



DISCOVERY-CORP ENTERPRISES INC.
(an exploration stage company)

Management's Discussion & Analysis

**For the year ended
July 31, 2018**



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

The following discussion and analysis of the operations, results, and financial position of the Company for the fiscal year ended July 31, 2018 should be read in conjunction with the July 31, 2018 Audited Consolidated Financial Statements and the related Notes. The effective date of this report is November 2, 2018. All amounts are expressed in Canadian dollars unless otherwise noted.

OVERVIEW

Discovery-Corp Enterprises Inc. (the "Company") was incorporated under the laws of British Columbia on May 6, 1986 and maintains its head office and registered office at Suite 1108 - 193 Aquarius Mews, Vancouver, British Columbia, Canada, V6Z 2Z2. The Company is an exploration stage company engaged in the exploration for base and precious metals. The Company holds an undivided 50% interest in the mineral rights associated with Rock Creek Ranch located in Humboldt County, Nevada, USA. The Company's Galaxy property is located in the Kamloops Mining Division in southern British Columbia, Canada. The property is comprised of two Crown granted mineral claims and seven two-post legacy mineral claims that cover an area of approximately 90 hectares. The legacy claims are 100% owned by Discovery-Corp Enterprises Inc. The Company's shares trade on the TSX Venture Exchange under the trading symbol DCY.V.

FORWARD LOOKING STATEMENTS

The Management Discussion and Analysis is based on a review of the Company's operations, financial position and plans for the future based on facts and circumstances as of July 31, 2018. Except for historical information or statements of fact relating to the Company, certain information contained herein constitutes forward looking statements. Forward looking statements are based on the opinions, plans and estimates of management at the date the statements are made and are subject to a variety of risks, uncertainties and other factors that could cause the actual results to differ materially from those projected by such statements. The primary risk factors affecting the Company are discussed further under the heading "Risk Factors" below. The Company undertakes no obligation to update forwarding looking statements if circumstances or management's estimates, plans or opinions should change. The reader is cautioned not to place undue reliance on forwarding looking statements.

SELECTED ANNUAL INFORMATION

The following are highlights of financial data on the Company for the most recently completed three financial years:

Expressed in Canadian \$

	July 31, 2018	July 31, 2017	July 31, 2016
Loss before other items	(156,405)	(177,399)	(226,537)
Total comprehensive (loss)	(177,377)	(145,792)	(219,520)
(Loss) income per share	(0.003)	(0.002)	(0.004)
Total assets	83,926	144,338	71,186
Total liabilities	12,285	11,516	59,242
Working capital (deficiency)	42,725	103,906	(16,972)



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

OVERALL PERFORMANCE FOR THE YEAR ENDED JULY 31, 2018

Management will continue investigating new exploration opportunities identified as having favorable potential to enhance the Company's resource property interests. Discovery-Corp's 43-101 Technical Report on its Galaxy Project is available for viewing on SEDAR and the Company's website www.discovery-corp.com. The technical information was approved by Christopher Naas, P. Geo, a qualified person as defined by NI 43-101 and is not independent of Discovery-Corp.

OPERATION RESULTS FOR THE 4th QUARTER ENDED JULY 31, 2018 COMPARED TO 4th QUARTER ENDED JULY 31, 2017

Comprehensive loss for the 4th Quarter ended July 31, 2018 was \$34,907 a decreased loss of \$16,193 when compared to the 4th Quarter of 2017 Comprehensive loss of \$51,100.

The Loss Before Other Items for the 4th Quarter 2018 of \$30,152 represents a decrease of \$19,162 when compared to the 4th Quarter of 2017 Loss Before Other Items loss of \$49,314.

SUMMARY OF QUARTERLY RESULTS

Quarter Ended	2018			2017				2016
	Jul. 31 Q4 (IFRS)	Apr. 30 Q3 (IFRS)	Jan. 31 Q2 (IFRS)	Oct. 31 Q1 (IFRS)	Jul. 31 Q4 (IFRS)	Apr. 30 Q3 (IFRS)	Jan. 31 Q2 (IFRS)	Oct. 31 Q1 (IFRS)
Income (Loss) Before Other Items	(30,152)	(41,845)	(45,791)	(38,617)	(49,314)	(43,473)	(43,716)	(40,896)
Net Income (Loss)	(30,126)	(41,812)	(45,736)	(38,575)	(49,262)	(43,389)	(43,119)	(40,626)
Comprehensive gain (loss)	(34,907)	(46,690)	(52,705)	(43,075)	(51,100)	(33,263)	(28,263)	(33,166)
Loss (Gain) Per Share	(0.001)	(0.001)	(0.001)	(0.001)	(0.001)	(0.001)	(0.001)	(0.001)

RESULTS OF OPERATION FOR THE YEAR ENDED JULY 31, 2018

The review of results should be read in conjunction with the Audited Consolidated Financial Statements of the Company for the fiscal years ended July 31, 2018 and 2017.

The comprehensive loss for the year ended July 31, 2018 was \$177,377 or \$(0.003) per share compared to a comprehensive loss of \$145,792 for the year ended July 31, 2017 or \$(0.002) per share. Interest income decreased from \$1,003 in 2017 to \$156 in 2018.

Administration expenses for the year ending July 31, 2018 were \$155,468 compared to \$176,335 in 2017. The administration expenses for the Company expressed in Canadian dollars are broken down as follows:



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

Administration Expenses

	2018	2017
Consulting fees administration (Note 9)	\$ 95,000	\$ 114,500
Professional fees	18,006	18,701
Travel	340	116
Rent	18,000	18,000
Listing, filing and transfer agent fees	19,395	20,139
Office and miscellaneous	2,734	3,487
Shareholder and investor relations	1,563	802
Bank charges	430	590
	<u>\$ 155,468</u>	<u>\$ 176,335</u>

Expenses have been reduced from finding administration savings during the year. There was no share-based payment expense in 2017 and 2018.

RESOURCE PROPERTIES

	July 31, 2018	July 31, 2017
Galaxy Property, British Columbia, Canada	<u>\$ 20,916</u>	<u>\$ 20,916</u>

Galaxy Property, British Columbia, Canada

The Company holds an undivided 100% interest in seven mineral claims and two Crown-granted mineral claims in the Kamloops Mining Division of British Columbia, Canada, known as the Galaxy Property.

Rock Creek, Nevada, USA

The Company holds a 50% interest in the Rock Creek property. The Company has written off the property for accounting purposes, but retains its interest for viable projects in the future.

Exploration Expenditures

The exploration expenses for the Company related to its Galaxy Property are broken down as follows:

	2017	2017
Government fees	\$ 247	\$ 247
First Nations Consultation	690	817
	<u>\$ 937</u>	<u>\$ 1,064</u>

Given the amount of work done all properties remain in good standing.



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

LIQUIDITY AND WORKING CAPITAL

Cash flow

Cash utilized in operations was \$154,494 for the year ended July 31, 2018 compared to \$223,363 for the year ended July 31, 2017. In 2017 accounts payables were decreased by \$47,726; whereas, in 2018 cash was not used to reduce accounts payable. Further cash savings in 2018 came from administration expenses being reduced by \$20,867. This is what accounts for much of the \$68,869 difference between \$223,363 and \$154,494.

On September 6, 2016, the Company closed a non-brokered private placement of 9,000,000 units at a price of \$0.03 per unit for total gross proceeds of \$270,000. Each unit consists of one common share and one share purchase warrant of the Company. Each warrant will entitle the holder to purchase an additional share in the capital of the Company at an exercise price of \$0.05 until September 6, 2019. No finder's fees were paid. Total share issuance costs of \$3,330 were incurred yielding net proceeds of \$266,670.

On December 12, 2017 the Company closed a non-brokered private placement of 8,000,000 units at a price of \$0.015 per unit for total gross proceeds of \$120,000. Each unit consists of one common share and one share purchase warrant of the Company. Each warrant will entitle the holder to purchase an additional share in the capital of the Company at an exercise price of \$0.05 until December 11, 2020. No finder's fees were paid. Total share issuance costs of \$3,804 were incurred yielding net proceeds of \$116,196. All securities issued pursuant to the Offering are subject to a four-month resale restriction expiring on April 12, 2018.

At this time the Company has no operating revenues. Historically, the Company has raised funds through equity financing and the exercise of options and warrants to fund its operations. Financing through the issuance of common shares is affected by certain market conditions including the price of metals. The market price of metals is highly speculative and volatile. Instability in the market price may affect investor interest in mining stocks. If the metal prices substantially decline, this may adversely affect the Company's ability to raise sufficient capital to fund operations including exploration.

Working Capital

The Company had working capital of \$103,906 at July 31, 2017. Working capital of \$42,725 in 2018 includes \$15,729 of cash, \$38,587 of marketable securities and \$694 in government receivables.

The Company believes the working capital is sufficient to meet its on-going obligations and general operating expenses for the 2018 fiscal year. However, the Company's ability to continue as a going concern is completely dependent upon the ability of the Company to obtain the necessary financing to meet its obligations and pay its liabilities arising from normal business operations when they come due. There can be no assurance that management's plans will be successful. If the going concern assumption were not appropriate for the consolidated financial statements then adjustments may be necessary to the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material.



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of this Management's Discussion and Analysis and the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

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

Critical Accounting Estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include, but are not limited to, the following:

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement. In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities.

Critical Accounting Judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

Exploration and evaluation assets

Management is required to make judgments on the status of each mineral property and the future plans with respect to finding commercial reserves. Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Estimates and assumptions made in the realization of the Company's investment in mineral property interests may change if new information becomes available. New information may become available during the use of these assets that causes the Company to adjust its estimates.



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

Impairment of marketable securities

Management assesses at each reporting date to determine whether there is any objective evidence that marketable securities are other than temporarily impaired. Marketable securities are considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows. Management applies judgment in determining impairment by considering whether the decline in fair value is both significant and prolonged. All impairment losses are recognized in profit or loss.

Going concern

Management assesses the amount of cash on hand at each reporting date to determine whether the Company pursues any exploration programs or adjusts management salaries and other expenses in the following year. Management ensures that the Company has enough cash to cover the operating expenses. Based on the analysis, the Company will be going concern for the next 12 months.

Pending Accounting Pronouncements

Certain new standards, interpretations, amendments and improvements to the existing standards were issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning on August 1, 2018 or later periods. The standards impacted that are applicable to the Company are as follows:

IFRS 16 Leases

This new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. The new standard introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease.

The main features of the new standard are as follows:

- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarly to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

Pending Accounting Pronouncements (continued)

The new standard supersedes the requirements in IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

The new standard is effective for the Company's annual period beginning on August 1, 2019.

IFRS 9 Financial Instruments

IFRS 9 will replace IAS 39 *Financial Instruments: Recognition and Measurement* and IFRIC9 *Reassessment of Embedded Derivatives*. The final version of this new standard supersedes the requirements of earlier versions of IFRS 9.

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- **Classification and measurement of financial assets:**
Debt instruments are classified and measured on the basis of the entity's business model for managing the asset and its contractual cash flow characteristics as either: "amortized cost", "fair value through other comprehensive income", or "fair value through profit or loss" (default). Equity instruments are classified and measured as "fair value through profit or loss" unless upon initial recognition elected to be classified as "fair value through other comprehensive income".
- **Classification and measurement of financial liabilities:**
When an entity elects to measure a financial liability at fair value, gains or losses due to changes in the entity's own credit risk is recognized in other comprehensive income (as opposed to previously profit or loss). This change may be adopted early in isolation of the remainder of IFRS 9.
- **Impairment of financial assets:**
An expected credit loss impairment model replaced the incurred loss model and is applied to financial assets at "amortized cost" or "fair value through other comprehensive income", lease receivables, contract assets or loan commitments and financial guarantee contracts. An entity recognizes twelve-month expected credit losses if the credit risk of a financial instrument has not increased significantly since initial recognition and lifetime expected credit losses otherwise.
- **Hedge accounting:**
Hedge accounting remains a choice, however, is now available for a broader range of hedging strategies. Voluntary termination of a hedging relationship is no longer permitted. Effectiveness testing now needs to be performed prospectively only. Entities may elect to continue to applying IAS 39 hedge accounting on adoption of IFRS 9 (until the IASB has completed its separate project on the accounting for open portfolios and macro hedging).

The final version of this new standard is effective for the Company's annual period beginning August 1, 2018.



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

Pending Accounting Pronouncements (continued)

Classification and Measurement of Share-based Payment Transactions (Amendments to IFRS 2 *Share-based Payment*)

The amendments provide guidance on the accounting for:

- the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments;
- share-based payment transactions with a net settlement feature for withholding tax obligations; and
- a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

The amendments are effective for the Company's annual period beginning on August 1, 2018.

FINANCIAL INSTRUMENTS

The Company classifies its financial instruments as follows: cash as financial assets at FVTPL; marketable securities as AFS; reclamation bonds as held-to-maturity; and accounts payable and accrued liabilities as other financial liabilities. With the exceptions of cash and marketable securities, all financial instruments held by the Company are measured at amortized cost. The carrying value of accounts payable and accrued liabilities approximates its fair value due to the short-term maturity of the financial instrument. Cash and marketable securities are recorded at fair value based on quoted market prices in accordance with Level 1 of the fair value hierarchy.

(a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk with respect to its cash and reclamation bonds. The Company limits exposure to credit risk by maintaining its cash and reclamation bonds with major financial institutions.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows required for operations and anticipated investing and financing activities.

At July 31, 2018, the Company had cash of \$15,729 (2017 - \$54,027) available to apply against short-term business requirements and current liabilities of \$12,285 (2017 - \$11,516). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

FINANCIAL INSTRUMENTS (continued)

(c) Market Risk

Market risk is the risk that the fair value or future cash flows from the Company's financial instruments will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk. The Company holds 280,449 Global Resource Investment Trust, plc ("GRIT") common shares traded on the London Stock Exchange and as such the Company is exposed to significant market risk. The Company's sensitivity analysis suggests that a 28% (2017 - 28%) change in market prices would change comprehensive loss by \$10,804 (2017 - \$16,423). The Company's exposure to and management of credit risk, liquidity risk and market risk related to financial instruments has not changed materially since July 31, 2017.

On March 4, 2014, the Company entered into a share exchange agreement with GRIT, an arm's length party, listed on the London Stock Exchange. The Company received 280,449 ordinary shares of GRIT at a deemed value of £1 per GRIT share for a total value of £280,449 (\$510,000). The Company will seek to maximize the proceeds it receives from the sale of its GRIT shares; there is no assurance as to the timing of disposition or the amount that will be realized. Funds realized from the sale of the GRIT shares will be used by the Company for working capital.

During the year ended July 31, 2015, the cumulative unrealized losses in the value of marketable securities were determined to be other-than-temporary. Therefore, the cumulative unrealized losses of \$429,285 recycled from accumulated other comprehensive income. During the year ended July 31, 2016, the Company recorded a further impairment of \$58,368. In 2017 there was an increase in fair value included in other comprehensive income of \$30,604. In 2018 there was a decreased in fair value included in other comprehensive income of \$21,128.

The fair value of the GRIT shares is based on the quoted market price on the London Stock Exchange.

	Cost	Market Value Adjustment	Fair Value
GRIT Shares			
July 31, 2018	\$ 510,000	\$ (471,413)	\$ 38,587
July 31, 2017	\$ 510,000	\$ (450,285)	\$ 59,715

RISK FACTORS

The reader is cautioned that the following description of risks and uncertainties is not all-inclusive as it pertains only to conditions currently known to management. There can be no guarantee, or assurance, that other factors will or will not adversely affect the Company.



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

Risks Inherent in the Exploration and Development Business

Exploration and development involve a high degree of risk and few properties are ultimately developed into producing mines. There is no assurance that the Company's future exploration and development activities will result in any discoveries of commercial bodies of ore. Whether an ore body will be commercially viable depends on a number of factors including the particular attributes of the deposit such as size, grade and proximity to infrastructure, as well as mineral prices and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in a mineral deposit being unprofitable. Availability of skilled people, equipment and infrastructure (including roads, posts, power supply) can constrain the timely development of a mineral deposit. Even after the commencement of mining operations such operations may be subject to risks and hazards, including environmental hazards, industrial accidents, unusual or unexpected geological formations, ground controls problems and flooding. The occurrence of any of the foregoing could result in damage to or destruction of mineral properties and production facilities, personal injuries, environmental damage, delays or interruption of production, increases in production costs, monetary losses, legal liability and adverse governmental action.

Insurance coverage against certain risks, including certain liabilities for environmental pollution, may not be available to the Company or to other companies within the industry. In addition, insurance coverage may not continue to be available at economically feasible premiums, or at all. Any such event could have a material adverse effect on the Company.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the resource properties, the potential for production on the property may be diminished or negated.

Title

Title to resource properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its resource properties and, to the best of its knowledge, title to all its properties are in good standing. However, such properties may be subject to prior agreements or transfer and title may be affected by undetected defects.



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

RISK FACTORS (continued)

Realization

The investment in resource properties comprises a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the confirmation of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Competition for Mining Properties

The mining industry in which the Company is engaged is in general, highly competitive. Competitors include well-capitalized mining companies, independent mining companies and other companies having financial and other resources far greater than those of the Company. The Company competes with other mining companies in connection with the acquisition of mineral properties. In general, properties with a higher grade of recoverable mineral with economically viable deposits afford the owners a competitive advantage in that the cost of production of the final mineral product is lower. Thus, a degree of competition exists between those engaged in the mining industry to acquire the most valuable properties. As a result, the Company may eventually be unable to acquire attractive mining properties.

Seasonality

Currently the Company's exploration has been focused on the Galaxy Property in British Columbia. The property lies within an area that is semi-arid, with hot summers, little rainfall and with temperatures typically exceeding 30° C during summer months. Winters are relatively mild with little snowfall and with average temperatures just below freezing. Short "cold-snaps" where temperatures drop to -20° C are common. Although winter may last from November to April, exploration is possible year-round. In the summer months access to the property may be limited if there are access restrictions imposed to monitor the risks of forest fires.

Financing and Market price

Historically, the Company has raised funds through equity financing and the exercise of options and warrants to fund its operations. Financing through the issuance of common shares is affected by certain market conditions including the price of metals. The market price of metals is highly speculative and volatile. Instability in the market price may affect investor interest in mining stocks. If the metal prices substantially decline, this may adversely affect the Company's ability to raise sufficient capital to fund operations including exploration. The current uncertain global market conditions have significantly reduced the Company's ability to finance operations.



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares without par value. The Company had 72,170,962 common shares issued and outstanding, and as at July 31, 2018 (2017 – 64,170,962).

A summary of the changes in the Company's stock options is as follows:

	2018		2017	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of year	1,050,000	\$ 0.12	4,600,000	\$ 0.11
Cancelled	-		(400,000)	\$0.12
Expired	(500,000)	\$ 0.12	(3,150,00)	\$0.10
Outstanding, end of year	550,000	\$ 0.12	1,050,000	\$ 0.12

As at July 31, 2018 and 2017, the following share purchase options were outstanding and exercisable:

Expiry Dates	Exercise Price	2018	2017
		Number of Options	Number of Options
August 25, 2017	\$ 0.12	-	500,000
September 23, 2018	\$ 0.12	400,000*	400,000
January 17, 2019	\$ 0.12	150,000	150,000
		550,000	1,050,000

* Expired unexercised subsequent to July 31, 2018.

The weighted average remaining contractual life of options outstanding at July 31, 2018 is 0.2 (2017 - 0.7) years.

Details of the status of the Company's warrants as at July 31, 2018 and changes during the year are as follows:

Details of the status of the Company's warrants as at July 31, 2018 and 2017 and changes during the years then ended are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, July 31, 2016	2,000,000	\$ 0.10
Issued	9,000,000	\$ 0.05
Balance, July 31, 2017	11,000,000	\$ 0.06
Issued	8,000,000	\$0.05
Balance, July 31, 2018	19,000,000	\$ 0.05



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

OUTSTANDING SHARE DATA (continued)

The warrants outstanding at July 31, 2018 are as follows:

Number of Warrants	Exercise Price	Expiry Date
2,000,000	\$ 0.10	June 16, 2020*
9,000,000	\$ 0.05	September 6, 2019
8,000,000	\$ 0.05	December 11, 2020
19,000,000		

The weighted average remaining contractual life of warrants outstanding at July 31, 2018 is 1.7 (July 31, 2017 – 2.2) years.

* These warrants were originally issued with an expiration date of June 16, 2017. The expiration date of these warrants has been extended to June 16, 2020.

SEGMENT DISCLOSURE

The Company operates in one business segment which is the acquisition and exploration of mineral property interests and its non-current assets are held in Canada.

RELATED PARTY TRANSACTIONS

The consolidated financial statements include transactions with directors and/or officers of the Company and/or corporations related to or controlled by them.

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

	2018	2017
Short-term employee benefits	\$ 95,250	\$ 114,750

Included in administration fees are legal fees of \$250 (2017 - \$250) for legal services rendered by a corporation controlled by the President and CEO of the Company.

Key management personnel were not paid any post-employment benefits, termination benefits or other long-term benefits during the respective periods.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements in the current year.

PROPOSED TRANSACTIONS

The Company does not have any proposed transactions.



**Stated in
Canadian dollars**

**Management's
Discussion
& Analysis**

**For the year ended
July 31, 2018**

OUTLOOK

Operating expenses for fiscal year 2019 are expected to be funded by cash on hand and/or the issuance of shares including the exercise of warrants and options. Financing through the issuance of common shares is affected by certain market conditions including the price of metals. The market price of metals is highly speculative and volatile. Instability in the market price may affect investor interest in mining stocks. If the metal prices substantially decline, this may adversely affect the Company's ability to raise sufficient capital to fund operations including exploration. The current uncertain global market conditions have significantly reduced the Company's ability to finance operations.

OTHER

Additional information relating to the Company is available on SEDAR at www.sedar.com and at www.discovery-corp.com.