



**OLIVUT RESOURCES LTD.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**OCTOBER 31, 2019**



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**The effective date of this report is December 4, 2019.**

This Management's Discussion and Analysis ("MD&A") contains certain "Forward-Looking Statements." All statements, other than statements of historical fact included herein, including without limitation, statements regarding potential mineralization and resources, exploration and evaluation activities, and future plans of Olivut Resources Ltd. (the "Company" or "Olivut") are forward-looking statements that involve various known and unknown risks and uncertainties and other factors that could cause actual results to differ materially from expected results, including changes in future prices of precious minerals, variations in resources and grades, accidents, labour disputes and other risks associated with the exploration and mining industry, delays in obtaining governmental approvals and financing. Other than as required by applicable laws, the Company does not update or revise any such forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events. Accordingly, readers should not place undue reliance on forward-looking statements.

This MD&A provides a detailed analysis of the business of the Company and compares the results for the three months and the year ended October 31, 2019 and the comparative periods in 2018. In order to better understand this MD&A, it should be read in conjunction with the annual financial statements for the years ended October 31, 2019 and 2018. The Company prepares and files with various Canadian regulatory authorities its financial statements and MD&A in Canadian dollars and in accordance with International Financial Reporting Standards ("IFRS").

The Company's news releases and other regulatory filings can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **Description of Business**

The Company is engaged in the acquisition, exploration and evaluation of properties for the purpose of mining precious minerals.

As of the date of this report, the Company has a 100% mineral interest in the HOAM Project located in the Mackenzie Region (the "HOAM Project") and, as announced on July 6, 2018, an option to earn 50% interest in the Seahorse Project as described below. Both projects are located in Canada's Northwest Territories.

In addition, the Company has completed in the past, and may, where warranted and subject to available cash, continue to seek opportunities in the future to complete early stage evaluations for precious mineral potential in other relatively unexplored regions of the world. Olivut views these opportunities to be worthwhile for its shareholders as a way to provide possible additional upside potential through new exploration of promising terrain. If any such opportunities are investigated, the intent is to focus limited, initial expenditures to evaluate the potential for economic precious mineral deposits of meaningful size. The aim of the Company's management and the Company's technical team is to acquire if warranted, in their view, enough new scientific information from early stage analysis to conclude relatively quickly if a new project warrants further corporate commitments.

Further detail is provided under "*Mineral Property and Exploration and Evaluation Activities*".

**Selected Annual Information**

|  | Year ended October 31, |            |            |
|--|------------------------|------------|------------|
|  | 2019<br>\$             | 2018<br>\$ | 2017<br>\$ |
| Total interest income                  | 38,477                 | 26,293     | 16,368     |
| Net (loss)                             | (1,197,607)            | (871,426)  | (397,097)  |
| Basic and diluted net (loss) per share | (0.02)                 | (0.02)     | (0.01)     |
| Total assets                           | 628,637                | 1,647,123  | 360,172    |

**Summary of Quarterly Results**

|   | 2019<br>4th Quarter<br>\$ | 2019<br>3rd Quarter<br>\$ | 2019<br>2nd Quarter<br>\$ | 2019<br>1st Quarter<br>\$ |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
| Total interest income                                 | 6,661                     | 8,979                     | 11,107                    | 11,730                    |
| Net (loss)  | (612,043)                 | (278,128)                 | (198,451)                 | (108,985)                 |
| Basic and diluted net (loss) per share <sup>(1)</sup> | (0.01)                    | (0.00)                    | (0.00)                    | (0.00)                    |

Note 1: The sum of the quarters' basic and diluted net loss per share does not equal the full year net loss per share of \$0.02 due to rounding

|  | 2018<br>4th Quarter<br>\$ | 2018<br>3rd Quarter<br>\$ | 2018<br>2nd Quarter<br>\$ | 2018<br>1st Quarter<br>\$ |
|--|---------------------------|---------------------------|---------------------------|---------------------------|
| Total interest income                  | 12,212                    | 5,075                     | 4,717                     | 4,289                     |
| Net (loss)                             | (306,387)                 | (301,450)                 | (135,372)                 | (128,217)                 |
| Basic and diluted net (loss) per share | (0.01)                    | (0.01)                    | (0.00)                    | (0.00)                    |

**Results of Operations**

Three months and the year ended October 31, 2019 compared to three months and the year ended October 31, 2018.

The Company's net loss for the three months and year ended October 31, 2019 was \$612,043 and \$1,197,607 respectively (2018 - \$306,387 and \$871,426 respectively).

The Company has no active business income. Interest income is primarily earned on cash deposits, cash equivalents and the loan receivable, which in the three months and the year ended October 31, 2019 amounted to \$6,661 and \$38,477 respectively (2018 - \$12,212 and \$26,293 respectively).

Administrative and general expenses for the three months and the year ended October 31, 2019 were approximately the same amounts compared to the three months and the year ended October 31, 2018. Even though the President and CEO elected to defer payment of the majority of her salary in the three months and the years ended October 31, 2019 and 2018, the Company continues to accrue the expense. Non-cash share-option amortization expense decreased by \$4,544 and \$22,516 respectively in the three months and the year ended October 31, 2019 compared to the same periods in the prior year.

Exploration expenses for the three months and the year ended October 31, 2019 were \$528,133 and \$835,198 respectively (2018 - \$192,636 and \$460,419 respectively). The change in exploration expenses period over period is explained below under "Mineral Property and Exploration and Evaluation Activities".

## **Mineral Property and Exploration and Evaluation Activities**

### *The HOAM Project*

The Company has a 100% interest in certain permits in the HOAM project located in the Mackenzie Region, Northwest Territories, Canada (the “HOAM Project”). This interest is subject to a 1.5% Net Smelter Return royalty (“NSR”), 50% of which is held by a director and officer of the Company.

The Company relinquishes or acquires land holdings based on the evaluation of technical information. The Company currently has interest in permits totaling approximately 36,800 hectares.

The Company has been very successful in identifying kimberlite occurrences in this previously unexplored area of the Northwest Territories. Twenty-nine kimberlite discoveries have been made to date. Although some of the kimberlites are microdiamond bearing, they do not contain the extremely positive diamond inclusion field indicator mineral populations (including G10 garnets) that were previously found in regional stream sediment and till samples in the HOAM Project area. The presence of these high priority indicator minerals warrants continued exploration to discover their source.

In 2013 a detailed helimag program was undertaken to assess moderate to high priority anomalies identified from the ongoing analysis of Olivut’s regional airborne magnetic database. Twenty-three blocks were flown at 50 metre line spacing. The blocks were selected based on logistical parameters to maximize the amount of data that could be obtained within a limited field budget.

As a result of the 2013 helimag program, seventeen targets were classified as being of moderate to high priority. In addition, as part of the 2013 helimag program, a larger block was flown over an area of known kimberlite occurrences to assess regional structures and define weaker magnetic responses. The Company is very pleased with the results from this test area as additional high interest targets were identified; many of these correlate to structural features. These results have positive implications for exploration within the broader region of the HOAM project area.

Exploration on the HOAM Project from 2014 through to the effective date of this MD&A has consisted of more in-depth interpretation of the Company’s extensive regional airborne geophysical database. Modeling of certain targets also has been undertaken. Numerous additional new anomalies have been defined up ice from high interest kimberlite and diamond inclusion indicator mineral populations. The bedrock sources for these indicator mineral populations have yet to be identified. Based on the encouraging results to date, detailed airborne magnetic surveys will be required over these new anomalies to provide increased definition. It is anticipated that many additional new targets will be added to the current list of priority drill targets.

Numerous targets are drill ready on the HOAM Project and a detailed helimag program is proposed for the remaining regional geophysical targets in order to finalize the drill priority list. Completion of this work program is contingent on the raising of additional funds in excess of those committed to the Seahorse Project as described below.

Actual exploration costs on the HOAM Project for the three months and the year ended October 31, 2019 were \$6,001 and \$33,755 respectively (2018 - \$5,310 and \$47,817 respectively).

### *The Seahorse Project*

On July 6, 2018 the Company announced that it had signed an option agreement (the “Option Agreement”) with Talmora Diamond Inc. (“Talmora”) to earn 50% in Talmora’s Seahorse Project (the “Seahorse Project”), located in the Northwest Territories, by spending \$1,200,000 (in a combination of cash and in-kind expenses) over two years on exploration expenditures and making a \$200,000 payment to Talmora (the “Option Payment”). Olivut is the operator during the option period. The Company is not required to spend the full \$1,200,000 if the Company decides not to exercise the option.



Cumulative exploration expenditures made by the Company as at October 31, 2019 total \$17,164,826 (at October 31, 2018 - \$16,329,628), including amounts spent in prior years on other projects where the Company's interests have been terminated.

Additional information is available at [www.sedar.com](http://www.sedar.com) and the Company's website at [www.olivut.com](http://www.olivut.com).

### **Liquidity and Capital Resources**

As at October 31, 2019, the Company had a cash and cash equivalents balance of \$294,262 (October 31, 2018 - \$1,313,624) to settle accounts payable and accrued liabilities of \$941,329 (October 31, 2018 - \$780,146), which includes \$874,414 (October 31, 2018 - \$698,759) of unpaid salary and vacation pay owing to the Company's President and CEO (she has elected to defer payment of the bulk of her salary each year since fiscal 2015).

All of the Company's financial liabilities have contractual maturities of less than one year, with the exception of the equipment lease described below under "Commitments and Contingencies – Operating Lease".

During the three months and the year ended October 31, 2019, cash used in operating activities was \$591,239 and \$1,037,362 respectively (2018 - \$228,284 and \$686,642 respectively). The increase in cash used in operating activities in the three months and the year ended October 31, 2019 compared to the prior year was primarily due to the increase in exploration expenses incurred on the Seahorse Project period over period, as outlined above under "*Mineral Property and Exploration and Evaluation Activities – The Seahorse Project*".

The Company's ability to continue operations and fund its business is dependent on management's ability to secure additional financing and the continued deferral of some or all of the President and CEO's salary.

On July 25, 2018, the Company issued a total of 900,000 common shares at \$0.12 per common share through a non-brokered private placement for aggregate gross proceeds of \$108,000.

On July 6, 2018, the Company issued a total of 13,166,667 common shares through a non-brokered private placement for aggregate gross proceeds of \$1,600,000. The private placement comprised the placements of (i) 666,667 common shares with flow-through tax benefits to the shareholders ("flow-through shares") for proceeds of \$100,000 at a price of \$0.15 per flow-through share and (ii) 12,500,000 common shares for proceeds of \$1,500,000 at a price of \$0.12 per common share.

On December 22, 2017, the Company issued a total of 2,827,272 common shares through a non-brokered private placement for aggregate gross proceeds of \$315,000. The private placement comprised the placements of (i) 100,000 flow-through shares for proceeds of \$15,000 at a price of \$0.15 per flow-through share and (ii) 2,727,272 common shares for proceeds of \$300,000 at a price of \$0.11 per common share.

It is anticipated that the Company will continue to rely on equity financing to meet its ongoing working capital requirements. On the basis of the Company's current cash position, expected cash expenditures (including any amount that may be spent in order to meet the earn-in option on the Seahorse Project in accordance with the Option Agreement) and despite the continued deferral of some or all of the salary of the Company's President and CEO, the Company believes it will require further equity financing to meet its working capital requirements as prescribed by the TSXV.

The Company will continue to solicit additional funds as required to enable the Company to continue to operate, to continue exploration on its projects and to consider new opportunities. Management carefully monitors its cash balances and may postpone exploration expenses so as to protect the Company's working capital if equity markets do not permit additional financing.

As at October 31, 2019, the Company did not have any long-term debt or contractual liabilities or obligations other than as reported in the annual financial statements.

### **Off-Balance Sheet Arrangements**

The Company has not entered into any off-balance sheet transactions.

### **Transactions with Related Parties**

In addition to salaries and benefits, during the three months and the year ended October 31, 2019 a total of \$130,000 and \$228,800 respectively (2018 - \$39,000 and \$57,000 respectively) for exploration consulting expenditures and \$2,400 and \$9,600 respectively (2018 - \$2,400 and \$9,600 respectively) for administrative and general expenses included in the statements of operations were accrued or paid to directors and officers of the Company or persons or companies related to or controlled by them. The directors and officers of the Company or persons or companies related to or controlled by them were also reimbursed at cost for expenses incurred on behalf of the Company.

Included in accounts payable and accrued liabilities at October 31, 2019 is \$903,286 (October 31, 2018 - \$718,452) owing to directors and officers of the Company or persons or companies related to or controlled by them, including unpaid salary and vacation pay owing to the President and CEO of \$874,414 (October 31, 2018 - \$698,759).

Amounts owing to the related parties are unsecured and non-interest bearing with no fixed terms of repayment.

### **Critical Accounting Estimates**

The areas which require management to make significant judgements, estimates and assumptions are described in detail in Note 3 to the annual financial statements for the year ended October 31, 2019.

### **Changes in Accounting Policies and Recent Accounting Pronouncements**

Please refer to Note 4 of the annual financial statements for the year ended October 31, 2019.

### **Outstanding Share Data**

As of December 4, 2019, an unlimited number of common shares with no par value are authorized of which 57,840,611 shares are issued and outstanding.

Under the terms of the Company's Share Option Plan, as at December 4, 2019 a total of 5,497,500 options to purchase common shares at exercise prices ranging from \$0.05 to \$1.40 per common share and expiring between June 26, 2022 and October 28, 2029 are outstanding.

### **Commitments and Contingencies**

#### 1. Environmental Contingencies

The Company's exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

#### 2. Management Contracts

The Company is party to a management contract. Minimum contract commitments remaining under the agreement are approximately \$660,000, including \$220,000 due within one year. Upon the occurrence of certain events such as a change of control, the contract requires payment of up to \$1,000,000. As the likelihood of these events taking place is not determinable, the contingent payment has not been reflected in the annual financial statements for the year ended October 31, 2019.

### 3. Flow-Through Shares

Pursuant to the issuance of 666,667 flow-through shares on July 6, 2018, the Company renounced \$100,000 of qualified exploration expenditures with an effective date of December 31, 2018.

The Company is required to expend this amount on qualified exploration expenditures by December 31, 2019. As of October 31, 2019, the Company believes it has expended this entire amount on qualified exploration expenditures.

Pursuant to the issuance of 100,000 flow-through shares on December 22, 2017, the Company has renounced \$15,000 of qualified exploration expenditures with an effective date of December 31, 2017.

The Company is required to expend this amount on qualified exploration expenditures by December 31, 2018. As of October 31, 2019, the Company believes it has expended this entire amount on qualified exploration expenditures.

The Company has indemnified the subscribers of current and previous flow-through share offerings against any tax related amounts that may become payable by the subscribers as a result of the Company not meeting the expenditure commitment.

### 4. Operating Lease

The Company is committed to an operating lease for equipment rental, which expires on July 1, 2021. Minimum lease payments for successive fiscal years ending October 31 are as follows:

| Year | Amount<br>\$        |
|------|---------------------|
| 2020 | 2,772               |
| 2021 | <u>1,386</u>        |
|      | <u><u>4,158</u></u> |

### 5. Litigation

The Company is not involved in any outstanding litigation.

### **Capital Management**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of mineral properties. The capital of the Company consists of capital stock and equity reserves. The Board of Directors does not establish quantitative return on capital criteria for the Company's management, but rather relies on the expertise of management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage. Accordingly, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for its administrative costs, the Company will spend its existing working capital and raise additional amounts as needed and if reasonably available. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended October 31, 2019. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of six months. As of October 31, 2019, the Company is not compliant with these policies of the TSXV. The final impact of this violation is not known and is ultimately dependent on the discretion of the TSXV.

### **Risks and Uncertainties**

Risks and uncertainties include, but are not limited to, the following:

#### 1. Financial Risk Factors

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

##### *a) Liquidity Risk*

As at October 31, 2019, the Company had a cash balance of \$294,262 to settle accounts payable and accrued liabilities of \$941,329, which includes \$874,414 of unpaid salary and vacation pay owing to the Company's President and CEO that she has elected to defer and that is non-interest bearing with no fixed terms of repayment. All of the Company's financial liabilities have contractual maturities of less than one year, with the exception of the equipment lease described above under "Commitments and Contingencies – Operating Lease". The Company's ability to continue operations and fund its business is dependent on management's ability to secure additional financing and the continued deferral of some or all of the President and CEO's salary. Although the Company has been successful in the past in obtaining financing, there can be no assurance that additional funding will be available, or available under terms favourable to the Company, or that the President and CEO will continue to elect to defer some or all of her salary. The Company will need to rely on new sources of equity financing, if available, to meet its ongoing working capital requirements. There currently exists a low level of investor interest for equity financing of junior exploration companies.

Management of the Company will be actively soliciting additional financing to enable the Company to continue to operate, including exploration on its projects, and to consider new opportunities.

Failure to obtain additional financing would result in delay or the indefinite postponement of further exploration and the development of the HOAM and/or Seahorse Projects as well as the loss of prospecting permits and/or mineral claims and the risk of the Company failing to continue as a going concern.

Further discussion relating to liquidity risk is described above under "*Liquidity and Capital Resources*".

##### *b) Credit Risk*

The Company's credit risk is primarily attributable to cash and cash equivalents, amounts receivable and a loan receivable. The Company has no significant credit risk arising from operations. Cash consists of bank deposits with Canadian chartered banks and guaranteed investment certificates issued by a Canadian chartered bank. The loan receivable is described in Note 10 to the annual financial statements for the year ended October 31, 2019 and is secured by all assets of the borrower.

c) *Market Risk*

i. Interest Rate Risk

The Company's current policy is to invest its cash and cash equivalent balances in investment-grade short-term guaranteed investment certificates issued by its banking institution. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its banks. The Company considers interest rate risk to be minimal. The loan receivable is at a fixed interest rate and it is expected that future financings, if any, would be secured from equity placements rather than debt obligations.

ii. Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes that the foreign exchange risk from currency conversions is negligible.

iii. Price Risk

The Company is exposed to price risk with respect to commodity prices. Although the Company has no influence on commodity prices, it closely monitors commodity prices to determine appropriate courses of action.

d) *Fair Value*

The carrying amounts for cash, amounts receivable, accounts payable and accrued liabilities on the statements of financial position approximate fair value because of the limited terms of these instruments. The fair value of the loan receivable approximates carrying value as the interest rate approximates the current rate for similar instruments.

The Company's financial instruments that are carried at fair value consist of cash equivalents that do not have quoted market prices. They have been classified as level 2 within the fair value hierarchy.

e) *Sensitivity to Financial Risks*

The Company considers interest rate risk to be minimal. The loan receivable, described in Note 10 to the annual financial statements for the year ended October 31, 2019, has a fixed interest rate of 7% and the Company does not carry interest bearing debt. It is expected that future financings, if any, would be secured from equity placements rather than debt obligations. Based on cash held by the Company as at October 31, 2019, a 1% increase or decrease in the interest rate would generate a respective increase or decrease in interest income of approximately \$3,000 annually.

The Company does not hold any balances in foreign currencies to give rise to foreign exchange risk.

Price risk is remote since the Company is not a producing entity.

2. Exploration

In addition to the uncertainty of the Company's ability to raise financing to allow continued exploration of the HOAM and/or Seahorse Projects, the Company's exploration projects are subject to conditions beyond its control that can affect the carrying costs and exploration and evaluation costs for varying lengths of time. Such conditions include environmental hazards, unusual or unexpected geological formations or pressures and periodic interruptions due to inclement or hazardous weather conditions, geopolitical, economic, regulatory conditions as well as dependence on key employees and consultants. Such risks could result in damage to, or destruction of, mineral properties or facilities, personal injury, environmental damage, delays in exploration programs, monetary losses and possible legal liability. Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful. Success in establishing marketable mineral reserves is a result of a number of factors, including the quality of management, the Company's level of geological and technical expertise, the quality of land holdings, the availability of suitable employees, contractors, consultants and equipment and other factors.

If mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling, to determine the optimal recovery process to extract the minerals from the ore and to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment of resources or reserves.

Whether a resource deposit will ultimately be commercially viable depends on a number of factors, including the particular attributes of the deposit such as the deposit's size, financing costs and the prevailing prices for the applicable resource. Also of key importance are government regulations, including those relating to prices, taxes, royalties, land tenure, land use, land treaties and environmental protection, and relations with local communities and with First Nations.

The Company's continued existence is dependent upon the ability of the Company to raise financing, if necessary and/or available, its extensive regional information database, exploration properties, the discovery of economically recoverable reserves, the achievement of profitable operations and upon the Company's ability to dispose of its interests on an advantageous basis.

Although the Company has taken steps to verify title to the properties on which it and/or its joint venture partner (if applicable) is conducting exploration and in which it and/or its joint venture partner (if applicable) has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's or its joint venture partner's (if applicable) title. Property title may be subject to unregistered prior agreements, indigenous land claims and non-compliance with regulatory requirements.

### 3. Licenses and Permits, Laws and Regulations

The Company's exploration activities may require permits from various government authorities, and are subject to extensive federal, provincial and local laws and regulations governing prospecting, exploration, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. The Company relies on the expertise and commitment of its management team, their advisors, and contractors to ensure compliance with current laws and fosters a climate of open communication and cooperation with regulatory bodies. The Company believes that it and its joint venture partner (if applicable) hold all necessary licenses and permits under applicable laws and regulations and believes it and its joint venture partner (if applicable) are presently complying in all material respects with the terms of such licenses and permits.

There can be no guarantee that the Company or its joint venture partner (if applicable) will be able to maintain or obtain all necessary licenses and permits that may be required to explore and evaluate the properties under exploration, commence construction or operation of mining facilities or to maintain continued operations.

### 4. Climate Change

Execution of the Company's exploration programs are highly dependent on weather conditions in the areas of exploration. The risk of delays or cancellations of exploration programs due to poor weather conditions possibly related to climate change, including the timing and expense of such delays or cancellations, is currently impossible to predict or measure.