



FIRST COBALT CORP

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2019
(EXPRESSED IN CANADIAN DOLLARS)**

GENERAL

This Management's Discussion and Analysis of First Cobalt Corp. ("First Cobalt" or the "Company") ("MD&A") was prepared on May 29, 2019 and provides analysis of the Company's financial results for the three months ended March 31, 2019 and 2018. The following information should be read in conjunction with the accompanying condensed consolidated interim financial statements for the three months ended March 31, 2019 and 2018 with accompanying notes which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures are expressed in Canadian dollars unless otherwise stated. Financial Statements are available at www.sedar.com and the Company's website www.firstcobalt.com.

COMPANY OVERVIEW

First Cobalt Corp. was incorporated on July 13, 2011 under the Business Corporations Act of British Columbia and on September 4, 2017, the Company filed a Certificate of Continuance into Canada and adopted Articles of Continuance as a Federal Company under the Canada Business Corporations Act (the "CBCA"). The Company is in the business of acquisition and exploration of resource properties and on cobalt refining. The Company is focused on building a diversified portfolio of assets that are highly leveraged to the cobalt market with assets located primarily in North America with the intent of providing a North American supply of cobalt.

First Cobalt is a public company listed on the Toronto Venture Stock Exchange (TSX-V), Australian Stock Exchange (ASX) (in both instances under the symbol FCC), and the OTCQX (under the symbol FTSSF). The Company's registered and records office is Suite 2400, Bay-Adelaide Centre, 333 Bay Street, Toronto, Ontario, M5H 2T6. The Company's head office is located at Suite 201 – 140 Yonge Street, Toronto, Ontario, M5C 1X6.

2019 HIGHLIGHTS AND RECENT EVENTS

Refinery Advancement

On April 3, 2019, the Company announced that it had successfully produced a battery grade cobalt sulfate using the First Cobalt Refinery flowsheet. This was a significant milestone which brings the Company closer to recommissioning the only permitted primary cobalt refinery in North America. SGS Canada performed the testing using cobalt hydroxide as the feedstock. The test work concluded that processing cobalt hydroxide feed would not require the reactivation of the refinery's autoclaves, providing an opportunity for higher production potential than projected in the independent study prepared by Primero Group in 2018. With these positive test results, the discussions currently underway with automotive companies, cobalt miners and capital providers can now move to a more advanced stage.

On May 21, 2019, the Company announced it had signed a memorandum of understanding with Glencore AG to supply cobalt feedstock and financing to recommission the Refinery. This partnership is a significant step towards the Company achieving its objective of providing ethically sourced battery grade cobalt for the North American electric vehicle market. The agreement remains subject to due diligence and definitive documentation.

The Company initiated a scoping-level capacity study to estimate the capital and operating requirements for various production scenarios using cobalt hydroxide as feedstock. Ausenco Engineering Canada Inc. prepared the conceptual study which updated the baseline production capacity and capital estimates without the autoclave circuit. On May 28, 2019, the Company announced the results of the study, which concluded that by eliminating the refinery's autoclave circuit and addressing production constraints, annual production could reach over 5,000 tonnes of cobalt per annum, more than double previous estimates. The total capital costs associated with this production level is estimated as US\$37.5 million, representing only US\$7.5 million of incremental capital costs over previous estimates in order to double production. Previous studies assumed that the refinery would treat lower grade arsenic-rich concentrate material. The Company is continuing to work with engineering firms, process experts and financial advisers to finalize

a business plan to restart the facility. The report will serve as a foundation for future work to generate a financeable project definition.

Private Placement Financing

On March 29, 2019, the Company completed a non-brokered private placement by issuing 8,913,251 Units for gross proceeds of \$1.6 million. The proceeds from the private placement will be used to support ongoing work at the First Cobalt refinery and for general corporate purposes.

Each Unit consists of one common share in the share capital of the Company and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional common share at a price of \$0.27 for a period of two years. The Warrants are subject to an acceleration clause such that, if the closing price of the common shares of the Company is equal to or greater than \$0.37 per share for a period of ten consecutive trading days, the Company shall have the option, but not the obligation, to effect an accelerated expiration date that shall be 20 calendar days from the issuance of a notice of acceleration.

Strategic Investment in eCobalt Solutions Inc.

On May 1, 2019 the Company acquired, by way of a private share purchase agreement, a total of 9,640,500 common shares of eCobalt Solutions Inc. for investment purposes. In connection with the private share purchase agreement, the Company issued 21,265,809 common shares of First Cobalt.

Strengthening of The First Cobalt Board

On February 21, 2019, the Company announced the appointment of three-term former Idaho Governor C.L. "Butch" Otter to its Board of Directors. Gov. Otter has had a long and prominent political career including both federal and state positions, as well as a more than 30-year career as a business leader. The addition of Gov. Otter to the Company's Board of Directors will allow First Cobalt to draw on his extensive business and political experience as well as his knowledge of the Idaho state landscape to advance the Iron Creek project.

Australian Securities Exchange Delisting

On May 10, 2019, the Australian Securities Exchange (the "ASX") approved the Company's request to voluntarily de-list from the exchange. The Company is delisting due to low ASX trading volumes compared to the TSX-V, to reduce compliance costs, and because it has no material Australian cobalt projects or business operations. It is expected that the formal de-listing will be completed by the end of June 2019. The Company's common shares will remain listed on the TSX-V and will continue to trade on the OTCQX.

OUTLOOK AND OVERVIEW OF CURRENT PROGRAMS

The Company's vision is to become the largest primary cobalt producer outside the Democratic Republic of Congo (DRC). In support of this vision, in 2017 First Cobalt completed a three-way merger with Cobalt One and CobaltTech to consolidate the Canadian Cobalt Camp and take ownership of the First Cobalt Refinery. More recently, First Cobalt acquired US Cobalt to secure a prospective patented land position in Idaho, USA, which is known to host primary cobalt deposits. These transactions strategically position First Cobalt as a leading non-DRC cobalt company with North American projects and a refinery located in close proximity to infrastructure as well as electric vehicle and technology hubs such as Michigan and California.

First Cobalt's primary focus for 2019 is advancing the First Cobalt Refinery as it is the Company's quickest path to cash flow.

The outlook for First Cobalt's three significant North American assets is discussed below:

1. The First Cobalt Refinery

Most of the cobalt consumed today is mined in the Democratic Republic of Congo and then shipped to China for refining. There are no primary cobalt refining facilities operating in North America today, which gives the First Cobalt Refinery a strategic advantage in the electric vehicle supply chain. As a 20-year-old permitted facility with an operating history, Management believes that the refinery could play an important role in North America as a source of refined cobalt for the manufacture of lithium-ion batteries or as a source of metallic cobalt for superalloys or military applications.

The First Cobalt Refinery is a hydrometallurgical cobalt refinery located approximately five hours north by road from Toronto, Ontario. The facility was commissioned in 1996 and in its current configuration, has a throughput design of 24 tonnes per day. The facility is located on a 40-acre property that can be expanded to 120 acres with two settling ponds and an autoclave pond. The building footprint also includes an empty feed warehouse that once housed a mill, which could be used under an expansion scenario.

In late 2018, SGS Canada was engaged to test cobalt hydroxide as feed material using the existing flowsheet of the First Cobalt refinery to determine whether this higher-grade feed material could be suitable feedstock. In April 2019, the Company announced that it had successfully produced a battery grade cobalt sulfate using the First Cobalt Refinery flowsheet, using cobalt hydroxide as the feedstock.

In May 2019, the Company announced it had signed a memorandum of understanding with Glencore AG to supply cobalt feedstock and financing to recommission the Refinery. This partnership is a significant step towards the Company achieving its objective of providing ethically sourced battery grade cobalt for the North American electric vehicle market. The Company is now progressing through the due diligence and definitive documentation processes. Once operating, it is envisioned that cash flow generated from the refinery would be used to fund future exploration activities at Iron Creek.

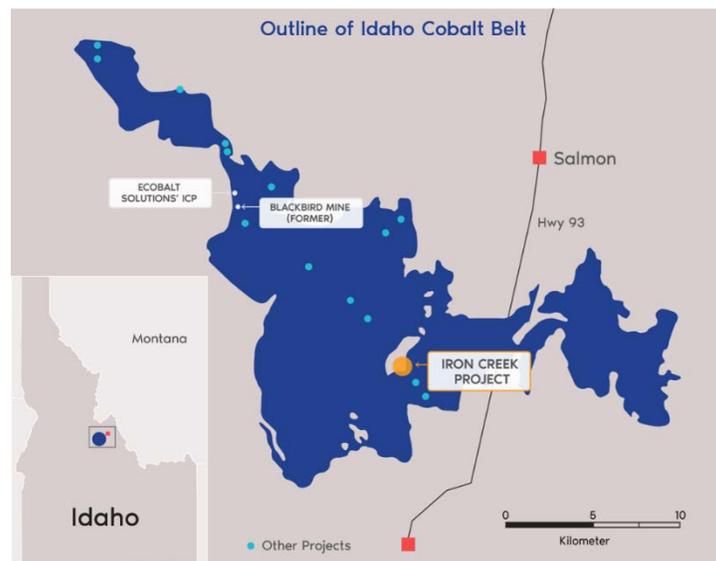
The Company engaged Ausenco Engineering Canada Inc. to prepare a capacity study to understand the capital costs and production alternatives for the Refinery using cobalt hydroxide as feedstock and with the exclusion of the autoclave circuit. On May 28, 2019, the Company announced the results of the study, which concluded that by eliminating the refinery's autoclave circuit and addressing production constraints, annual production could reach over 5,000 tonnes of cobalt per annum, more than double previous estimates. The total capital costs associated with this production level is estimated as US\$37.5 million, representing only US\$7.5 million of incremental capital costs over previous estimates in order to double production. Advanced metallurgical testing and feasibility-level engineering work are key next steps for the Refinery. The Company is continuing to work with engineering firms, process experts and financial advisers to finalize a business plan to restart the Refinery.

2. The Iron Creek Project in Idaho

Following the acquisition of US Cobalt in June of 2018, the Company commenced an extensive drill program at Iron Creek. The objectives were to define a maiden inferred resource estimate within a historically drilled area and to expand the resource along strike of the known mineralization and at depth. In addition, infill drilling was designed to advance inferred resources to indicated category for mine planning and to improve the confidence for future feasibility studies.

In October 2018 the Company filed a technical report supporting the maiden resource estimate for the Iron Creek Project in Idaho. The technical report includes a resource that contains 45 million pounds of cobalt and 175 million pounds of copper for 62.9 million pounds of cobalt equivalent. The inferred mineral resource of contains 29.6 million tons (26.9 million tonnes) grading 0.11% cobalt equivalent (0.08% cobalt and 0.30% copper) under a base case scenario pit constrained and deeper mineral resource. An alternative underground-only scenario results in 4.9 million tons (4.4 million tonnes) grading 0.30% cobalt equivalent (0.23% cobalt and 0.69% copper).

Figure 1: Iron Creek Project, Idaho, USA



A total of 17,907 metres were drilled in 65 holes during the 2018 calendar year (14,202 metres post-acquisition). A majority of the drilling took place after the 2018 resource estimate cut-off date and was intended to infill the previously drilled area to increase confidence and to extend mineralization along strike and at depth. Infill drilling is expected to result in the conversion of inferred resources to the indicated category and the extensional drilling was intended to add additional inferred tonnes.

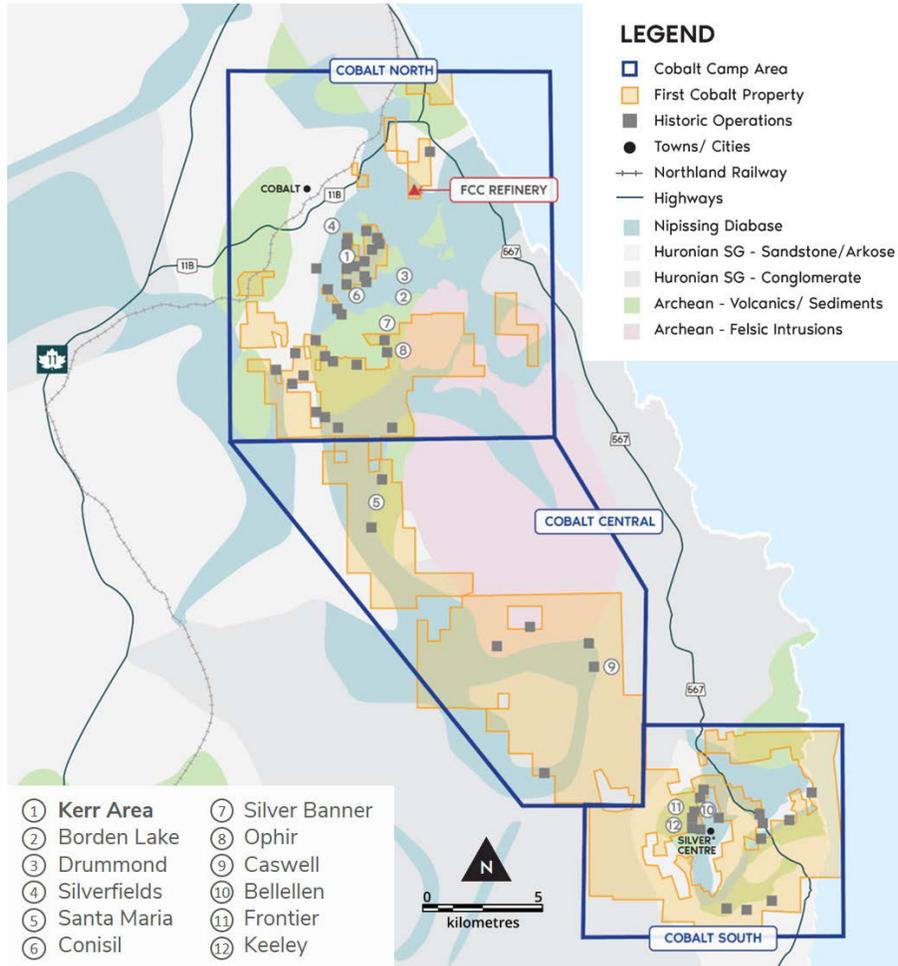
Summer forest fires in 2018 resulted in a one-month delay in the Phase 2 drill program. All infill holes were completed but less than half of the step-out holes were drilled before the program was halted for the winter break. Extensional drilling was nonetheless successful in extending the strike length of Iron Creek mineralization to nearly 900 metres, compared with 500 metres in the current resource estimate. Mineralization has also been extended to depth over 300 metres below surface, compared to the 150-metre depth in the current resource. The mineralization remains open to the east, west and down-dip and the Company will look to further expand the resource with future drilling.

The next steps for the Iron Creek project include a resource update, additional drilling, mine planning, environmental studies and permitting, as well as advanced metallurgical studies. For the time being, the Company will prioritize work on the First Cobalt Refinery and work programs for Iron Creek will be assessed throughout 2019 with a view to resuming activities as market conditions warrant.

3. The Cobalt Camp

First Cobalt controls almost half of the historic Canadian Cobalt Camp, with more than 50 past producing mines over 100km². The focus for exploration is to identify near-surface cobalt-silver mineralization amenable to open pit mining.

Figure 2. Regional bedrock geology of the Cobalt Camp showing target areas for exploration work in 2018.



During 2018, 30,280 metres were drilled in the Cobalt Camp across 192 drill holes. Early in 2018, drilling identified two mineralized zones in the Kerr Area within Cobalt North. Cobalt and silver mineralization have been traced over a 500m strike length corresponding with the historic Crown Reserve, Lawson, Drummond and Kerr Lake Mines. Approximately 400m to the south, a second mineralized area was identified that runs parallel and extends for over 350m. Further drilling near Drummond intersected cobalt-silver mineralization across an area of 200 x 300m separate from these zones. Within these three zones, mineralization occurs as several intersecting cobalt-silver veins controlled by regional structures. Continuity of mineralization has yet to be determined, but intersection widths and grades show the potential for open pit resources remains.

Outside of Kerr Area, several other historic mine areas were drilled. Individual cobalt-silver veins were intersected at Silverfields, Silver Banner, and Hargrave in Cobalt North as well as at Keeley, Frontier and Bellellen in Cobalt South. The distribution of veins identified to date is sparser in these areas than Kerr Lake.

Towards the end of 2018, work was directed to evaluating areas in Cobalt South with high potential of yet-undiscovered deposits based on a new understanding of favourable structural settings and tools developed while exploring the historic silver-cobalt mines and prospects. A number of areas within the Cobalt Central are

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geologically similar to the Kerr Lake area but have been under-explored due to poor bedrock exposure and the extent of Nipissing Diabase cover over the prospective sedimentary and volcanic rocks. Minor reconnaissance drilling based on surface mineralization showings as well as geophysical and geochemical surveys were conducted in the Schumann Lake and Chukuni-Caswell areas in 2018. Positive results in the western portion of the Schumann Lake area are encouraging for future follow-up work. Targets in the Chukuni-Caswell area are also considered for future work.

The Company's data compilation, field work, drilling and structural modeling has made a significant contribution to advancing the industry's understanding of this historic mining camp. The application of First Cobalt's structural model to the central area of the Cobalt Camp has generated a number of new, untested targets. For 2019 work programs, the Company has decided to focus on the First Cobalt Refinery for near term cash flow and the Iron Creek Project, which is a more advanced cobalt property. As a result, the Company is in discussions with potential joint venture partners to fund future activity. Future costs required to keep all asset rights are minimal.

Cost Reductions

Market conditions for cobalt were difficult in the second half of 2018 and into early 2019, with a significant decrease in the spot cobalt price and uncertainty in the commodities sector and capital markets generally. Management strongly believes that the rapid penetration rate for electric vehicles will have a significant impact on the supply and demand dynamics for cobalt. However, given current market conditions, the Company has implemented measure across the organization to reduce exploration activities, overhead costs and other non-essential costs until market conditions improve.

All positions in the Cobalt Camp have been eliminated and personnel reductions at Iron Creek have been implemented. No drilling is currently planned for 2019 and all spending on travel, investor relations and corporate programs have been reduced. Salaries for remaining personnel have been frozen and no annual performance bonuses were paid. The Company is also contemplating revising the compensation program for its Board of Directors to an equity-based system to further reduce cash expenses. While there will be one-time legal, filing and other costs associated with the ASX delisting, once completed this will reduce the Company's recurring public company costs.

The key activities currently planned are to continue engineering studies and metallurgical testing on refinery feedstock and pursue an appropriate long-term feed agreement and financing package. The First Cobalt Refinery is the priority as it is the Company's quickest path to cash flow. With lower Corporate overhead and less expensive asset-level programs, the Company's expenditure in 2019 will be significantly below the previous year.

MINERAL PROPERTIES

The Company is focused on building a North American cobalt supply chain. The Company's Iron Creek Project in Idaho is its flagship mineral property and a maiden resource estimate was published in 2018. The Iron Creek property includes patented and unpatented claims totalling 1,698 acres as well as 600 metres of underground drifting from three adits. Other cobalt-copper prospects occur on the property in addition to the Iron Creek resource. The Company also controls over 10,000 hectares of prospective land and 50 historic mining operations in the Cobalt Camp in Ontario,

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Canada as well as what is believed to be the only permitted primary cobalt refinery in North America able to produce battery grade cobalt sulfate.

	Balance March 31, 2018	Acquisition Costs	Writedown	ARO Adjustment	Other Adjustments	Balance December 31, 2018	Acquisition Costs	ARO Adjustment	Balance March 31, 2019
Cobalt North, Ontario									
Lawson Kerr	\$ 13,026,368	\$ -	\$ -	\$ 1,352,000	\$ -	\$ 14,378,368	\$ -	\$ -	\$ 14,378,368
Cobalt Ontario	56,018,275	-	-	188,000	(421,536)	55,784,739	-	-	55,784,739
Cobalt Central, Ontario									
Cobalt Central properties	30,753,009	88,333	-	-	(281,024)	30,560,318	-	-	30,560,318
Gold Rush Carribou	297,200	-	-	-	-	297,200	-	-	297,200
Cobalt South, Ontario									
South Lorrain	1,827,500	-	-	-	-	1,827,500	-	-	1,827,500
Keeley-Frontier	3,156,876	42,000	-	-	-	3,198,876	200,000	271,000	3,669,876
Bellellen	325,000	-	-	-	-	325,000	-	-	325,000
Werner	296,300	-	(296,300)	-	-	-	-	-	-
Dickens	-	-	-	-	-	-	-	-	-
Quebec	165,000	-	(165,000)	-	-	-	-	-	-
Iron Creek	-	87,312,865	-	-	-	87,312,865	107,256	-	87,420,121
Paradox Basin	-	213,779	-	-	-	213,779	-	-	213,779
Total	\$ 105,865,528	\$ 87,656,977	\$(461,300)	\$ 1,540,000	\$ (702,560)	\$ 193,898,645	\$ 307,256	\$ 271,000	\$ 194,476,901

(a) Acquisition of US Cobalt (Iron Creek)

On June 4, 2018, the Company completed the acquisition of US Cobalt by acquiring 100% of the issued and outstanding common shares of US Cobalt. Under the terms of the agreement, US Cobalt received 115,318,357 common shares of the Company at \$0.69 per share, based on the trading price of the shares on June 4, 2018, totalling \$79,569,666. In addition, the Company paid \$1,381,746 for 1,410,500 of US Cobalt shares and issued 9,360,000 First Cobalt stock options to former US Cobalt option holders

This acquisition has been recorded as an asset purchase of exploration and evaluation assets with the costs of the acquisition allocated as follows:

Purchase price:

Common shares issued (115,318,357 shares at \$0.69 per share)	\$ 79,569,666
Common shares owned by First Cobalt (1,410,500 shares)	1,381,746
Stock options of US Cobalt (9,360,000 stock options)	3,294,270
	<u>\$ 84,245,682</u>

Net assets acquired:

Current assets	\$ 1,470,548
Current liabilities	(2,689,768)
Exploration and evaluation asset – Paradox Basin, Utah, USA	212,143
Exploration and evaluation asset – Iron Creek, Idaho, USA	85,252,759
	<u>\$ 84,245,682</u>

The exploration and evaluation asset acquired from US Cobalt has been allocated to Iron Creek property.

During the year ended December 31, 2018, the Company acquired 100% ownership of the Iron Creek Project by making a one-time payment of \$1,390,493, (USD \$1,067,000). The Iron Creek Project was previously under lease to the Company. Under the terms of the lease, the Company was required to make monthly payments and the leaseholder retained 4% royalty over future production, both of which were eliminated through this one-time payment. The payment amount was a 47% discount to the amount contained in a 2016 mining lease agreement.

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During the three months ended March 31, 2019, the Company acquired additional surface rights on certain Iron Creek land packages for a payment of \$107,256.

(b) Keeley-Frontier Option Agreement

Under an Option Agreement, the Company holds the rights to earn up to a 100% interest from Canadian Silver Hunter Inc. in the Keeley and Frontier mines ("Keeley-Frontier"), located within the historic Silver Centre camp, and bordering on the Company's existing South Lorrain cobalt claim blocks.

Under the terms of the option agreement between Cobalt Projects and Canadian Silver Hunter, the Company may earn up to 100% interest in Keeley-Frontier as follows:

- 50% interest upon payment of \$850,000 and incurring expenditures of \$1,750,000 on the property over a period of three years.
- 51% interest upon payment of \$200,000 within 60 days of having exercised the first option and producing a technical report in compliance with NI 43-101 – Standards of Disclosure for Mineral Projects by the fourth anniversary.
- 100% interest upon payment of \$750,000 and incurring additional expenditures of \$1,250,000 by the fifth anniversary.

Upon earning a 100% interest, Canadian Silver Hunter shall be granted a 2% net smelter return royalty, subject to the Company having the right to purchase 1% for \$1 million over the ensuing 10 years. The Company may elect to accelerate the earn-in.

On January 24, 2019, through making a \$200,000 anniversary payment, the Company met all requirements to Canadian Silver Hunter to earn a 50% interest in Keeley-Frontier.

EXPLORATION AND EVALUATION EXPENDITURES

The exploration and evaluation expenditures incurred by the Company for the three months ended March 31, 2019 and 2018 are outlined below:

	March 31, 2019			March 31, 2018		
	Cobalt, Canada	Iron Creek, USA	Total	Cobalt, Canada	Iron Creek, USA	Total
Drilling	\$ -	\$ -	\$ -	\$ 548,427	\$ -	\$ 548,427
Exploration support and administration	963	-	963	21,665	-	21,665
Field Operations and consumables	3,787	-	3,787	48,486	-	48,486
Geochemistry	17,893	14,505	32,398	233,593	-	233,593
Geological consulting	-	158,365	158,365	272,644	-	272,644
Geologist salaries	131,924	-	131,924	185,915	-	185,915
Property taxes	15,160	-	15,160	5,633	-	5,633
Sampling and geological costs	192,682	390,277	582,959	133,240	-	133,240
Total	\$ 362,408	\$ 563,147	\$ 925,556	\$ 1,449,603	\$ -	\$ 1,449,603

Exploration and evaluation expenditures during the three months ended March 31, 2019 were lower than the comparative 2018 period, primarily driven by the reduced activity at Cobalt Camp.

Expenditures for the Cobalt Camp during the three months ended March 31, 2019 relating to minor geological costs associated with 2018 drilling activity and salaries for geologist personnel. All Cobalt Camp positions were eliminated

by the end of April 2019, and exploration expenditures associated with the Cobalt Camp are expected to be minimal through the remainder of 2019.

Expenditures for Iron Creek during the three months ended March 31, 2019 mainly related to final assays relating to the 2018 drill program and geological consulting costs as the Company works towards completing an update to the Iron Creek resource estimate. As the Iron Creek asset was acquired in June 2018, there is no expenditure in the comparative three months ended March 31, 2018 period.

SUMMARY OF QUARTERLY RESULTS

Key financial information for the three months ended March 31, 2019, as well as the quarters spanning the most recently preceding fiscal years, are summarized as follows, reported in Canadian dollars except for per share amounts.

	March 31, 2019 (\$)	December 31, 2018 (\$)	September 30, 2018 (\$)	June 30, 2018 (\$)
Financial Position				
Current Assets	2,749,427	5,228,886	13,611,745	21,800,761
Current Liabilities	2,183,896	3,883,203	3,514,090	3,535,066
Exploration and Evaluation Assets	194,476,901	193,898,645	201,551,155	200,072,379
Total Assets	202,699,426	204,600,629	219,684,773	226,612,485
Operations				
Exploration and evaluation expenditures	(925,556)	(7,304,472)	(5,618,381)	(2,620,591)
Salary, benefits and consulting fees	(592,489)	(781,513)	(485,965)	(1,071,689)
Professional fees	(332,120)	648,171	(489,148)	(971,215)
Investor relations, marketing, and travel	(185,399)	(333,338)	(470,615)	(403,844)
Refinery and Associated Studies	(60,491)	(55,217)	(45,939)	(125,140)
Environmental Expenses	(67,689)	(66,359)	(39,588)	(17,850)
General and administrative	(92,632)	(335,194)	(201,416)	(323,041)
Share-based payments	(555,554)	(1,068,089)	(1,570,336)	(220,114)
Total Operating Expenses	(2,811,930)	(9,296,011)	(8,921,388)	(5,753,484)
Net Loss	(2,784,149)	(9,559,510)	(8,289,731)	(5,717,868)
Loss per Share	(0.01)	(0.03)	(0.02)	(0.02)
	March 31, 2018 (\$)	December 31, 2017 (\$)	September 30, 2017 (\$)	June 30, 2017 (\$)
Financial Position				
Current Assets	28,654,568	31,244,103	3,291,061	4,918,144
Current Liabilities	2,790,431	3,480,981	714,945	420,617
Exploration and Evaluation Assets	105,865,528	105,858,028	6,241,558	6,291,558
Total Assets	139,236,491	141,807,907	9,532,620	11,209,702
Operations				
Exploration and evaluation expenditures	(1,449,603)	(1,009,255)	(621,687)	(54,874)
Salary, benefits and consulting fees	(223,120)	(1,732,339)	(536,609)	(379,055)
Professional fees	(165,460)	(680,811)	(247,737)	(193,974)
Investor relations, marketing, and travel	(622,126)	(288,161)	(440,612)	(836,470)
Refinery and Associated Studies	(7,375)	-	-	-
Environmental Expenses	(2,365)	-	-	-
General and administrative	(234,326)	(308,932)	(77,585)	(94,047)
Share-based payments	(1,189,272)	(524,971)	(168,038)	(63,570)
Total Operating Expenses	(3,893,647)	(4,544,469)	(2,092,268)	(1,621,990)
Net Loss	(3,254,960)	(4,847,592)	(2,094,449)	(1,666,873)
Loss per Share	(0.01)	(0.05)	(0.04)	(0.03)

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2019

The following are highlights from the Company's results of operations for the three months ended March 31, 2019 and 2018:

- Exploration and evaluation expenditures were \$925,556 for the three months ended March 31, 2019, compared to \$1,449,603 for the three months ended March 31, 2018. The decrease is primarily driven by reduced activity at the Cobalt Camp.
- Salaries, benefits, and consulting fees were \$592,489 for the three months ended March 31, 2019, compared to \$223,120 for the three months ended March 31, 2018. The elevated salaries and consulting amounts for the three months ended March 31, 2019 reflects the larger management team and Board as a result of the acquisition of U.S. Cobalt and ensuing activities at the Iron Creek Project compared to the early 2018 period and include certain external consulting fees. While salaries, benefits and consulting expenses in the comparative 2018 period were low due to the small size of the Company (with the acquisition of US Cobalt occurring later in the 2018 year) they averaged \$779,722 per quarter for the final three quarters of 2018. Therefore, the expenditure in the first quarter of 2019 represents a significant step-down in the baseline personnel costs incurred by the Company. The Company has taken steps to further reduce these costs moving forward.
- Professional fees were \$332,120 for the three months ended March 31, 2019, compared to \$165,460 incurred during the three months ended March 31, 2018, driven by higher legal costs.
- Investor relations, marketing, and travel expenses were \$185,399 for the three-months ended March 31, 2019 which was a significant decrease from the \$622,126 incurred in the three months ended March 31, 2018.
- Refinery and associated studies costs were \$60,491 for the three months ended March 31, 2019, compared to \$7,375 for the three months ended March 31, 2018. The costs incurred mainly relate to the SGS test work on cobalt hydroxide feed. Costs for the Ausenco study will be incurred in the second quarter of 2019.
- Share-based payment expenses were \$555,554 for the three months ended March 31, 2019 compared to \$1,189,272 for the three months ended March 31, 2018. This was mainly due to certain options and share units fully vesting by the end of 2018.

CAPITAL STRUCTURE

As of the date of this MD&A, the Company has 372,249,684 common shares issued and outstanding. In addition, there are outstanding share purchase warrants and stock options for a further 22,322,148 and 13,256,815 common shares, respectively.

The following warrants were outstanding at the date of this report:

Grant Date	Expiry Date	Number of warrants issued	Weighted Average Exercise Price
May 31, 2016	May 31, 2021	200,000	\$0.06
March 9, 2018	March 9, 2020	13,017,682	\$1.50
March 29, 2019	March 29, 2021	9,104,466	\$0.27
		22,322,148	\$0.99

During the three months ended March 31, 2019, the Company issued 9,104,466 share purchase warrants. A total of 8,913,251 warrants were issued to subscribers in the Company's private placement which closed on March 29, 2019. A further 191,215 warrants were issued as finders' fees associated with the private placement.

The following incentive stock options were outstanding at the date of this report:

Grant Date	Expiry Date	Number of shares issuable on exercise	Weighted Average Exercise Price
December 22, 2016	December 22, 2021	300,000	\$0.38
March 2, 2017	March 2, 2022	1,500,000	\$0.66
June 1, 2017	June 1, 2022	1,565,000	\$0.69
June 4, 2018	February 9, 2022	187,500	\$0.294
June 4, 2018	May 17, 2021	562,500	\$0.358
June 4, 2018	August 2, 2022	225,000	\$0.418
June 4, 2018	January 17, 2023	810,000	\$0.511
June 4, 2018	January 31, 2023	450,000	\$0.518
June 26, 2018	June 26, 2023	1,683,482	\$1.43
June 26, 2018	June 26, 2023	2,273,333	\$0.49
September 27, 2018	September 27, 2023	1,300,000	\$0.36
September 27, 2018	September 27, 2025	1,000,000	\$0.36
October 24, 2018	October 24, 2023	400,000	\$0.27
February 21, 2019	February 21, 2024	1,000,000	\$0.18
		13,256,815	\$0.59

During the three months ended March 31, 2019, the Company issued 150,000 DSUs to a new director of the Company. DSUs vest immediately and may not be exercised until a director ceases to serve on the board. There were no DSUs, PSUs, and RSUs granted during the three months ended March 31, 2018.

CAPITAL RESOURCES

The Company defines capital as consisting of shareholder's equity and cash. The Company manages its capital structure to maximize its financial flexibility, making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company's management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this, given the relative size of the Company, is appropriate.

As at March 31, 2019 the Company is not subject to any externally imposed capital requirements or debt covenants. There was no change to the Company's approach to capital management during the three months ended March 31, 2019.

LIQUIDITY

The Company's objective in managing liquidity risk is to maintain sufficient liquidity in order to meet operational and investing requirements. The Company has historically financed its operations primarily through the sale of share capital by way of private placements.

At March 31, 2019, the Company had cash of \$1,732,819 (December 31, 2018 - \$3,262,121) and working capital of \$469,032 (December 31, 2018 - \$1,345,683).

The Company will require additional funding to continue its operations and advance its assets over the next 12 months. The Company has historically been successful in financing activities; however, there can be no assurances that the

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Company will be able to obtain financing. This represents a material uncertainty that may cast doubt on the Company's ability to continue as a going concern.

To maintain liquidity, the Company issued common shares for cash proceeds during the three months ended March 31, 2019 as follows:

- On March 29, 2019, the Company completed a non-brokered private placement by issuing 8,913,251 Units for gross proceeds of \$1.6 million. Each Unit consists of one common share in the share capital of the Company and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional common share at a price of \$0.27 for a period of two years. The Warrants are subject to an acceleration clause such that, if the closing price of the common shares of the Company is equal to or greater than \$0.37 per share for a period of ten consecutive trading days, the Company shall have the option, but not the obligation, to effect an accelerated expiration date that shall be 20 calendar days from the issuance of a notice of acceleration.

The Company has continued to take steps to reduce overhead costs and its ongoing expenditure burn rate, including personnel reductions, minimal exploration spending, decreased investor relations and reduced travel spending. With lower Corporate overhead and less expensive asset-level programs, the Company's burn rate in 2019 will be significantly below the previous year.

<i>(expressed in Canadian Dollars)</i>	Three months ended March 31, 2019	Three months ended March 31, 2018
Cash Flows used in operating activities	\$ (2,566,130)	\$ (3,525,050)
Cash Flows used in investing activities	(307,256)	(1,296,357)
Cash Flows provided by financing activities	1,288,840	456,428
Effect of exchange rates on cash	55,244	27,583
Changes in cash during the period	\$ (1,529,302)	\$ (4,337,396)
Cash – Beginning of the period	3,262,121	29,817,031
Cash – End of the period	\$ 1,732,819	\$ 25,479,635

Cash used in operating activities was \$2,566,130 during the three months ended March 31, 2019, compared to \$3,525,050 used in operating activities during the three months ended March 31, 2018. The decrease in cash used in operating activities was driven primarily by the reduction in exploration activities. While the Company paid down a portion of the accounts payable outstanding at year-end, this use of cash was partially offset by the receipt of GST refunds during the quarter.

Cash used in investing activities was \$307,256 during the three months ended March 31, 2019, compared to \$1,296,357 used in investing activities during the three months ended March 31, 2018. The 2019 outflow was related to an option payment on Keeley-Frontier and the purchase of additional surface rights at Iron Creek. For the three months ended March 31, 2018, the outflow primarily related to the purchase of US Cobalt Inc. shares prior to acquisition.

Cash flows from financing activities were \$1,288,840 during the three months ended March 31, 2019 relating to the proceeds from the Company's March private placement, compared to the \$456,428 from financing activities during the three months ended March 31, 2018. The 2018 inflows related to proceeds of share and issuances.

The development of the Company in the future will depend on the Company's ability to complete additional financings. In the past, the Company has relied on the issuance of equity securities to meet its cash requirements. Funding for potential future development obligations, in excess of funds on hand, will depend on the Company's ability to obtain financing through joint venturing of projects, debt and equity financing or other means. There can be no assurances that the Company will be successful in completing any such financing or in joint venturing its property; failure to obtain additional capital could result in the delay or indefinite postponement of further exploration and development of the Company's properties.

COMMITMENTS

The ongoing expenditure required to maintain the Company's key assets is minimal and summarized below:

- At Iron Creek, annual requirements are limited to tax payments and are less than \$50,000 per year.
- For the Cobalt Camp, there is no exploration spending requirement in 2019 given the large expenditure in the 2018 year. Taxes on the various properties on an annual basis are less than \$50,000 per year and this is the only cash requirement in 2019 and the following few years.

There are minimum spend requirements to maintain the rights to various mineral claims in Ontario; however, spending above these levels in any given year can be "banked" and used in future years and it can be spread across various commonly-controlled properties. First Cobalt has determined the annual cost to be between \$300,000 and \$400,000 across all properties in the Cobalt Camp. Given spending of \$7.6 million in 2018, the Company has banked significant assessment credits and no exploration activity is required in 2019 to maintain its claims.

- For the First Cobalt Refinery, on an annual basis there are activities required for the proper maintenance of tailings management facility – including two discharges, an inspection of the tailings dam and an annual report. The total cost for these activities is approximately \$50,000 on an annual basis.

Given that 2018 work programs at both Iron Creek and Cobalt Camp have been completed, there are no significant contractual future commitments to vendors as at December 31, 2018.

The Company has recorded a provision for environmental remediation, reclamation and decommissioning for its Ontario assets. For the refinery, a liability of \$800,000 has been recorded, linked to a currently filed closure plan. In relation to the refinery closure plan, an amount of \$702,560 is on deposit with the Ministry of Energy, Northern Development, and Mines as financial assurance. For the Cobalt Camp properties, the Company is responsible for rehabilitating disturbances and features on its patented land, and not on mineral claims. The majority of the properties controlled by the Company in the Cobalt Camp are mineral claims. A liability of \$1,811,000 has been recorded for the associated rehabilitation work, reflecting the Company's best estimate. The known features that comprise this estimate will be progressively rehabilitated to reduce the liability over time.

RELATED PARTY TRANSACTIONS

The Company's related parties include key management personnel and companies related by way of directors or shareholders in common.

Key Management Personnel Compensation

During the three months ended March 31, 2019 and 2018, the Company paid and/or accrued the following fees to management personnel and directors:

	March 31, 2019	March 31, 2018
Management	\$ 262,027	\$ 48,333
Directors	94,109	190,731
	\$ 356,136	\$ 239,064

During the three months ended March 31, 2019 the Company also had share-based payments made to management and directors of \$511,819 (three months ended March 31, 2018 - \$1,073,654), the majority of which relates to amortization of previous grants over their vesting period. As at March 31, 2019, the Company had \$19,287 payable to management (December 31, 2018 - \$64,621)

OFF BALANCE SHEET ARRANGEMENTS

The Company currently has no off balance sheet arrangements.

SUBSEQUENT EVENTS

Subsequent to March 31, 2019:

- (a) In April 2019, the Company announced that it had successfully produced a battery grade cobalt sulfate using the First Cobalt Refinery flowsheet. This was a significant milestone which brings the Company closer to recommissioning the only permitted primary cobalt refinery in North America.
- (b) In May 2019, the Company acquired, by way of a private share purchase agreement, a total of 9,640,500 common shares of eCobalt Solutions Inc. for investment purposes. In connection with the private share purchase agreement, the Company issued 21,265,809 common shares of First Cobalt.
- (c) In May 2019, the ASX approved the Company's request to voluntarily delist from the exchange. The Company is delisting due to low ASX trading volumes compared to the TSX-V, to reduce compliance costs, and because it has no Australian cobalt projects or business operations. It is expected that the formal delisting will be completed by the end of June 2019.
- (d) In May 2019, the Company settled an aggregate of \$364,130 of indebtedness owed to an arm's length creditor through the issuance of 2,427,530 common shares. The amount owed is included in accounts payable at March 31, 2019.
- (e) In May 2019, the Company announced it had signed a memorandum of understanding with Glencore AG to supply cobalt feedstock and financing to recommission the Refinery. This partnership is a significant step towards the Company achieving its objective of providing ethically sourced battery grade cobalt for the North American electric vehicle market. The agreement remains subject to due diligence and definitive documentation.

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- (f) On May 28, 2019, the Company announced the results of a scoping study for the restart of the First Cobalt Refinery prepared by Ausenco Engineering Canada Inc. The study used third party cobalt hydroxide as feed material and concluded that by eliminating the refinery's autoclave circuit and addressing production constraints, annual production could reach over 5,000 tonnes of cobalt per annum, more than double previous estimates. The total capital costs associated with this production level is estimated as US\$37.5 million, representing only US\$7.5 million of incremental capital costs over previous estimates in order to double production. Previous studies assumed that the refinery would treat lower grade arsenic-rich concentrate material. The Company is continuing to work with engineering firms, process experts and financial advisers to finalize a business plan to restart the facility.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels.

The hierarchy is as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 fair value measurements are those derived from inputs that are unobservable inputs for the asset or liability.

The fair value of cash approximates the carrying value due to the short-term maturity. The Company considers that the carrying amount of all its financial assets and financial liabilities recognized at amortized cost in the financial statements approximates their fair value due to the demand nature or short-term maturity of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

As at March 31, 2019 and 2018, the Company did not any have level 2 and 3 financial assets or liabilities.

Financial Risk Factors

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations with cash. The Company is expected to be able to satisfy obligations in the near term with its cash balances and proceeds from future equity financings.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash

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and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the Company's functional currency, Canadian Dollars. The Company is exposed to foreign currency risk on fluctuations related to cash, receivables, prepayments, and accrued liabilities that are denominated in US Dollars. The Company has not used derivative instruments to reduce its exposure to foreign currency risk nor has it entered into foreign exchange contracts to hedge against gains or losses from foreign exchange fluctuations.

BUSINESS RISKS AND UNCERTAINTIES

There are many risk factors facing companies involved in the mineral exploration industry. Risk Management is an ongoing exercise upon which the Company spends a substantial amount of time. While it is not possible to eliminate all the risks inherent to the industry, the Company strives to manage these risks, to the greatest extent possible. The following risks are most applicable to the Company.

Financing

Historically, the Company has raised funds through equity financing to fund its operations. The market price of natural resources, specifically cobalt prices, is highly speculative and volatile. Instability in prices may affect the interest in resource properties and the development of and production from such properties. This may adversely affect the Company's ability to raise capital to fund corporate activities as well as acquire and explore resource properties.

Industry and Mineral Exploration Risk

Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that the Company's exploration efforts will be successful. At present, the Company's projects do not contain any proven or probable reserves. Success in establishing reserves is a result of a number of factors, including the quality of the project itself. Substantial expenditures are required to establish reserves or resources through drilling, to develop metallurgical processes, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Because of these uncertainties, no assurance can be given that planned exploration programs will result in the establishment of mineral resources or reserves. The Company may be subject to risks, which could not reasonably be predicted in advance. Events such as labour disputes, natural disasters or estimation errors are prime examples of industry related risks. The Company attempts to balance this risk through ongoing risk assessments conducted by its technical team.

Commodity Prices

The Company is in the business of mineral exploration and as such, its prospects are largely dependent on movements in the price of various minerals. Prices fluctuate on a daily basis and are affected by a number of factors well beyond the control of the Company. The mineral exploration industry in general is a competitive market and there is no

assurance that, even if commercial quantities of proven and probable reserves are discovered, a profitable market may exist. Due to the current grassroots nature of its operations, the Company has not entered into any price hedging programs.

Environmental

Exploration projects or operations are subject to the environmental laws and applicable regulations of the jurisdiction in which the Company operates. Environmental standards continue to evolve and the trend is to a longer, more complete and rigid process. The Company reviews environmental matters on an ongoing basis. If and when appropriate, the Company will make appropriate provisions in its financial statements for any potential environmental liability.

Title of Assets

Although the Company conducts title reviews in accordance with industry practice prior to any purchase of resource assets, such reviews do not guarantee that an unforeseen defect in the chain on title will not arise and defeat our title to the purchased assets. If such a defect were to occur, our entitlement to the production from such purchased assets could be jeopardized.

Competition

The Company engages in the highly competitive resource exploration industry. The Company competes directly and indirectly with major and independent resource companies in its exploration for and development of desirable resource properties. Many companies and individuals are engaged in this business, and the industry is not dominated by any single competitor or a small number of competitors. Many of such competitors have substantially greater financial, technical, sales, marketing and other resources, as well as greater historical market acceptance than does the Company. The Company will compete with numerous industry participants for the acquisition of land and rights to prospects, and for the equipment and labour required to operate and develop such prospects. Competition could materially and adversely affect the Company's business, operating results and financial condition. Such competitive disadvantages could adversely affect the Company's ability to participate in projects with favorable rates of return.

Additional information on risks and uncertainties relating to First Cobalt's business is provided in First Cobalt's Amended and Restated Annual Information Form dated December 17, 2018 under the heading "Risk Factors".

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes may differ significantly from these estimates.

Areas requiring a significant degree of judgment relate to the recoverability and measurement of deferred tax assets and liabilities, the ability to continue as a going concern and the capitalization of development costs. Actual results may differ from those estimates and judgments. Areas requiring a significant degree of estimation include allowances for doubtful accounts.

Areas requiring a significant degree of judgement that have the most significant effect on the amounts recognized in the Company's consolidated financial statements are as follows:

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- *Exploration and Evaluation Assets*
The net carrying value of each mineral property is reviewed regularly for conditions that suggest potential indications impairment. This review requires significant judgment. Factors considered in the assessment of asset impairment include, but are not limited to, whether there has been a significant adverse change in the legal, regulatory, accessibility, title, environmental or political factors that could affect the property's value; whether there has been an accumulation of costs significantly in excess of the amounts originally expected for the property's acquisition, development or cost of holding; and whether exploration activities produced results that are not promising such that no more work is being planned in the foreseeable future.
- *Going Concern*
The assessment of the Company's ability to continue as a going concern involves critical judgement based on historical experience and expectations of the Company's ability to generate adequate financing. Significant judgements are used in the Company's assessment of its ability to continue as a going concern.
- *Income taxes*
Deferred tax assets and liabilities are determined based on differences between the financial statement carrying values of assets and liabilities and their respective income tax bases ("temporary differences"), and losses carried forward.
The determination of the ability of the Company to utilize tax loss carry-forwards to offset deferred tax liabilities requires management to exercise judgement and make certain assumptions about the future performance of the Company. Management is required to assess whether it is probable that the Company will benefit from these prior losses and other deferred tax assets. Change in economic conditions, metal prices and other factors could result in revision to the estimates of the benefits to be realized or the timing of utilizing the losses.
- *Acquisition Accounting*
The Company has accounted for the acquisitions of US Cobalt Inc., Cobalt One Limited, CobalTech Inc., Cobalt Projects International Corp., and Cobalt Industries of Canada Inc. as asset acquisitions. Significant judgment was required to determine that the application of this accounting treatment was appropriate for the transaction. These included, among others, the determination that US Cobalt Inc., CobalTech Inc., Cobalt Projects International Corp. and Cobalt Industries of Canada Inc. did not meet the definition of a business under IFRS 3: Business Combinations. The acquisition of Cobalt One Limited was considered an asset acquisition due to the fact that management and the board of directors remained under the control of the Company. In addition, the basis for the calculation of the fair value of the asset acquired included significant estimates of the fair value of the consideration transferred. The Company has measured the fair value of the consideration transferred based on the last trading price of the date of shareholder approval for the acquisition.
- *Environmental rehabilitation*
Management's determination of the Company's decommissioning and rehabilitation provision is based on the reclamation and closure activities it anticipates as being required, the additional contingent mitigation measures it identifies as potentially being required and its assessment of the likelihood of such contingent measures being required, and its estimate of the probable costs and timing of such activities and measures. Significant judgements must be made when determining such reclamation and closure activities and measures required and potentially required.
- *Valuation of Share-Based Payments*
The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments and the warrant liability. Option pricing models require the input of subjective assumptions including the share price, expected share price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's net loss and equity reserves.

SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies are summarized in Note 2 to the audited consolidated financial statements for the year ended December 31, 2018 and the nine months ended December 31, 2017.

FUTURE CHANGES IN ACCOUNTING POLICIES

The International Accounting Standards Board ("IASB") has issued or amended a number of new standards that were not be effective at December 31, 2018. These standards have not been early adopted in these consolidated financial statements.

IFRS 16, Leases was issued in January 2016 (effective January 1, 2019) and provides a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. The Company does not expect the adoption of IFRS 16 to have an impact on its consolidated financial statements.

Management does not expect any other IFRS or IFRIC pronouncements that are not yet effective to have a material impact on the Company.

INTERNAL CONTROL OVER FINANCIAL REPORTING

The President and Chief Executive Officer and Chief Financial Officer of the Company are responsible for designing internal controls over financial reporting or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. There was no change in the Company's internal controls over financial reporting that occurred during the three months ended March 31, 2019 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

Disclosure Controls and Procedures

Disclosure controls and procedures have been designed to provide reasonable assurance that all relevant information required to be disclosed by the Company is accumulated and communicated to senior management as appropriate to allow timely decisions regarding required disclosure. The Company's President and Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation of the design of the disclosure controls and procedures that as of March 31, 2019, the Company's disclosure controls and procedures provide reasonable assurance that material information is made known to them by others within the Company are appropriately designed.

Limitations of Controls and Procedures

The Company's management, including the President and Chief Executive Officer and Chief Financial Officer, believe that any internal controls over financial reporting and disclosure controls and procedures, no matter how well designed, can have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance that the objectives of the control system are met.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain statements that may be deemed "forward-looking statements", including statements regarding developments in the Company's operations in future periods, adequacy of financial resources and future plans and objectives of Company. All statements in this document, other than statements of historical fact, which address events or developments that the Company expects to occur, are forward looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words

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"expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets" and similar expressions, or events or conditions that "will", "would", "may", "could" or "should" occur. Forward-looking statements in this document include statements regarding future exploration programs, liquidity and effects of accounting policy changes.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Readers are cautioned not to place undue reliance on this forward-looking information.

Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that Management's beliefs, estimates, opinions or other factors should change except as required by law.

These statements are based on a number of assumptions including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of the Company and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for the Company's proposed transactions and exploration and development programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.