CLEGHORN MINERALS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THIRD QUARTER ENDED

DECEMBER 31, 2017

DATED FEBRUARY 23, 2017

SCOPE OF THIS MANAGEMENT'S DISCUSSION AND ANALYSIS AND NOTICE TO INVESTORS

This management's discussion and analysis of financial position and results of operations ("MD&A"), is prepared as of February 23, 2018, and complements the unaudited interim condensed financial statements of Cleghorn Minerals Ltd. ("Cleghorn" or the "Company"), for the three-month and nine-month periods ended December 31, 2017 compared to the three-month and nine-month periods ended December 31, 2016.

The interim condensed financial statements and related notes have been prepared in accordance with IAS 34, Interim Financial Reporting. They do not contain all the information required to be disclosed in annual financial statements. Certain information and notes usually provided in the annual financial statements have been omitted or condensed when not deemed essential to the understanding of the interim financial information of the Company. Therefore, this MD&A should be read in conjunction with the information contained in the annual audited financial statements of the Company and the notes thereto for the year ended March 31, 2017. All financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts are in Canadian dollars unless otherwise indicated.

The Company's independent auditors have not conducted a review of the interim condensed financial report in accordance with the standards established by the Canadian Institute of Chartered Accountants regarding the review of the interim financial report.

The unaudited interim condensed financial statements and the MD&A have been reviewed by the audit committee and approved by the Company's Board of Directors on February 23, 2018. These documents and more information about the Company are available on SEDAR at www.sedar.com.

FORWARD LOOKING STATEMENTS

Certain statements made in this MD&A are forward-looking statements or information. The Company is hereby providing cautionary statements identifying important factors that could cause the Company's actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Company has assumed that the current market will continue and grow and that the risks listed below will not adversely impact the business of the Company. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Company that could influence actual results are summarized below under the heading "Risks and Uncertainties".

Further, unless otherwise noted, any forward-looking statement speaks only as of the date of this MD&A, and, except as required by applicable law, the Company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of the Company, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement.

ABOUT CLEGHORN

Cleghorn, incorporated on February 16, 2010 under the Business Corporations Act of British Columbia is involved in the process of exploring, evaluating and promoting its mineral properties and other projects. The head office of the Company is located at 152 Chemin de la Mine École, Val d'Or, Quebec, J9P 7B6.

The Company's shares are listed on the TSX Venture Exchange. Effective October 23, 2017, the trading symbol changed from JZZ to CZZ. There has been no change to the Company's name and Cusip number and no consolidation of capital.

MINERAL PROPERTY

Meech Lake Matachewan Prospect

On January 5, 2015, the Company entered into a Mineral Claim Purchase Agreement, as amended and restated on April 1, 2015 and further amended and restated on May 14, 2015, with 2973090 Canada Inc. (the "Vendor") to acquire a 100% undivided interest in the Meech Lake Matachewan Prospect. The acquisition was completed on August 18, 2016. The Meech Lake Matachewan Prospect consists of three (3) mining claims situated in Argyle, McNeil and Robertson Townships, approximately 25 km Northwest of Matachewan, in Northeastern Ontario.

Pursuant to the acquisition agreement, the Company granted the vendor a 3% NSR on metals or minerals produced from the property. The Company shall be entitled to repurchase 0.5% of the NSR, leaving the vendor with a 2.5% NSR, by paying to the vendor $1,000,000, and an additional 1%, leaving the vendor with a 1.5% NSR, by paying the vendor an additional $3,000,000.

Funding for the initial sampling program of the historical pits and/or trenches on the property describe below included: for this first phase of work was received from the Ontario Exploration Corp. (OEC) through its prospector assistance program initiative via an initial $10,000 grant in exchange for a 0.5% royalty on the property.

The Company plans to proceed with the second ($25,000 for an additional 0.25% royalty) and third ($50,000 for an additional 0.25% royalty) project funding applications. The royalty has a buyback clause which provides that the company can purchase one-half of the 0.5% royalty for a dollar value that increases over time, ranging from a purchase price of $15,000 before the second anniversary of the date of the agreement to a purchase price of $250,000 from the 11th anniversary of the agreement and beyond.

Exploration work

The Company announced during the quarter the mobilization and commencement of the diamond drilling program on the *Meech Lake - Matachewan Prospect* located in Northeastern Ontario.

The diamond drill program initial focus was directed on the historical Kell's and Waterhole showings where recently completed sampling by Cleghorn identified and confirmed the presence of two separate mineralized systems on the property. Selective assays results from the sampling program of the historical pits and/or trenches on the property included:

8.31% Cu, 3.80% Ni, 13.5 g/t Pt, 60.4 g/t Pd & 1.89 g/t Au (Kell's Showing)

7.01 g/t Au, 31.2 g/t Ag, 2.25% Zn (Waterhole Showing)

The attached table contains the assay highlights from the resampling program for the Hugh Kell's showing.

Kell's showing assay highlights – Trench T-52

Sample No.	ME ICP61 AG pm 0.5	ME ICP61 Co ppm 1	ME ICP61 Cu ppm 1	Cu OG62 Cu% 0.001	ME ICP61 Ni ppm 1	Ni OG62 Ni% 0.001	PGM ICP23 Au ppm 0.001	PGM ICP23 Pt ppm 0.005	PGM ICP23 Pd ppm 0.001	PGM ICP27 Au ppm 0.01	PGM ICP27 Pt ppm 0.01	PGM ICP27 Pd ppm 0.01
62812	2.7	142	6,470		9,130		0.118	0.379	1.105			
62813	3.9	188	>10,000	0.982	8,200		0.165	0.496	1.485			
62814*	9.9	303	>10,000	3.70	>10,000	1.335	0.757	1.250	3.72			
62815	8.7	177	>10,000	1.355	7,330		0.364	1.150	2.78			
85869*	93.5	1,790	>10,000	8.31	>10,000	3.80	1.875	>10.0	>10.0	1.89	13.5	60.4
85870	2.1	113	5,270		4,150		0.127	0.357	1.065			
85871	2.6	141	>10,000	1.02	6,440		0.202	0.734	2.03			
85872	4.1	180	7,010		>10,000	1.310	0.199	0.499	1.550			

* Denotes samples representative of massive sulphide.

The attached table contains the assay highlights from the resampling program for the water hole showing and trenches T23 and T25.

Water hole showing (T-1) and trenches T-23, T-25 assay highlights

Sample No.	Showing	Au-AA23 Au g/t 0.005	ME ICP61 Ag ppm 0.5	ME ICP61 Cu ppm 1	PGM ICP23 Zn ppm 2	Zn-OG62 Zn% 0.001
62810	Water hole	7.01	31.2	3,730	>10,000	2.25
85852	Water hole	0.714	4.2	833	>10,000	1.46
85856	T-23	0.174	0.8	275	>10,000	3.6
85864	T-25	0.268	2.1	435	>10,000	2.17
85866	Water hole	1.525	43.6	1,300	>10,000	3.85
85873	T-25	0.128	1.0	296	9,810	

In conjunction with the drill program, a program of stripping of selective historical pits and trenches was conducted to take advantage of winter access conditions. The purpose of this work is to re-examine (rehabilitation of the historical exploration pits and trenches to complete detailed mapping and sampling) the known mineralization.

In advance of the diamond drilling and stripping exploration activities, two separate phases of detailed in-fill grid and geophysical surveying was completed. The first phase was conducted over the Kell's Showing. This work along with the property compilation work identified a number of new geophysical and geological targets for testing. The second phase consisted of additional in-fill grid and geophysical surveying to test for possible extensions of the Kell's Showing and over other areas prospective areas, including historical trenches T1 (Waterhole Showing), T23 and T25.

The objective of this exploration program is to evaluate the economic potential of the historical surface mineralization along strike and at depth, in addition to drill testing new targets on the property. The program is based on utilizing a new ore deposit model on the property, with a particular emphasis on a structural control component to the mineralization, verses solely on lithological targeting that was the basis in past exploration campaigns.

The results from the drill program are expected at the end of the first quarter of 2018 once core logging of the holes is completed and analytical data is received and compiled. A summer field program is planned for washing, of the rehabilitated historical trenches followed by geological mapping and sampling (rock and channel).

The area of the present-day *Meech Lake – Matchewan* property has a long history of mineral exploration dating from the early *1930's* and has been staked over the years because of interest in its polymetallic (gold, and base-metal (Ni-Cu), platinum group element (PGE) bearing sulphide) mineral potential. In the early *1930's*, prospector Hugh Kell's discovered the so-called "Waterhole" gold/zinc showing on the property. Persistent trenching in *1946* exposed a massive-sulphide bearing ultramafic "dunite" dike hosting highly anomalous grades of copper, nickel, platinum, and palladium, in the west-central part of the property, the so-called "Kell's Showing".

Subsequent exploration drilling in *1951-52* and *1973-74* were unsuccessful in expanding the Kell's Showing along strike, but were successful in extending it to depth, and also in finding new gold mineralization at the Waterhole Showing. Later work indicated that the dunite dike hosting the Kell's Showing extends to the southwest (West Dunite Showing), and also inferred that the gold-zinc and gold occurrences (Waterhole Showing) may be related to a northeast-striking shear zone. The dunite form the Kell's Showing was described as being completely altered to talc + calcite + serpentine (Szetu, 1974; AFRI: 42A02SW0098).

Exploration activities resumed over the area of the present-day property claims intermittently over the years from 1984, and 1987 to 1988, 1991 to 1992 (ground geophysics and approximately 1800m of total drilling).

Cleghorn has received an Exploration Permit from the Ministry of Northern Development and Mines (MNDM) to encompass the stripping and diamond drill program. In addition, as part of the Company's corporate social responsibilities and through the aboriginal consultation process, an Exploration Agreement Memorandum of Understanding has been negotiated with the Matachewan First Nation for the scope of this project.

All previously reported grab sample assay results were completed by ALS Minerals, an accredited mineral analysis laboratory. Sample preparation was completed in Val-d'Or, Québec and analyses in Vancouver, British Columbia. Nickel, copper, cobalt, zinc and silver values were determined by a 61 element, Four Acid / ICP-AES analysis and gold values were determined by a 30 gram fire assay and AAS finish. Platinum, palladium and gold values were determined by 30 gram fire assay with ICP finish. When samples received over-limit values they underwent further analysis using ALS Minerals assay procedure Ni-OG62 (for nickel), Cu- OG62 (for copper), Zn-OG62 (for zinc), and PGM – ICP27 (for gold, platinum and palladium). The reader is referred to: www.alsgobal.com for details of analytical procedures described above.

SELECTED FINANCIAL INFORMATION

GOING CONCERN ASSUMPTION

These interim condensed financial statements have been prepared in compliance with International Financial Reporting Standards (IFRS) and the basis of the going concern assumption, which presumes the Company will continue its operations and will be able to realize its assets and discharge its liabilities and commitments in the ordinary course of business for the foreseeable future. The use of these principles may not be appropriate. The Company is in its early stages, and as is common with similar companies, it raises financing for its exploration and evaluation activities. During the nine-month period ended December 31, 2017, the Company had a net income of $116,252 (net loss for the year ended March 31, 2017 – $157,890) and has an accumulated deficit of $1,021,021 (March 31, 2017 – $1,137,273). To date, the Company has financed its cash requirements primarily by issuing common shares or units. The Company's ability to continue as a going concern is subject to its ability to raise additional financing or reduce its expenditure levels. The Company's discretionary activities do have some scope for flexibility in terms of the amount and timing of expenditures, and to a certain extent, expenditures may be adjusted accordingly. While management has been successful in securing financing in the past, there can be no assurance it will be able to do so in the future, that such sources of funding will be available to the Company or that they will be available on terms acceptable to the Company. These material uncertainties cast significant doubt regarding the ability to continue as a going concern.

FINANCIAL POSITION ANALYSIS

	December 31, 2017	March 31, 2017	March 31, 2016
	$	$	$
Assets	1,480,372	1,201,639	125,588
Liabilities	373,218	210,737	396
Equity	1,107,154	990,902	125,192

ASSETS

Total assets at December 31, 2017 were $1,480,372 compared to $1,201,639 at March 31, 2017, an increase of $278,733 due to an increase in sales taxes recoverable of $42,343 and in exploration and evaluation expenditures of $374,081. These increases are directly attributable to work done on the Meech Lake Matachewan Prospect in December 2017 to fulfill the flow-through requirements. However, these increases were offset by a decrease in cash of $128,791 which served to fund the Company's operations.

LIABILITIES

Total liabilities at December 31, 2017 were $373,218 compared to $210,737 at March 31, 2017, an increase of $162,481 mainly due to an increase in accounts payable and accrued liabilities of $359,768 which was off-set by the reversal of the residual liability component related to the flow-through units of $197,287 following the completion of all flow-through requirements at December 31, 2017. The increase in accounts payable and accrued liabilities is also attributable to the completion of the expenses required on the Meech Lake Matachewan Prospect to fulfill the flow-through requirements.

EQUITY

Equity totalled $1,107,154 at December 31, 2017 compared to $990,902 at March 31, 2017, an increase of $116,252 due to the period net income.

OPERATING RESULTS ANALYSIS

	Three-month period ended December 31, 2017	**Three-month period ended December 31, 2016**	**Nine-month period ended December 31, 2017**	**Nine-month period ended December 31, 2016**
	$	$	$	$
Revenue	-	-	-	-
Operating expenses	25,136	99,946	80,621	149,617
Other income	(176,655)	(12,755)	(196,873)	(12,669)
Net income (loss) and comprehensive income (loss)	**151,519**	**(87,191)**	**116,252**	**(136,948)**
Basic and diluted net income (loss) per common share	**0.007**	**(0.004)**	**0.006**	**(0.012)**

THREE-MONTH PERIOD ENDED DECEMBER 31, 2017 COMPARED TO THE THREE-MONTH PERIOD ENDED DECEMBER 31, 2016

The net income for the three-month period ended December 31, 2017 was $151,519 or $0.007 per share, compared to a net loss of $87,191 or ($0.004) per share for the same period in 2016, an improvement of $238,710 due to the following important changes:

OPERATING EXPENSES

Operating expenses totalled $25,136 compared to $99,946 in 2016, a decrease of $74,810 mainly due to a decrease in share-based payments ($81,602) in connection with the grant of 1,300,000 options in November 2016.

OTHER INCOME

Other income totalled $176,655 compared to $12,755 in 2016, an increase of $163,900 due to the reversal of the remaining liability component related to the flow-through units following the completion of all requirements.

NINE-MONTH PERIOD ENDED DECEMBER 31, 2017 COMPARED TO THE NINE-MONTH PERIOD ENDED DECEMBER 31, 2016

Net income for the nine-month period ended December 31, 2017 was $116,252 or $0.006 per share, compared to a net loss of $136,948 or ($0.012) per share for the same period in 2016, an improvement of $253,200 due to the following important changes:

OPERATING EXPENSES

Operating expenses totalled $80,621 compared to $149,617 in 2016, a decrease of $68,996 due to a decrease in share-based payments ($81,602) and in expenses related to the potential Qualifying Transaction ($13,789). The decrease in share-based payments is due to the grant of 1,300,000 options in November 2016. These decreases were however off-set by an increase in audit and accounting fees ($22,398) and in investor relation fees ($10,532).

OTHER INCOME

Other income totalled $196,873 compared to $12,669 in 2016, an increase of $184,204 due to the reversal of the remaining liability component related to the flow-through units following the completion of all requirements.

CASH FLOW ANALYSIS

	Three-month period ended December 31, 2017	**Three-month period ended December 31, 2016**	**Nine-month period ended December 31, 2017**	**Nine-month period ended December 31, 2016**
	$	$	$	$
Operating activities	(20,237)	5,418	(72,762)	28,628
Investing activities	(19,602)	(17,540)	(56,029)	(23,826)
Financing activities	-	-	-	762,604

THREE-MONTH PERIOD ENDED DECEMBER 31, 2017 COMPARED TO THE THREE-MONTH PERIOD ENDED DECEMBER 31, 2016

OPERATING ACTIVITIES

Operating activities required cash flows of $20,237 compared to generated cash flows of $5,418 in 2016. This increase in the use of cash flows is mainly due to the net loss after non-cash items which went from a net income of $68,790 in 2016 to a net loss of $25,289 in 2017. In addition, the non-cash working capital items generated cash flows of $5,052 compared to $23,819 in 2016.

INVESTING ACTIVITIES

Investing activities required cash flows of $19,602 compared to $17,540 in 2016. These outflows are related to the exploration and evaluation expenditures incurred on the Meech Lake Matachewan Prospect.

NINE-MONTH PERIOD ENDED DECEMBER 31, 2017 COMPARED TO THE NINE-MONTH PERIOD ENDED DECEMBER 31, 2016

OPERATING ACTIVITIES

Operating activities required cash flows of $72,762 compared to generated cash flows of $28,628 in 2016. This increase in the use of cash flows is mainly due the net loss after non-cash items which went from a net income of $68,790 in 2016 to a net loss of $81,035 in 2017. In addition, the non-cash working capital items generated cash flows of $8,273 compared to $96,786 in 2016.

INVESTING ACTIVITIES

Investing activities required cash flows of $56,029 compared to $23,826 in 2016. These outflows are related to the exploration and evaluation expenditures incurred on the Meech Lake Matachewan prospect.

FINANCING ACTIVITIES

Financing activities generated cash flows of $nil compared to $762,604 in 2016 following the completion of a private placement as part of the Qualifying transaction closed on August 18, 2016.

QUARTERLY RESULT TRENDS (IN THOUSANDS OF $)

The operating results for each of the last eight quarters are presented in the following table. Management considers that the information for each of those quarters was determined in the same way as for our audited financial statements for the year ended March 31, 2017.

	Dec 31, 2017	Sep 30, 2017	Jun 30, 2017	Mar 31, 2017	Dec 31, 2016	Sep 30, 2016	Jun 30, 2016	Mar 31, 2016
	$	$	$	$	$	$	$	$
Revenue	-	-	-	-	-	-	-	-
Net income (loss) and comprehensive income (loss)	152	(17)	(18)	(21)	(87)	(33)	(17)	(3)
Basic and diluted net income (loss) per common share	0.007	(0.001)	(0.001)	(0.001)	(0.004)	(0.003)	(0.010)	(0.002)

LIQUIDITY, CAPITAL RESOURCES AND SOURCES OF FINANCING

As of December 31, 2017, the Company had a cash position of $639,468 of which an amount of $321,512 is dedicated to pay for exploration and evaluation expenses and a working capital of $314,941. As of December 31, 2017, all flow-through requirements were fulfilled as the exploration work was performed. However, some expenses were unpaid at December 31, 2017 and therefore included in accounts payable and accrued liabilities.

The Company manages its capital structure and brings about adjustments related to changes in the economic environment and underlying risks of its assets. To preserve or modify its capital structure and to carry on the development of its mining properties, the Company may issue additional common shares or negotiate new loans.

Management expects to have sufficient liquidities to fund its operations at least beyond December 31, 2018. Although management believes it has developed action plans to manage liquidity and operational risk, there is no assurance that these measures will be successful.

Readers are invited to refer to the Risk and Uncertainties section for more information.

INFORMATION ON OUTSTANDING SECURITIES

The following table sets out the number of common shares, warrants and options outstanding as of the date hereof:

Common shares outstanding:	20,258,618	
Share options exercisable:	1,650,000	
Average exercise price of:	$ 0.14	
Expiry date	**Number of option exercisable**	**Exercise price**
		$
November 2018	1,300,000	0.12
November 2020	350,000	0.20
	1,650,000	0.14
Warrants outstanding:	6,181,674	
Average exercise price of:	$ 0.13	
Expiry date	**Number of warrant outstanding**	**Exercise price**
		$
August 2019	4,550,000	0.12
August 2019	1,631,674	0.15
	6,181,674	0.13
Fully diluted shares	28,090,292	

Escrowed Shares

As required by applicable securities commissions and those of the TSX, and under an agreement entered with a transfer agent from Computershare Investor Services Inc., a total of common shares have been placed in escrow and deposited with a trustee under escrow agreements before the completion of the Qualifying Transaction. On August 18, 2016, following the completion of the Qualifying Transaction, 10% of the escrowed shares were released. The balances of restricted shares will be released at a rate of 15% in each of the anniversaries of 6, 12, 18, 24, 30 and 36 months following the initial release. As at December 31, 2017, there were 5,708,357 escrowed shares.

RELATED PARTY TRANSACTIONS

Please refer to Note 12 of the unaudited interim condensed financial statements for key management transactions. The Company has not entered into any other related party transaction.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

ACCOUNTING POLICIES

The preparation of financial statements in accordance with IFRS requires management to adopt accounting policies and to make certain estimates and assumptions that the Company believes are reasonable based upon the information available at the time these decisions are made. In preparing these unaudited interim condensed financial statements, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty are the same as those applied in the annual IFRS financial statements for the year ended March 31, 2017. Readers are invited to refer to Note 3 of the audited financial statements for the year ended March 31, 2017 for a full description of the significant accounting policies of the Company at that date.

RISKS RELATED TO FINANCIAL INSTRUMENTS

Readers are invited to refer to Note 16 of the audited financial statements for the year ended March 31, 2017, for a full description of these risks.

RISKS AND UNCERTAINTIES

An investment in the common shares of the Company involves a high degree of risk and must be considered highly speculative due to the financial and operational risks inherent to the nature of the Company's business and the present stage of exploration and development of its mineral resource properties. These risks may affect the Company's eventual profitability and level of operating cash flow. Prospective buyers of the common shares of the Company should consider the following risk factors:

- Investment of Speculative Nature

Investing in the Company, at this early stage of its development, is of a highly speculative nature.

- Nature of Mineral Exploration and Mining

There is no known mineral resource on the Company's properties. Mineral exploration and development involves a high degree of risk, requires substantial expenditures and few properties that are explored are ultimately developed into producing mines.

- Exploration and Development Risks

Resource exploration and development is a speculative business, involving considerable financial and technical risks, including the failure to discover mineral deposits, market fluctuations and government regulations, which are beyond the control of the Company.

- Additional Financing

Future exploration and development activities will require additional equity and debt financing. Failure to obtain such additional financing could result in delay or indefinite postponement of exploration and development of the property interests of the Company.

- Stress in the Global Economy and Financial Condition

The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing.

- Permits and Licenses

There can be no assurances that the Company will be able to obtain all necessary licenses and permits required to carry out exploration, development and mining operations for its proposed projects.

- Competition

The mineral exploration and mining business is competitive in all of its phases. There is no assurance that the Company will be able to compete successfully with the competition in acquiring suitable properties or prospects for mineral exploration.

- No Assurance of Title to Property

The Company's claims may be subject to prior unregistered agreements or transfers or third party and native land claims and title may be affected by undetected defects.

- Dependence on Key Individuals

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company.

- Environmental Risks for Current and Past Activities and other Regulatory Requirements

The Company may be liable for environmental contamination and natural resource damages relating to properties that it currently owns, operates or have an interest in, or at which environmental contamination occurred while or before it owned, operated or acquired an interest in the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at these properties do not exist.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company.

- Political Regulatory Risks

Any changes in government policy may result in changes to laws affecting the Company's ability to undertake exploration and development activities in respect of present and future properties.

- Conflicts of Interest

The directors and officers of the Company are also directors and officers of other companies, some of which are in the same business as the Company. This situation may result in conflicting legal obligations which may expose the Company to liability to others and impair its ability to achieve its business objectives.

- Insurance

The Company will remain at risk and will be potentially subject to liability for hazards associated with mineral exploration which it cannot insure against or which it has elected not to insure against because of premium costs or other reasons.

- Influence of Third Party Stakeholders

Claims by third parties on the lands in which the Company hold interests, or the exploration equipment and road or other means of access which the Company intend to utilize in carrying out work programs or general exploration mandates, even if not meritorious, may create delays resulting in significant financial loss and loss of opportunity for the Company.

- Fluctuation in Market Value of Shares

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the entity. The future effect of these and other factors on the market price of Company's shares on the Exchange cannot be predicted.