LUCKY MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THIRTEEN MONTHS FISCAL PERIOD ENDED
OCTOBER 31, 2019

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes of Lucky Minerals Inc. for the thirteen months fiscal period ended October 31, 2019 accompanying this report. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional information relating to the Company and other regulatory filings can be found on the SEDAR website at www.sedar.com.

In December 2019, the Company announced that it would change its year end from September 30 to October 31.

The Company's head office and principal business address is Suite 1015, 789 West Pender Street, Vancouver, British Columbia V6C 1H2. The Company's common shares are listed for trading on the TSX Venture Exchange under the symbol "LKY", and is a reporting issuer in the provinces of British Columbia, Alberta and Manitoba. The Company also trades on the Frankfurt Stock Exchange under symbol "8LM", and in the United States on the OTCQB under the symbol "LKMNF".

This MD&A is dated February 28, 2020.

Forward-Looking Statements

Forward looking statements are statements that are not historical facts and are generally, but not always identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets" and similar expressions, or that events or conditions "will", "may", "could" or "should" occur. The information contained herein may contain forward-looking statements including expectations of future production, cash flows or earnings. These statements are based on current expectations that involve a number of risks and uncertainties which could cause actual results to differ from those anticipated. Factors that could cause the actual results to differ materially from those in forward-looking statements, but are not limited to: the risk associated with the oil and gas industry (e.g. operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserves estimates; the uncertainty of estimates and projections relating to production, costs and expenses, and health, safety and environmental risks), commodity price, price and exchange rate fluctuation and uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures.

Although our management believes that the expectations represented by such forward-looking statements are reasonable, there is significant risk that the forward-looking statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Forward-looking statements in this management discussion include, but are not limited to:

1. Statements concerning Lucky Minerals' primary business activities and,
2. Its intention to commence an exploration program on its Canadian or US optioned assets, and
3. Lucky Minerals' intention to seek and acquire additional mineral properties worthy of development.

We have made numerous assumptions regarding, among other things:

1. Lucky Minerals' ability to commence an exploration program on the Properties and
2. Lucky Minerals' ability to acquire further exploration funds.

OVERALL PERFORMANCE

Description of Business and Review

Lucky Minerals Inc. is a Canadian-based mineral exploration company. Effective as of May 7, 2007, the Company is registered in British Columbia under the Business Corporations Act. Lucky Minerals is engaged in acquiring and exploring mineral property interests. The Company currently has 2 option agreements for 2 projects in the USA – Emigrant project and St. Julian project; options for both projects are in good standing. Lucky Minerals may also acquire and explore additional mineral properties, as such opportunities arise.

On October 4, 2018, the Company announced completed the bought deal offering of units of the Company (the "Units") underwritten by Clarus Securities Inc. (the "Underwriter"), previously announced in the Company's press release dated August 20, 2018, for aggregate gross proceeds of C$2,500,000 (the "Offering"). The Underwriter also exercised the over-allotment option in full and purchased an additional 375 Units to cover over-allotments for additional gross proceeds to the Company of C$375,000 resulting in total gross proceeds of C$2,875,000 for the Offering. Each Unit issued pursuant to the Offering consists of: (i) $1,000 principal amount of 12% three-year convertible unsecured unsubordinated debentures (each, a "Debenture"), convertible at a price of $0.15 per common share; and (ii) 2,500 common share purchase warrants of the Company (the "Warrants"). Each Warrant entitles the holder thereof to purchase one common share in the capital of the Company at an exercise price of $0.22 per share for a period of 24 months following the closing date. The net proceeds of the Offering are expected to be used by the Company towards its Emigrant Creek Project, Fortuna Project, general corporate purposes and as general working capital. Montana District Court Rules on Procedural Matter in Lucky Minerals Case.

On October 22, 2018, the Company announced that Montana's Attorney General Tim Fox (AG) issued a brief in Response to Plaintiffs' Motion For Vacatur Of Exploration License pursuant to the Court's order dated August 21, 2018 in the case of Greater Yellowstone Coalition and Park County Environmental Council (PCEC) vs. Lucky Minerals, Inc. The AG's brief requests that Montana's District Court deny the Motion for Vacatur and uphold Lucky Mineral's private property rights.

On October 26, 2018, the Company closed the final tranche of the private placement (the "Private Placement") by the issuance of an additional amount of 957,688 units of the Company (each a "Unit") issued at a price of $0.15 per Unit for gross proceeds of $143,658. Together with the first tranche closed on October 16, 2018, the Company has raised aggregate gross proceeds of $1,250,000 as the Private Placement was fully subscribed. Each Unit consists of one (1) common share in the share capital of the Company and one half (1/2) common share purchase warrant of the Company (the "Warrants"). Each whole Warrant entitles the holder thereof to purchase one common share in the share capital of the Company at an exercise price of $0.22 per share for a period of 24 months following the date of issuance.

On November 27, 2018, the Company announced the results of an ongoing geological mapping survey conducted on its Fortuna Project located approximately 60 km south-east of Town of Cuenca, Ecuador. Surface prospecting has defined a mineralized Porphyry system that displays an ovoid shape being 1.2 km long, with an estimated width of 800 metres. This structure is trending north-west and lies on the junction of two regional NNE and NW structures. Main lithologies are a porphyritic dacite surrounded by a coarsegrained granodiorite. The porphyritic dacite is of light green colour having 5% phenocrysts within a fine feldspar matrix. The granodiorite is of white-green colour containing 30% white quartz crystals, 45% potassic feldspar and 25% biotite. Both rocks exhibit strong hydrothermal alteration and mineralization (Pyrite, Chalcopyrite and Molybdenite).

On January 8, 2019, the Company announced further results of an on-going geological mapping survey conducted on its Fortuna Project (the "Project") located approximately 60 km south-east of the Town of Cuenca, Ecuador. 48 assay results have been received from the November field survey. Assays of less than 50 ppm up to 0.075% Cu (750 ppm), less than 50 ppm up to 0.03% Mo (300 ppm) and 0.01 g/t Au up to 1.21 g/t Au have been reported. Anomalous gold values from 0 of up to 130 ppb have been also reported in the breccias within the Porphyry. Surface prospecting undertaken in early December has located what management believes is a mineralized Porphyry system that displays an ovoid shape being 1.3 km long with an estimated width of 1 km; approximately 90% of the Porphyry signature has been mapped to date. This structure is trending north-west and lies on the junction of two regional NNE and NW structures. During this most recent campaign, B veinlets varying between 1mm to 3mm have been widely observed in the Porphyry as well as major stockworks. The widespread presence of B veins, including some cross-cutting D veins, stockworks and numerous Mo showings indicate that we are on top of the Porphyry system and getting closer to the core of mineralization. It should be noted that no A veins have been encountered yet. Lucky's exploration team believes that this current mapping program has identified a large-scale Porphyry system that will be subjected to detailed and ongoing field follow-up in the coming weeks. 50 mineralized samples from the above referenced B veins have been sent for assaying; results are pending.

On April 3, 2019, the Company renewed its full 550 square kilometre, twelve concession package Fortuna Project, (the “Project”) in Ecuador. The concessions are located within the fertile Jurassic tract which in turn is situated along a major porphyry copper trend established by the USGS and on one of the 4 suture zones of Ecuador. Mapping and surface sampling conducted to date on the recently discovered El Buitre porphyry system, located in the central cordillera which is contained within the Fortuna 3 concession, about 40km west of the Fruta del Norte deposit, has been finalized with 316 channel samples assayed so far including 26 standards. Additional assays on 635 samples are pending.

On April 23, 2019, the Company considered its options regarding a court order for Vacatur of Exploration License at the Company’s Emigrant Project in Southwestern Montana. Judge Brenda Gilbert, of Montana’s Sixth District Court, recently ruled against Lucky Mineral’s and Montana’s Attorney General Tim Fox’s requests that Montana’s District Court deny the Motion for Vacatur and uphold Lucky Mineral’s private property rights.

On May 7, 2019, John Mears resigned as President, CEO and Director of the Company, effective immediately. The Company also announced that Robert Rosner, CFO, Executive Vice President and Director, has been appointed to take Mr. Mears’ place as President & CEO effective immediately, and that he has resigned as CFO and Executive VP. He was replaced in the capacity of CFO by Sebastian Tang.

On August 27, 2019, the Company filed a notice of appeal against the aforementioned court order for Vacatur of Exploration License at the Company’s Emigrant Project in Southwestern Montana. Judge Brenda Gilbert, of Montana’s Sixth District Court, recently ruled against Lucky Mineral’s and Montana’s Attorney General Tim Fox’s requests that Montana’s District Court deny the Motion for Vacatur and uphold Lucky Mineral’s private property rights in April 2019.

On September 17, 2019, the Company appointed Adrian Rothwell as President & Chief Executive Officer (“CEO”) and members of the Board of Directors.

On December 5, 2019, the Company received the conditional approval of the TSX Venture Exchange (“TSX-V”) for the shares for debt transaction to settle the initial aggregate of $1,569,992.55 in indebtedness of the Company to various creditors, including six persons who are officers and/or directors of the Company, through the issuance of 31,399,851 common shares of the Company ("Settlement Shares") at a deemed price of $0.05 per share per Settlement Share (the "Debt Settlement"). Accordingly, the Company also announces that it has completed the Debt Settlement. The Settlement Shares are subject to a four month hold period, expiring April 6, 2020.

On January 17, 2020, the Company announced its plans to advance its properties. Lucky will be focusing its efforts on gold exploration in 2020 as it seeks a joint venture partner for the advancement of known copper opportunities on its 550 km2 Fortuna Project in Ecuador. The Company appoints Mr. Victor A. Jaramillo, M.Sc.A. P.Geo as Exploration Manager and Qualified Person. The Company intends to close the balance of the debt settlement transaction to American CuMo and certain directors and officers of the Company of an aggregate of $114,057 of debt, consisting of $4,584 in technical committee fees, $53,113 in directors fees, and $56,360 in consulting fees, through the issuance of 2,281,144 common shares of the Company (the "Final Shares") at a deemed price of $0.05 per Final Share (the "Transaction") upon receipt of shareholder and final TSX Venture Exchange approval. All of the Final Shares of the Company issuable in connection with the Transaction will be subject to a four month hold period.

On February 12, 2020, the Company announced that it has closed an over-subscribed private placement for total proceeds of $683,624 with 34,181,200 units at a price of $0.02 per unit. Each unit consists of one common share and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire one common share at a price of $0.05 per share for a period of 24 months after the closing. All of the Common Shares and Warrants of the Company issuable in connection with the Offering will be subject to a four month hold period, expiring on June 13, 2020. The Transaction is subject to TSX Venture Exchange approval. The Company did not pay finders' fees on the Private Placement.

Going Concern

The consolidated financial statements of the Company have been prepared on the basis of International Financial Reporting Standards ("IFRS") applicable to a going concern. The appropriateness of this methodology is dependent upon, among other things:

a) The successful results from its mineral property exploration activities and
b) Its ability to attain profitable operations and generate funds from there and/or raise equity capital or borrowings sufficient to meet current and future obligations.

The consolidated financial statements for the thirteen months fiscal period ended October 31, 2019 have been prepared on the basis that the Company will continue as a going concern, which assumes the realization of assets and the settlement of liabilities in the normal course of business. Management feels that sufficient working capital will be obtained from public share offerings and the sale of marketable securities will meet the Company's liabilities and commitments as they come due. The financial statements do not reflect any adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classification that would be necessary if the going concern assumption were not appropriate and such adjustments could be material.

Mineral Properties

		Fortuna	Emigrant		St. Julien		Total
Balance, September 30, 2017	**$**	**-**	**575,555**	**$**	**90,879**	**$**	**666,434**
Acquisition		-	15,796		53,667		69,463
Exploration		-	126,122		6,309		131,431
Balance, September 30, 2018	**$**	**-**	**717,473**	**$**	**150,855**	**$**	**868,328**
Acquisition		3,784,901	-		65,746		3,850,647
Exploration		720,790	118,677		-		839,467
Balance, October 31, 2019	**$**	**4,505,691**	**836,150**	**$**	**216,601**	**$**	**5,558,442**

Emigrant Project, USA

On June 15, 2014, the Company entered into an agreement to have an option agreement assigned (the "Assignment Agreement"). Pursuant to the Assignment Agreement, the Company has an option to acquire a 100% interest in certain claims in Montana USA. On June 14, 2017, the right, title and interest to the claims in Montana USA were released to the Company. However, the option to acquire a 100% interest in the claims in Montana USA in order 100% acquire the claims is still outstanding, for the following consideration:

Date Due	USD $
June 1, 2013	5,000 (paid)
October 1, 2013	5,000 (paid)
June 1, 2014	15,000 (paid)
June 1, 2015	20,000 (paid)
June 1, 2016	25,000 (paid)
June 1, 2017	30,000 (paid $10,000)
June 1, 2018	35,000 (paid $12,000)
June 1, 2019	10,000 *
June 1, 2020	10,000 *
Every year thereafter until total consideration is $1,000,000	50,000

In May 2016, the Company negotiated with the optionor to amend the above payment schedule to USD$10,000 per year commencing from June 1, 2016 until such time that the Company has received permission to drill and explore the property, after which the original payment schedule is resumed until the option price is paid in full. In accordance with the amended payment schedule, the Company paid

USD$10,000 to the optionor during the year ended September 30, 2017. In June 2018, the option agreement was amended whereby the Company paid USD$12,000 to the optionor during the year ended September 30, 2018.

* On June 1, 2019, the option agreement was amended to postpone the due date of June 1, 2019 to June 1, 2020. A US$5,000 penalty will be added to the option payment due on June 1, 2020.

The optionor will retain a 2% net smelter royalty ("NSR"). The Company may acquire 1.8% of the NSR by paying $1,500,000 within 9 months of commercial production.

St. Julian Project, USA

The Company entered into an Option Agreement ("Option") date effective November 1, 2015, with an arms-length party to acquire 100% interest of certain patented and unpatented mineral claims located in Montana, USA, known as "St. Julian", on the following payment schedule:

On March 8, 2017, the Company issued 50,030 common shares with a fair value of $4,502 to the optionor of the St. Julien property as consideration for an extension of the property option payment.

Date Due	**USD $**
November 1, 2015	10,000 (paid)
February 1,2016	10,000 (paid)
November 1, 2016	30,000 (paid)
November 1, 2017	40,000 (paid)
November 1, 2018	50,000 (paid subsequent to September 30, 2018)
November 1, 2019	60,000 (See comment below)
November 1, 2020	70,000
November 1, 2021	80,000
November 1, 2022	90,000
November 1, 2023	100,000
November 1, 2024	110,000
November 1, 2025	120,000
	770,000

The Company will pay a late charge of 5% for any payment, which is not paid within 15 days of its due date.

The optionor will retain a 3% net smelter royalty. The Company may acquire 2% of the NSR by paying a one-time sum of USD $5,000,000 within 12 months of commercial production. The Company may acquire the remaining 1% of the NSR by paying a one-time sum of USD $2,500,000 within 24 months of commercial production.

With regard to the November 1, 2019 due option payment on St. Julian Property, the Company has exercised the Force Majeure clause in the option agreement to extend the due date on the option payment until the Company get the final verdict from the Supreme Court on the case from the Plaintiff to suspend the drill permit of the Company. The optionor confirmed the acceptance of the Company's exercise of the Force Majeure clause.

Financing

Share issuances

On October 4, 2018, the Company completed the bought-deal financing for gross proceeds of C$2,875,000 (refer to the section of "Description of Business and Review").

On October 16 and 26, 2018, the Company completed a private placement in tranches with aggregate gross proceeds of $1,250,000 (refer to the section of "Description of Business and Review").

On February 12, 2020, the Company closed a private placement for a total of 34,181,200 units for proceeds of $683,624 at a price of $0.02 per unit. Each unit consists of one common share and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire one common share at a price of $0.05 per share for a period of 24 months after the closing. All of the Common Shares and Warrants of the Company issuable in connection with the Offering will be subject to a four month hold period, expiring on June 13, 2020.

Stock Options

The Company has adopted a stock option plan whereby the Company may from time to time, in accordance with the Exchange requirements, grant to directors, officers, employees and consultants options to purchase common shares of the Company provided that the number of options granted, including all options granted by the Company to date, does not exceed 10% of the Company's common shares issued and outstanding at the time of granting stock options. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company or 30 days following cessation of an optionee conducting investor relations activities' position.

On July 18, 2017, the Company granted 4,300,000 incentive stock options to officers, directors, advisory board and advisory committee members of the Company. The options were granted for a period of 5 years, expiring on July 18, 2022, and each option will allow the holder to purchase one common share of the Company at an exercise price of $0.20 per share.

During the fiscal period ended October 31, 2019, the Company cancelled 3,700,000 incentive stock options related to the individuals no longer providing services to the Company.

On January 23, 2019, the Company granted 6,100,000 stock options to certain directors, officers and consultants of the Company. The options are exercisable at a price of $0.20 per share for a period of five years.

RESULTS OF OPERATIONS

Summary of Annual Results

The following table represents selected annual financial information on the Company's revenue and net income (loss) for the past 3 years:

1015 – 789 West Pender Street, Vancouver, BC V6C 2X1

	October 31, 2019 (13 months fiscal period)	September 30, 2018	September 30, 2017
Expenses	$4,064,518	$3,069,686	$1,271,227
Net loss	$(4,123,713)	$(3,057,195)	$(1,285,310)
Total assets	$5,754,571	$2,387,069	$766,969
Total liabilities	$3,812,145	$1,987,334	$130,170
Loss per share (basic and diluted)	$0.04	$0.04	$0.02

	October 31, 2019 (13 months fiscal period)	September 30, 2018	September 30, 2017
Expenses			
Advertising and promotion	$480,663	$434,282	$20,309
Amortization	2,077	1,328	93
Bank charges and interest	10,964	6,906	1,845
Consulting	1,364,431	1,177,540	322,824
Directors' fees	52,000	114,564	7,000
Exploration and Evaluation	697,248	-	-
Foreign exchange	- 533	1,728	-
Insurance	19,695	8,462	-
Investor relations	-	129,396	51,399
Management fees	27,000	2,500	30,750
Office and miscellaneous	31,353	26,228	97,455
Professional fees	369,126	280,687	33,243
Property investigation	1,278	145,182	-
Rent	38,243	51,494	9,000
Stock-based compensation	701,628	371,835	589,942
Transfer agent and filing fees	78,989	95,776	55,533
Travel	190,356	221,778	51,834
Total	$4,064,518	$3,069,686	$1,271,227

The change of board and management team, and successful completion of fund raising to advance the mineral exploration project in the third quarter of fiscal 2017 created the need to incur significant higher consulting fees. The losses in fiscal 2017 also included the recognition of stock-based compensation related to the grant of 4.3 million stock options in the final quarter of fiscal 2017.

The significant increase of losses incurred in fiscal 2019 versus fiscal 2018 was due to the one extra month in fiscal 2019 versus 2018, and the exploration work on the Ecuador Property acquired in October 2018.

Summary of Quarterly Results

The following table summarized the results of operations for the eight most recent quarters.

	Oct 31, 2019	Jun 30, 2019	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018	Jun 30, 2018	Mar 31, 2018	Dec 31, 2017
	$	$	$	$	$	$	$	$
Net Loss	(163,102)	(822,458)	(964,362)	(2,173,791)	(1,686,308)	(182,142)	(479,603)	(709,142)
Basic and Diluted Loss per share	(0.00)	(0.01)	(0.01)	(0.02)	(0.02)	(0.00)	(0.00)	(0.00)

During the quarter endedDecember 31, 2017, the significant increase in advertising, promotion, investor relations and professional fees, was related to a one-time event concerning the completion of the private placement of gross proceeds of $2,632,755 during the quarter. The increase in losses during the quarter due to these expenses was offset by the absence of a one-time recognition of share-based compensation in the previous quarter ended September 30, 2017.

During the quarter ended March 31, 2018, further reduction in losses were due to the absence of signing a one-time fee for news, media, advertising and promotion services in the previous quarter ended December 31, 2017.

During the quarter ended June 30, 2018, further reduction in losses were due to the absence of one-time consulting fees incurred in the previous two quarters.

During the quarter ended September 30, 2018, the increase in consulting and professional fees were related to the completion of a private placement for gross proceeds of $2,875,000 which closed 4 days after the end of quarter ended September 30, 2018; and consultant remuneration triggered a milestone pertaining to a contract, and the approval of the Goldmindex transaction by Toronto Venture Exchange. Another factor contributing to the increase in losses was the revaluation adjustment of share-based compensation in the quarter ended September 30, 2018 which related to 3.2 million options granted in February 2018.

During the quarter ended December 31, 2018, the increase in consulting, advertising, and promotion activity initiated after the close of the bought deal financing for gross proceeds of $2,875,000 convertible debentures during the quarter. Another factor contributing to the increase in losses was the share-based compensation recognized on the 6.1 million incentive stock options granted to directors, officers and consultants in December 2018. The grant date for these options were subsequently updated to January 2019.

During the quarters ended March 31, and June 30, 2019, the Company continued to engage external consultants for financing and mineral property exploration expertise to advance the Fortuna Project. The increased level of activity in the Fortuna Project, and corporate financing contribute to the increase in consulting and marketing expenditures during the quarter.

During the four month period ended October 31, 2019, the Company continued to streamline the cost structure by reducing the consulting expenses and discontinuing certain consulting commitments.

Results for the four month period ended October 31, 2019

For the four month period ended October 31, 2019, the Company incurred net losses of $163,102 or $(0.00) per share compared to a net loss of $1,686,308 or $(0.02) per share in the quarter ended September 30, 2018.

The decrease in the net loss reflects the effort of management in streamlining the cost structure by termination of advisory and/or consulting agreements in the non-core area of the business.

Significant expenses were: consulting expenses $41,871 (September 30, 2018 - $167,974), professional fees $65,477 (September 30, 2018 – $177,101), property investigation $NIL (September 30, 2018 - $127,136), Director's fees $NIL (September 30, 2018 - $114,564) and Share based compensation $40,500 (September 30, 2018 - $371,835) and travel $14,996 (September 30, 2018 - $95,845) and change in fair value of derivative liability of $454,696 (September 30, 2018 - $NIL).

Results for the year ended October 31, 2019 ("FY 2019")

For the thirteen-month fiscal period ended October 31, 2019, the Company incurred a net loss of $4,123,713 or $(0.04) per share compared to a net loss of $3,057,195 or $(0.04) per share in the year ended September 30, 2018 ("FY 2018").

The addition of an extra month to the current transition fiscal period and the exploration expenditures related to the Ecuador property at the beginning of the current fiscal period contributed to the increase in the net loss in FY 2019 versus FY 2018.

Significant expenses were: consulting expenses $1,364,431 (September 30, 2018 - $1,177,540), investor relations $NIL (September 30, 2018 - $129,396), professional fees $369,126 (September 30, 2018 – $280,687), property investigation $1,278 (September 30, 2018 - $145,182), Director's fees $52,000 (September 30, 2018 - $114,564) and Share based compensation $701,628 (September 30, 2018 - $371,835) and travel $190,356 (September 30, 2018 - $221,778).

LIQUIDITY

Cash balance increased to $1,966 at October 31, 2019, from $906 at September 30, 2018.

Working Capital

Working capital decreased from a deficit of $724,975at September 30, 2018 to a deficit of $2,674,019, at October 31, 2019.

	October 31, 2019	September 30, 2018
Current Assets	191,825	1,262,359
Current Liabilities	(2,865,844)	(1,987,334)
Working Capital	(2,674,019)	(724,975)

There can be no assurance the Company will continue to obtain the equity and/or debt financings required in the future on acceptable terms. The Company anticipates it will need additional capital in the future to finance ongoing exploration of its properties, such capital to be derived from the exercise of outstanding stock options, warrants and/or the completion of other equity financings.

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for further exploration and development of its projects.

Although the Company has been successful in the past in financing its activities through the sale of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to carry out exploration and development work on the properties. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success.

The Company's financial condition in the long term is contingent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete exploration and development, and upon future profitable production or proceeds from disposition of these properties. The Company has relied upon equity financings to satisfy its capital requirements and will continue to depend upon equity and/or debt financings to raise sufficient funds for its exploration activities.

DISCLOSURE OF OUTSTANDING SHARE DATA

As of October 31, 2019, there were 124,173,855 common shares, 28,755,850 share purchase warrants and 11,400,000 incentive stock options outstanding. As at February 27, 2020, there were 156,326,433 common shares and 32,181,200 share purchase warrants outstanding and 11,400,000 incentive stock options issued and outstanding.

ARRANGEMENTS OFF THE STATEMENT OF FINANCIAL POSITION

There are no arrangements that are not included on the Statement of Financial Position.

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The Company incurred the following transactions with directors and key management personnel during the fiscal period ended October 31, 2019 and September 30, 2018 was as follows:

		October 31, 2019		September 30, 2018
Consulting fees	$	378,892	$	288,659
Management fee		85,774		101,338
Share-based compensation		468,650		336,976
	$	933,316	$	726,973

On September 16, 2019, the Company appointed Mr. Adrian Rothwell, the current President and CEO (the "CEO") and entered into a consulting service agreement. In accordance with this agreement, the Company would pay a consulting fee of $15,000 per month to the CEO. Upon completion of the first six months of this contract, the Company shall pay no less than $20,000 per month to the CEO. The Company owed a balance of $18,348 related to expenses reimbursement and $23,625 related to fees plus sales taxes as at October 31, 2019 (September 30, 2018 – $NIL)

For the fiscal period ended October 31, 2019, the Company paid marketing fees of $6,568 (September 30, 2018 - $NIL) to Amplifir, an entity controlled by the spouse of the current President and CEO.

For the fiscal period ended October 31, 2019, the Company paid consulting fees of $59,621 or USD$45,000 to Mr. John Mears, the former CEO of the Company (the "Former CEO") per a consulting service agreement effective August 1, 2018 (September 30, 2018-$NIL) with a twelve-month term with an option to renew a further twelve months term. 900,000 share purchase options were granted to the former CEO on January 23, 2019 with an exercise price of $0.20 and expiry date of 5 years from date of grant. On May 6, 2019, the Former CEO resigned from all his positions with the Company and these options were cancelled subsequent to the quarter ended June 30, 2019. The fair value of these options is estimated at $59,400. The Company did not owe any balance (September 30, 2018 - $32,363) as at October 31, 2019.

For the fiscal period ended October 31, 2019, the Company accrued director fee of $22,500 (September 30, 2018 - $126,250) for Mr. Joao Carrelo, the Chairman & Director of the Company. 2,000,000 share purchase options were granted to the Chairman on January 23, 2019 with an exercise price of $0.20 and expiry date of 5 years from date of grant. The fair value of these options is estimated at $132,000. On March 26, 2019, the Company entered into an agreement for a $102,000 loan related to the advance made by the Chairman to Goldmindex. During the rest of the fiscal period ended October 31, 2019, the Chairman further advances of U$15,000 to the Company and its subsidiary. The loan bears an interest rate of 12% per annum and is unsecured. As at October 31, 2019, accrued interest of $8,181 was recorded. The Company owed a balance including this loan and other accrued fees totalling $252,341 (September 30, 2018 - $126,250) as at October 31, 2019.

For the fiscal period ended October 31, 2019, consulting fees and accrued director fees totalling

$151,631 for Mr. Robert Rosner, the current Executive VP and the former CFO of the Company were incurred. On May 7, 2019, Mr. Rosner assumed the role of the CEO and resigned from the role of the CFO of the Company. On September 17, 2019, Mr. Rosner assumed the role of the Executive VP and resigned from the role of the CEO of the Company. On August 1, 2018, the Company and Mr. Rosner entered into a consulting service agreement whereby the Company would pay a consulting fee of USD$8,000 per month to Mr. Rosner effective August 1, 2018 and renewable after twenty-four months. The Company accrued director fee of $9,000 (September 30, 2018 - $12,500) for Mr. Rosner. 900,000 share purchase options were granted to Mr. Rosner on January 23, 2019 with an exercise price of $0.20 and expiry date of 5 years from date of grant. The fair value of these options is estimated at $59,400. The Company owed a balance of $214,749 to Mr. Rosner which included the $30,000 advance near end of March 2019 with 12% annual interest (September 30, 2018 - $66,774) as at October 31, 2019.

On March 22, 2019, the Company entered into an agreement for a $60,000 loan with Pan Ocean Consulting Ltd., an entity associated with Mr. Rosner for the advance made by this entity to Goldmindex. On August 26, 2019, the entity advanced an additional amount of $18,500 to the Company. The loan bears an interest rate of 12% per annum and is unsecured. As at October 31, 2019, accrued interest of $1,973 was recorded on $78,500 advances made by Pan Ocean Consutling Ltd.

On May 7, 2019, Mr. Sebastian Tang, the current CFO of the Company was appointed. During the fiscal period ended October 31, 2019, the Company paid the accounting fees of $13,000 to the current CFO.

During the fiscal period ended October 31, 2019, director and committee advisory fees of $31,774 for three directors of the Company including Mr. Francois Perron, Mr. Shaun Dykes and Mr. Stuart Greene were incurred. 1,250,000 share purchase options were granted to these three directors of the Company on January 23, 2019 with an exercise price of $0.20 and expiry date of 5 years from date of grant. The fair value of these options is estimated at $82,500. On March 25, 2019, Mr. Francois Perron and the Company entered into an agreement for a $25,476 loan related to the advance made by this director to Goldmindex. The loan bears an interest rate of 12% per annum and is unsecured. As at October 31, 2019, accrued interest of $1,843 was recorded. The Company owed these directors a balance of $108,304 (September 30, 2018 - $99,795).

For the fiscal period ended October 31, 2019, consulting and management fees of $57,500 for Mr. Steve Cozine, the Corporate Secretary of the Company were incurred. 100,000 share purchase options were granted to the corporate secretary of the Company on January 23, 2019 with an exercise price of $0.20 and expiry date of 5 years from date of grant. The fair value of these options is estimated at $6,600. The Company owed the Corporate Secretary a balance of $19,980 as at October 31, 2019 (September 30, 2018 - $8,400).

INTERNAL FINANCIAL CONTROLS

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI52-109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company are certifying officers to design and implement on a cost effective basis.

CRITICAL ACCOUNTING POLICIES

The Company's significant accounting policies are described in Note 3 of the October 31, 2019 audited financial statements.

NEW ACCOUNTING STANDARDS INCLUDING ADOPTION

See Note 3 of the Company's financial statements for the fiscal period ended October 31, 2019 for a detailed summary of accounting standards issued but not yet effective.

FINANCIAL RISK AND CAPITAL MANAGEMENT

See Note 12 of the Company's financial statements for the year ended October 31, 2019 for a detailed summary of financial risks and capital management.

RISK FACTORS AND UNCERTAINTIES

The principal business of the Company is the acquisition and exploration of mineral properties. Given the inherent risky nature of the exploration and mining business, the limited extent of the Company's assets and the present stage of development, investors should consider the following risk factors, among others:

Exploration Stage Company

The Company does not hold any known mineral reserves of any kind and does not generate any revenues from production. The Company's success will depend largely upon its ability to locate commercially viable mineral reserves. Mineral exploration is highly speculative in nature, involves many risks and frequently is non-economically viable. There is no assurance that exploration efforts will be successful. Success in establishing reserves is a result of a number of factors, including the quality and experience of management, the level of geological and technical expertise, and the quality of property available for exploration. Once 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. Significant financial investment are required to establish proven and probable reserves through drilling and bulk sampling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of resources or reserves.

Operating History and Availability of Financial Resources

The Company does not have any history of generating operating revenue and is unlikely to generate any significant amount in the foreseeable future. Hence, it may not have sufficient financial resources to undertake by itself all of its planned mineral property acquisition and exploration activities. Operations will continue to be financed primarily through the issuance of securities. The Company will need to continue its dependence on the issuance of such securities for future financing, which may result in dilution to existing shareholders. Furthermore, the amount of additional funds required may not be available under favorable terms, if at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or discontinue its operations.

Inflation and Metal Price Risk

The ability of the Company to raise interim financing to advance its Emigrant Project in Montana, USA and/or its Fortuna Project in Ecuador will be significantly affected by changes in the market price of the metals for which it explores. The prices of gold are volatile, and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supplies of and demands for gold and the stability of exchange rates can all cause fluctuations in these prices. Such external economic factors are influenced by changes in international investment patterns and monetary systems and political developments. The prices of gold have fluctuated significantly in recent years. Future significant price declines could cause investors to be unprepared to finance exploration and development of gold deposits, with the result that the Company may not have sufficient financing with which to advance the Emigrant Project in Montana, USA and/or its Fortuna Project in Ecuador.

Share Price Volatility and Lack of Active Market

Worldwide Securities markets continue to experience a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly. If an active market does not develop, the liquidity of the investment may be limited and the market price of such securities may decline below the subscription price.

Competition

The mineral resource industry is intensively competitive in all of its phases, and the Company competes with many other companies possessing much greater financial and technical resources. Competition is particularly intense with respect to the acquisition of desirable undeveloped properties. The principal competitive factors in the acquisition of prospective properties include the staff and data necessary to identify and investigate such properties, and the financial resources necessary to acquire and develop the projects. Competition could adversely affect the Company's ability to acquire suitable prospects for exploration.

Government Regulations and Environmental Risks and Hazards

The Company's conduct is subject to various federal, provincial and state laws, and rules and regulations including environmental legislation in the countries of the Republic of Ecuador and United States of America. The Company has adopted environmental practices designed to ensure that it continues to comply with environmental regulations currently applicable to it. All of the Company's activities are in compliance in all material respects with applicable environmental legislation. Environmental hazards may exist on the Company's properties, which may have been caused by previous or existing owners or operators of the properties. The Company is not aware of any existing environmental hazards related to any of its current property interests 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 property interests, the potential for production on the property may be diminished or negated.

Reliance on Key Personnel

The Company relies on a relatively small number of key directors, officers and senior personnel. Loss of any one of those persons could have an adverse effect on the Company. The Company does not currently maintain "key employee" insurance in respect of any of its senior management.

Licenses and Permits

The operations of the Company require licenses and permits from various government authorities. The Company believes that it holds all necessary licenses and permits under applicable laws and regulations for work in progress and believes it is presently complying in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change under various circumstances.

There can be no assurance that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to explore and develop its properties, commence construction or operation of mining facilities or to maintain continued operations that economically justify the cost.

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Title to Property

Although the Company has exercised the usual due diligence with respect to title to properties in which it has a material interest, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interest may be subject to prior unregistered agreements or transfers, aboriginal land claims, government expropriation and title may be affected by undetected defects. In addition, certain mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until certain steps are taken by other parties.

Risk of Legal Claims

The Company may become involved in disputes with third parties or government authorities in the future that may result in litigation. The results of these legal claims cannot be predicted with certainty and defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. If the Company is unable to resolve these disputes in the Company's favor or if the cost of the resolution is substantial, such events may have a material adverse impact on the ability of the Company to carry out its business plan.

Officers and Directors

João Carrêlo – Director and Chairman
Adrian Rothwell – Director, President and CEO
Robert Rosner – Director and Executive Vice President
Sebastian Tang – CFO
Shaun M. Dykes – Director
Steve Cozine – Corporate Secretary
Stuart Greene – Director
Francois Perron – Director

Contact Person

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