Form 51-102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the nine months ended April 30, 2019 and 2018

1. BACKGROUND

This management's discussion and analysis of the financial condition and results of operations ("MD&A") of Stellar AfricaGold Inc. (the "Company" or "Stellar"), is dated June 21, 2019 and provides an analysis of the Company's financial results and progress which will enable the reader to evaluate important variations in our financial situation for the three and nine months ended April 30, 2019 and 2018. This MD&A should be read together with the Company's unaudited consolidated financial statements for the three and nine months ended April 30, 2019 and 2018 and related notes thereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars unless otherwise noted.

This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical fact, that address exploration drilling, exploitation activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guaranteeing future performance and actual results or developments which may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration results, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. The information contained herein is subject to change and the Company does not assume the obligation to revise or update these forward-looking statements, except as may be required under applicable securities laws.

2. OVERVIEW AND DESCRIPTION OF BUSINESS

Stellar was incorporated under the *Company Act* of British Columbia. In April 2006, Stellar was continued under the *Canada Business Corporations Act*. Stellar and its subsidiaries are junior mining exploration companies are junior mineral exploration companies engaged in the business of acquiring, exploring and evaluating natural resource properties in Guinea, Mali and Quebec and either joint venturing or developing these properties further or disposing of them when the evaluation has been completed.

The exploration and development of mineral deposits involves significant financial risks. The Company's success will depend on several factors, including, risks related to the exploration and extraction issues, regarding environmental and other regulations. As at the date of this MD&A, the Company has not earned any production revenue and all of its properties are at an exploration stage. The Company's primary asset is its 80% owned (with option to acquire the balance) gold property Guinea, Africa (the "Balandougou Gold Project.

3. COMPANY HIGHLIGHTS FOR THE PERIOD

General Corporate

- Nothing to report

Financing Activities

- Nothing to report.

Balandougou Gold Project

- Nothing to report.

4. OUTLOOK

The Company's principal asset is the Balandougou Gold Project in Guinea. During the period August 1, 2017 to July 31, 2018 the Company completed construction of a 150 tonne per day gravity plant a began a 15,000 tonne bulk sample program to determine if the gold mineralization at Zone B3 of Balandougou could be extracted using gravity methods only.

Full-time milling operations at Balandougou began in fiscal Q4 2018. After a brief period operations were suspended for an operational review aimed at improving productivity and increasing gold recoveries.

In August 2018 several upgrades and adjustments were made to the Balandougou gold mill and milling operations resumed but due to the ultra-fine particle size of the gold the upgrades and adjustments did not significantly improve gold recoveries and milling operations were again suspended. The Company is evaluating the technical and economic feasibility of adding a cyanide circuit to the mill.

For the nine-month period ended April 30, 2019, the Company recorded a net loss of $346,361 compared to a net loss of $994,967 as at April 30, 2018. Besides the usual requirements of working capital, the Company must obtain funds to conduct exploration programs and pay its general and administrative costs for the next twelve months. If an economic milling operation is established then those profits could be applied towards the Company's ongoing general and administrative expenses, and future exploration programs. Additionally, management has obtained financing from time to time through the issuance of equity securities, exercise of outstanding warrants for common shares and options to purchase shares, and loans to continue operations. However, notwithstanding that management has been successful in the past, there is no guarantee of future financing success. If management is unable to secure ongoing funding, the Company may be unable to continue operations and the proceeds realized from the sale of the Company's assets may be less than the amounts reflected in these financial statements.

5. RESOURCE PROPERTIES

(Refer also to Note 11 *Exploration and Evaluation Expenditures* in the unaudited consolidated financial statements.)

The following properties are owned by the Company

Balandougou Gold Project

Goldenfrank Resources Inc., a wholly-owned subsidiary of the Company, holds an 80% interest and an option to acquire the remaining 20% interest in one exploitation license for gold and associated minerals totalling 7.2 km2 in the Republic of Guinea referred to as the Balandougou Gold Project, the principal project of the Company. Surrounding the exploitation license the Company holds the 52 km2 Balandougou exploration license.

The Company also holds an 80% interest and an option to acquire the remaining 20% interest of a second Guinean subsidiary, Stellar Guinea SARL, which holds the Balandougou II exploration license (pending final issuance) for gold and associated minerals totalling 92 km2.

The property is in Upper Guinea near the Malian border, some 100 km north of the town of Siguiri. In the southern portion of the Balandougou Gold Project area is the Solotomo gold discovery, which includes the Zones B3 and B1. The B3 shear zone was discovered by the Company in 2010 during a regional and detailed soil geochemistry survey. A strong NW-SE trending gold anomaly approximately 1,150 metres long by 350 metres wide was outlined. The geochemical anomaly was subsequently investigated with 76 Reverse Circulation drill holes totalling 5050 metres at a 50m grid interval along an 800 metres strike length, and then by 16 diamond drill holes totalling 2,350 metres. Using an excavator, five trenches at 100 metre intervals to a depth of more than 3 metres were dug across the B3 zone, and an extensive structural analysis was undertaken by AECOM, an independent consultant, to better understand the controls of the gold mineralization.

During fiscal 2018, the Company completed construction and commissioning of a 150 tonne per day gravity mill to process a 15,000 tonnes bulk sample to determine the amenability of the Zone B3 oxide mineralization to gold extraction using gravity separation as the sole or primary method of gold recovery.

Full-time operations at the Balandougou mill began in Q4 of fiscal 2018. Operations were suspended in July 2018 for an operational review aimed at improving productivity and increasing gold recoveries.

During Q1 2019 several upgrades and adjustments were made to the Balandougou gold mill. Milling operations resumed but the upgrades and adjustments did not significantly improve gold recovery due to the ultra-fine particle size of the gold and milling operations were again suspended. The Company began evaluating the technical and economic feasibility of adding a cyanide circuit to the mill. Prior laboratory tests on the Zone 3B mineralization using cyanide extraction indicated that a cyanide processing would yield a 91% gold recovery.

During Q2 2019 the Company obtained estimates from mining equipment manufacturers and management completed a budget for a proposed conversion of the Balandougou gravity mill to a 300 tonnes per day CIL ("carbon-in-leach") pilot plant to continue its evaluation of the suitability of small-scale mining methods to the surface oxide deposits of the West African Birimian greenstone belt. Management began early-stage discussions with several groups regarding financing for the proposed conversion.

During Q3 2019 the Company continued to examine possible financing and partnership alternatives for adding a cyanide circuit to the Balandougou gold mill.

Project Namarana, Mali

The Company's three-year exploration permit for the 132 km2 Namarana permit and subsequent two-year renewal expired May 30th, 2017. The Company does not intend to pursue renewal of this permit. The Company is not incurring any further exploration costs on this permit.

Opawica Property, Québec

The Company's Opawica Property consisting of 3 blocks totalling 33 claims totalling 1,847 acres was sold to Mosaic Minerals Inc. ("Mosaic") for 7,200,000 shares of Mosaic issued at a deemed price of $0.05 per share ($360,000), plus a 2% Net Smelter Return royalty ("NSR") one-half of which may be purchased by Mosaic for $1,000,000. The sale closed on December 20, 2019.

Eastmain North and Eastmain South Properties, Québec

On March 14, 2017, the Company sold the Eastmain North property located in the Eeyou Istchee James Bay territory, Québec consisting of 16 claims totalling approximately 840 acres and the Eastmain South property consisting of 37 claims covering an area of approximately 1,950 acres to Amex Exploration for 350,000 common shares retaining a 1.5 % net smelter return royalty of which 50 % may be bought back for $750,000.

Gregory Isenor, P. Geo., an independent geological consultant, and a Qualified Person as defined under NI 43-101, has reviewed and approved the technical information presented herein.

6. SELECTED ANNUAL INFORMATION

The following table sets out selected annual financial information from the Company's annual audited consolidated financial statements for the years ended:

	July 31, 2018	July 31, 2017	July 31, 2016
	$	$	$
From Consolidated Statements of Financial Position			
Total assets	449,632	310,777	245,789
Total liabilities	1,650,907	665,070	836,673
Working capital (loss)	825,465	(354,293)	(612,525)
From Consolidated Statements of Comprehensive Income			
Operating loss	(1,435,898)	(1,127,505)	(331,968)
Net loss for the year	(1,327,135)	(907,693)	(331,968)
Total comprehensive loss for the year	(1,327,135)	(930,443)	(322,329)
Basic and diluted loss per share	(0.023)	(0.021)	(0.013)

7. CONSOLIDATED RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED APRIL 30, 2019

The following information has been extracted from the Company's consolidated financial statements for the three and nine months ended April, 2019 and 2018.

The Company had a net loss of $167,838 for the three months ended April 30, 2019 compared to a net loss of $287,878 for the same period in the prior year.

	For the three month period ended April 30, 2019	2018	For the nine month period ended April 30, 2019	2018
	$	$	$	$
Expenses				
Exploration and evaluation expenditures	32,784	184,050	220,593	564,366
Amortization of non-financial assets	-	72	1,150	216
Consultant fees	9,000	(5,749)	30,622	17,192
Management fee	62,500	62,500	187,500	187,500
Professional fees	-	(11,005)	22,350	10,929
Project supervision	30,000	30,000	90,000	90,000
Other operational expenses	(712)	28,802	9,542	35,311
Travel	-	1,126	-	39,031
Share- based payments	-	-	-	-
Registration and shareholders information	600	133	5,323	14,894
Foreign exchange loss (gain)	(3,891)	(31,603)	26,609	(9,691)
Interest on loans payable	34,557	17,000	103,672	27,167
Debenture interest	3,000	2,750	9,000	8,250
Operating loss	(167,838)	(278,076)	(706,361)	(985,165)
Finance income	-	-	-	-
Net change in marketable securities (loss on sale)	-	(9,802)	-	(9,802)
Sale of Opawica property	-	-	360,000	-
Gain on debt settlement	-	-	-	-
Loss before income tax	(167,838)	(287,878)	(346,361)	(994,967)
Income tax	17,861	17,861	21,910	26,792
Deferred income tax	(17,861)	(17,861)	(21,910)	(26,792)
Net comprehensive loss for the period	(167,838)	(287,878)	(346,361)	(994,967)
Basic and diluted loss per share	(0.003)	(0.005)	(0.005)	(0.017)
Weighted average number of shares outstanding	63,922,117	57,652,117	63,922,117	57,548,083

The Company's total assets increased in 2019 compared to 2018 due to the continued expenditure of capital costs on mineral properties and the receipt of marketable securities on the sale of the Opawica property. The Company's total liabilities increased and working capital increased due to debt received during the year.

The Company's operating loss, net loss and comprehensive loss all increased in 2019 compared to 2018 due to increased exploration and development activity.

8. SUMMARY OF QUARTERLY RESULTS

The following table presents selected financial information for the quarters ended:

	April 30 2019	Jan 31 2019	Oct 31 2018	July 31 2018	Apr 30 2018	Jan 31 2018	Oct 31 2017	July 31 2017
	$	$	$	$	$	$	$	$
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	(167,838)	(113,414)	(273,891)	(332,168)	(287,878)	(454,583)	(252,506)	(411,738)
Basic and diluted loss per share	(0.003)	(0.003)	(0.004)	(0.006)	(0.005)	(0.008)	(0.006)	(0.009)

9. LIQUIDITY AND CAPITAL RESOURCES

	April 30, 2019 $	April 30, 2018 $
Working capital (deficit)	(1,415,176)	(589,521)
Deficit	(24,497,653)	(23,819,124)

The Company's working capital deficiency increased during Q1 2019 in comparison to 2018 due to continued spending on the Balandougou gold project during the quarter. Current assets decreased due to reduced cash holdings. Current liabilities increased primarily due increased cash loans, accrued remuneration, accrued interest on outstanding amounts, and increased accounts payable during the quarter.

Historically the Company has financed its acquisition and exploration of mineral properties and operating costs with proceeds from equity subscriptions and the exercise of share purchase options and warrants. The Company is dependent on receiving additional funding through the issuance of equity securities in order to fund future exploration programs and to meet its ongoing general and administrative requirements and while management has been successful in obtaining funding in the past, there can be no assurance that it will be able to do so in the future. The reader should refer to the "Going Concern" disclosure in the Risks and Uncertainties section of this MD&A.

10. RELATED PARTY TRANSACTIONS

The Company's related parties include key management officers and companies held by key management officers. Unless otherwise stated none of the transactions incorporated special terms and conditions and no guarantees were given or received.

Current liabilities include $1,237,441 due to these related parties (2018 - $612,821). As at April 30, 2019, the amount owing to related parties is unsecured, bears interest at 12% per annum and is due on demand. During the nine months ended April 30, 2019, $67,672 in interest was accrued on these amounts.

Transactions with key management personnel

The Company's related parties include Company directors, officers, key management and companies held by key management.

Related party transactions include executive remuneration, shareholder loans to the Company, participation in private placements, incentive stock options and interest paid or accrued on shareholder loans and unpaid remuneration. Details of these related party transactions are set forth below:

	Nine months ended April	
	2019	2018
	$	$
Short-term key management benefits:		
Consulting and management fees	187,500	187,500
Project supervision fees	90,000	90,000
Total	**277,500**	**277,500**

Payments for consulting and management fees and employee benefit expense are made pursuant to executive services agreements. The Company recorded $187,500 for management fees to Stellar's President and Chief Executive Officer John Cumming, and $90,000 of project supervision fees to 2429-7327 QC Inc., a company beneficially owned by Stellar's VP Exploration and Chief Operating Officer Maurice Giroux.

Other related party transactions

There were no other related party transactions except for prior grants of stock options as disclosed in this MD&A.

12. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, short-term investments, related party receivable and accounts payable and accrued liabilities. The recorded values of the Company's financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

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

The Company has no significant credit risk arising from operations. The Company is not exposed to major credit risks attributable to customers and does not engage in any sales activities. The Company's credit risk is primarily attributable to cash and the amount receivable from a related party. The Company holds its cash with a Canadian chartered bank and the risk of default is considered to be remote. Management believes the risk of loss from the related party receivable is limited based on historical experience.

Liquidity risk is the risk that the Company will be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure it will have sufficient liquidity to meet liabilities when due. The Company's accounts payable to trade creditors are due within one year. The Company needs to raise financing to settle accounts payable and is relying on vendor credit until financing has been arranged.

Interest rate risk is the risk that the value of the Company's assets and liabilities can change due to a change in interest rates. The Company considers interest rate risk related to cash and cash equivalents to be low because of their short-term nature.

The Company's functional currency is the Canadian dollar. Major capital purchases are made internationally and are transacted in US dollars. A significant portion of the Company's exploration expenditures are transacted in US dollars and Guinean Francs, and the Company is thus exposed to risk of major changes in these currencies relative to the Canadian dollar.

The Company is exposed to price risk with respect to commodity prices. The Company monitors commodity prices to determine the appropriate course of action to be taken by the Company.

The Company's capital expenditures for its Guinea project are in US dollars and the Company's exploration expenditures in Guinea are transacted primarily in Guinean francs and paid primarily in U.S. dollars.

13. CONTRACTUAL OBLIGATIONS

The Company has no continuing contractual obligations.

14. OFF-BALANCE SHEET ARRANGEMENTS

At April 30, 2019 the Company had no off-balance sheet arrangements.

15. CHANGES IN ACCCOUNTING POLICIES

Recently issued accounting pronouncements

International Financial Reporting Standard 9, Financial Instruments introduces new requirements for the classification and measurement of financial instruments. Management is currently evaluating the impact of this standard on its consolidated financial statements.

In May 2011, the IASB issued the following standards, effective for annual periods beginning on or after January 1, 2013 with early adoption permitted, which have not yet been adopted by the Company. The Company has begun to assess the impact of the new and amended standards and does not expect the adoption of any of the new requirements to have a significant impact on its financial statements.

International Financial Reporting Standard 15, Revenue from Contracts with Customers ("IFRS 15")
On May 28, 2014, the IASB issued IFRS 15. "*Revenue from Contracts with Customers"*. The new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five step analysis to transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced which may affect the amount and/or timing of revenue recognized. The new standards is effective for fiscal years beginning on or after January 1, 2018 and is available for early adoption.

The Company is currently evaluating the impact of IFRS 15 on its financial statements and expects to apply the standard in accordance with its future mandatory effective date.

International Financial Reporting Standard 16, Leases ("IFRS 16")
IFRS 16 replaces the previous leases standard, IAS 17 Leases, and interpretations. IFRS 16 sets out the principles for the recognition, measurements, presentation, and disclosure of leases both for parties to a contract, lessee and lessor. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. A company can chose to apply IFRS 16 before that date but only if it also applies IFRS 15 Revenue from Contracts with Customers. The Company is currently evaluating the impact that these standards will have on its financial statements.

16. OUTSTANDING SHARE DATA

Issued capital

There were no capital transactions during the period.

As of the date of this report, the Company had authorized capital of an unlimited number of common shares without par value and an issued capital of 63,922,117 common shares.

Warrants outstanding as at April 30, 2019:

Exercise Price	Number of Warrants	Expiry Date
$0.10	3,100,000	May 17, 2019
$0.10	100,000	August 22, 2019
$0.05	1,000,000	November 10, 2019
$0.05	7,500,000	May 11, 2019
Total	**11,700,000**	

Subsequent to April 30, 2019 10,600,000 (7,500,000 warrants at $0.05 and 3,100,000 warrants at $0.10) expired.

Broker's warrants outstanding as at January 31, 2019:

Exercise Price	Number of Warrants	Expiry Date
$0.05	200,000	May 12, 2019
Total	**200,000**	

Subsequent to April 30, 2019 200,000 warrants at $0.05 expired.

Convertible debt outstanding as at January 31, 2019:

Amount of Debt	Number of Units Issuable if Converted at $0.05 up to Sept 22 2017	Number of Units Issuable if Converted at $0.10 between Sept 23 2017 and Sept 22 2019
$140,000	2,800,000	1,400,000
Total	**2,800,000**	**1,400,000**

Stock options outstanding as at January 31, 2019:

Exercise Price	Number of Shares	Expiry Date
$0.05	1,550,000	January 18, 2022
$0.05	3,492,000	November 14, 2022
Total	**5,042,000**	

17. RISK AND UNCERTAINTIES

Funding Requirements
The Company and its mineral exploration programs are at an early stage and the Company is not profitable and has no source of revenues. The Company relies upon the placement of equity and the exercise of stock options for its financing. Whilst it has been successful at raising equity in the past, there can be no assurance that it will be able to do so in the future.

Exploration and Development
There can be no assurance that the activities of the Company will result in the discovery of a mineral deposit or that any such discovery will be of sufficient size and grade to warrant production. Each of the mineral claims and exploration permits which the Company holds or has a right to acquire an interest in is in the exploration stage only and without a known body of commercial ore. After discovery of mineralization, significant stages of exploration and assessment are required before economic viability can be determined and development is dependent upon success at every stage. Very few precious or base metal properties that are explored are ultimately developed into production.

Exploration Risks

Mineral resource exploration activities involve risks which even a combination of experience, knowledge and prudence may not be able to overcome. The activities in which the Company is directly or indirectly involved will be subject to the hazards normally incidental to exploration activities which could result in injury and damage to life and property, possible adverse environmental impacts and possible legal liability for some or all of such injury, damage or impact. The Company could be exposed to significant defence costs and ultimate financial liability.

Operational Risks

The Company has begun milling operations in Guinea. Mineral resource exploitation activities involve risks which even a combination of experience, knowledge and prudence may not be able to overcome. The activities in which the Company is directly or indirectly involved will be subject to the hazards normally incidental to mining and milling activities which could result in injury and damage to life and property, possible adverse environmental impacts and possible legal liability for some or all such injury, damage or impact. The Company could be exposed to significant legal defence costs and ultimate financial liability. Additionally, the economics of mining and milling operations carry significant risk and there is no certainty that any such operations will become economically viable.

Reliance on Personnel

The Company is highly dependent on its key executive and operating officers, the loss of any of which could have an adverse effect on the Company. Recent increases in resource exploration activity worldwide have resulted in increased demand for and a resulting shortage of experienced technical field personnel and in increased costs of field personnel and related goods and services. The inability of the Company to secure such personnel when required or at affordable prices could have an adverse effect on the Company's performance.

Title Risks

The Company's exploration properties are in Guinea. Guinea is generally considered to be increasing politically stable insofar as the laws governing mining tenure and mining activities are concerned and recent democratic elections resulted in a new reformist government offering improved transparency and promoting reduced corruption. Nevertheless, the possibility of political instability, changes to mining regulations or local corruption could result in the impairment or loss of mining title or impairment of the value of interests held. The Company exercises usual due diligence with respect to determining title to properties in which it has a material interest. However, the Company's property interests may be subject to prior unregistered agreements, or transfers or land claims by local personas and title may be affected by undetected defects. There is no guarantee that property titles will not be challenged or impugned.

Foreign Currency Exchange Rate Risk

Certain of the Company's primary exploration permits are in the Republic of Guinea. The currency of commerce in Guinea is the Guinean franc and the United States dollar. Significant fluctuations in any of the Guinean franc or the United States dollar against the Canadian dollar could have a material effect on the Corporation's financial results, which are denominated and reported in Canadian dollars.

Political Instability

The Company's property is in Guinea, a country considered to be increasing politically stable with recent democratic elections resulting in a new reformist government offering improved transparency and promoting reduced corruption.

18. SUBSEQUENT EVENTS

Plan of Arrangement Spin Out Share Distribution

On November 7, 2018, Stellar signed an arrangement agreement with Mosaic pursuant to which Stellar would distribute to Stellar shareholders 2,000,000 of the 7,200,000 shares of Mosaic Minerals Corp. The spin out distribution to Stellar shareholders will use a statutory plan of arrangement (the "Arrangement") and each Stellar shareholder will receive 0.0312 of a Mosaic share for each Stellar share held. On December 18, 2018 Stellar shareholders approved the Arrangement. The Arrangement and the spin out share distribution will be effective after acceptance by the TSX Venture Exchange and a distribution date approved.

19. ADDITIONAL INFORMATION

The financial statements and additional information regarding the Company, including the Company's certificates of annual and interim filings, news releases and technical reports referred to herein, are available on SEDAR at www.sedar.com.

20. ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosures concerning the Company's expenses are provided in the Company's statement of loss and note disclosures contained in its Financial Statements for the period ended April 30, 2019. These statements are available on Stellar's SEDAR page and may be accessed through *www.sedar.com*.

Dividends
The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors deem relevant

Management's Responsibility for Financial Statements
The information provided in this report, including the Financial Statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying Financial Statements.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not 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 NI 52-109, in particular, the certifying officers filing this certificate 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 GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Nature of the Securities
The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Proposed Transactions
There are currently no significant proposed transactions except as otherwise disclosed in this MD&A.

Approval
The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the Financial Statements and related financial reporting and internal control matters before the Financial Statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the Financial Statements and the disclosure contained in this MD&A.

A copy of this MD&A will be provided to anyone who requests it.