIST OF OFFICERS AND DIRECTORS**

Stan Bharti,	Executive Chairman and Interim Chief Executive Officer
Deborah Battiston,	Chief Financial Officer
Diane Lai,	Director
Hon. Pierre Pettigrew	Director
William Clarke	Director