



**MegumaGold Corp.**  
*(Formerly Coronet Metals Inc.)*

Management's Discussion and Analysis

For the period ended June 30, 2018

**MEGUMAGOLD CORP. (FORMERLY CORONET METALS INC.)  
MANAGEMENT DISCUSSION & ANALYSIS  
FOR THE PERIOD ENDED JUNE 30, 2018**

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**AUGUST 24, 2018**

*This management's discussion and analysis provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the period ended June 30, 2018, compared to the period ended June 30, 2017. This report prepared as at August 24, 2018 intends to complement and supplement our condensed interim consolidated financial statements (the "financial statements") as at June 30, 2018 and should be read in conjunction with the financial statements and the accompanying notes. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.*

*Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.*

*Our financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"). All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.*

*Where we say "we", "us", "our", the "Company" or "MegumaGold", we mean MegumaGold Corp. (formerly Coronet Metals Inc.) and/or its subsidiaries, as it may apply.*

**OVERVIEW AND DESCRIPTION OF BUSINESS**

MegumaGold Corp. (formerly Coronet Metals Inc.) ("the Company" or "MegumaGold") was incorporated pursuant to the Business Corporation Act (British Columbia). The Company is a listed issuer on the Canadian Securities Exchange ("CSE") under the symbol "NSAU", the Frankfurt Stock Exchange under the symbol FWB: 2CM and on the United States OTC stock market's OTC Pink, under the symbol NSAU. The Company's registered office is at 789 West Pender Street, Suite 810, Vancouver, British Columbia, V6C 1H2, Canada and its head office is located at Suite 2630-1075 West Georgia Street, Vancouver, British Columbia, V6E 3C9, Canada.

The Company is engaged in the business of acquiring, exploring and developing natural resource properties, with a focus on precious mineral properties/projects which have the potential for both near-term cash flow and significant exploration upside potential. The Company is considered to be in the exploration stage as it has not placed any mineral properties into production.

**CORPORATE DEVELOPMENTS AND SIGNIFICANT TRANSACTIONS AND FACTORS AFFECTING RESULTS OF OPERATIONS**

During the period ended June 30, 2018, the Company closed the following transactions:

- On April 20, 2018, the Company closed the first tranche of a private placement (the "Offering") by issuing 10,082,500 units ("the Units") at a subscription price of \$0.20 per Unit for gross proceeds to the Company of \$2,016,500. Each Unit consists of one common share ("Share") and one warrant ("Warrant") exercisable into one common share ("Warrant Share") at \$0.50 per share for a period of two years. The Warrants will be subject to a fourteen-day forced exercise provision should the Company's closing share price meet or exceed \$0.70 for ten consecutive trading days. The Shares and the underlying Warrant Shares issued in connection with this Offering will be subject to a statutory four month hold period expiring on August 20, 2018. A finder's fee of \$15,390 cash was paid and 76,950 broker warrants were issued with a fair value of \$10,534 in connection with the first tranche closing of the Offering. Each broker warrant is exercisable into a common share at a price of \$0.20 for a period of two years.

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**CORPORATE DEVELOPMENTS AND SIGNIFICANT TRANSACTIONS AND FACTORS AFFECTING RESULTS OF OPERATIONS (CONTINUED)**

- On May 2, 2018 the Company closed the second and final tranche of the private placement Offering by issuing 11,884,700 flow-through shares at a subscription price of \$0.30 per flow-through share for gross proceeds to the Company of \$3,565,410. Finders' fees and legal fees of \$258,821 cash were paid and 705,835 common shares were issued with a total fair value of \$141,168 in connection with the second and final tranche closing of the Offering. All securities issued will be subject to a statutory four month hold period expiring on September 2, 2018.
- The Company acquired 1161097 B.C. Ltd. ("116") and 1156222 B.C. Ltd. ("115"), acquiring 100% of 116 and 115 existing exploration and evaluation assets. See properties section for additional detail.

Use of proceeds

*Flow-through*

The Company intends to use the net proceeds of the January and May 2018 flow-through private placements on qualifying Canadian Exploration Expenditures pursuant to the Income Tax Act (Canada), to further explore the Company's exploration and evaluation assets and initiate a multi-phase exploration program.

<b>Intended use of proceeds of May 2018 Flow-through Private Placements</b>		<b>Amount incurred to date June 30, 2018</b>		<b>Variances</b>
Canadian exploration expenditures	\$3,306,589	Canadian exploration expenditures	\$nil	No variances anticipated.
<b>Total</b>	<b>\$3,306,589</b>	<b>Total to date</b>	<b>\$nil</b>	

<b>Intended use of proceeds of January 2018 Flow-through Private Placements</b>		<b>Amount incurred to date June 30, 2018</b>		<b>Variances</b>
Canadian exploration expenditures	\$2,205,000	Canadian exploration expenditures	\$800,000	No variances anticipated.
<b>Total</b>	<b>\$2,205,000</b>	<b>Total to date</b>	<b>\$800,000</b>	

As of the date of this MD&A, the Company has begun to use the funds as intended. The Company will use the gross proceeds raised from the private placements to incur qualifying Canadian exploration expenditures on its Meguma, Cariboo and Tay LP projects. The Company expects that the exploration expenditures to be incurred in fiscal 2019, will exceed the \$2,205,000 flow-through financing renounced in the 2017 taxation year. See Exploration and Development Strategy section.

*Non flow-through*

The Company completed a non-brokered private placement in April 2018 for net proceeds of \$2,001,110. The Company intends to use the net proceeds for exploration and general working capital. The table below provides a breakdown of the intended use, the amounts used to date and any variances.

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<b>Intended use of proceeds of April 2018 Private Placements</b>		<b>Amount incurred to date June 30, 2018</b>		<b>Variances</b>
Exploration and evaluation activity (50%)	\$1,000,555	Exploration and evaluation activity (50%)	\$nil	No variances anticipated
General Working Capital (50%)	\$1,000,555	General Working Capital (50%)	\$nil	No variances anticipated
<b>Total</b>	<b>\$2,001,110</b>	<b>Total to date</b>	<b>\$nil</b>	

The Company also completed a non-brokered private placement in November 2017 for net proceeds of \$994,167. The Company intends to use the net proceeds for exploration and general working capital. The table below provides a breakdown of the use, the amounts used to date and any variances.

<b>Intended use of proceeds of November 2017 Private Placements</b>		<b>Amount incurred to date June 30, 2018</b>		<b>Variances</b>
Exploration and evaluation activity (60%)	\$596,500	Exploration and evaluation activity (60%)	\$225,000	No variances anticipated
General Working Capital (40%)	\$397,667	General Working Capital (40%)	\$345,000	No variances anticipated
<b>Total</b>	<b>\$994,167</b>	<b>Total to date</b>	<b>570,000</b>	

**PROPERTIES**

The Company capitalized the following exploration expenditures during the three months ended June 30, 2018.

	<b>Meguma Project</b>	<b>Cariboo Project</b>	<b>Tay-LP Gold Project</b>	<b>White Caps Gold Project</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Balance, March 31, 2017</b>	-	-	-	1,462,994	1,462,994
Acquisition costs	-	-	48,500	-	48,500
Exploration expenditures	-	-	6,800	28,683	35,483
Impairment	-	-	-	(1,491,677)	(1,491,677)
<b>Balance, March 31, 2018</b>	-	-	<b>55,300</b>	-	<b>55,300</b>
Acquisition costs	4,385,000	4,400,000	-	-	8,785,000
Mining rights	169,776	-	-	-	169,776
Geological consultants	396,144	-	-	-	396,144
Geological surveying	416,099	-	25,283	-	441,382
<b>Balance, June 30, 2018</b>	<b>5,367,019</b>	<b>4,400,000</b>	<b>80,583</b>	-	<b>9,847,602</b>

Exploration and evaluation costs incurred during the three months ended June 30, 2018 increased over the prior period as a result of acquisition costs and the preliminary exploration activity for the Meguma Gold Project. These costs substantially relate to the phase 1 development costs – see Exploration and Evaluation Strategy for more detail.

**Meguma Gold Project – Nova Scotia**

On May 30, 2018, the Company acquired 100% of 115 and assumed all of its existing assets and underlying agreements at present, including 3,888 mineral claims totaling over 62,000 hectares of land in Nova Scotia.

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**PROPERTIES (continued)**

**Cariboo Gold Project – British Columbia**

On May 16, 2018, the Company acquired 116 and assumed all of its existing assets and underlying agreements at present, including:

- 100% ownership of the Cariboo Gold Project totaling more than 4,500 hectares;
- 100% ownership of the Lac La Hache Gold Project comprised of approximately 180 hectares; and
- 100% ownership of the Pinto Gold Project comprised of approximately 80.9 hectares.

**Tay LP Gold Project – Yukon**

On November 22, 2017, the Company announced obtaining the Tay-LP Gold Property Mineral Option, an option to earn a 100% interest subject to a 2% NSR royalty in the Tay-LP Gold Property located approximately 47 kilometers southwest of Ross River, Yukon territory and consists of 413 claims covering approximately 7,880 hectares.

**White Caps Gold Project**

During the year ended March 31, 2018, indicators of impairment existed leading to a test of recoverable amounts for the White Caps Gold project. As such, the project was fully impaired resulting in impairment expense of \$1,491,677.

**OVERALL PERFORMANCE**

The Company explores for precious minerals with an emphasis on gold. The Company has no earnings and therefore finances exploration and development activities by the sale of shares. The key determinants of the Company's operating results are the following:

- (a) success of its exploration and development programs and putting these into production;
- (b) the state of capital markets, which affects the ability of the Company to finance its exploration activities;
- (c) the market price of gold and silver; and
- (d) political and social issues which have affected and could further affect the ability of the Company to conduct exploration and mine development activities on its project in the USA and other jurisdictions where the Company might operate in.

**EXPLORATION AND DEVELOPMENT STRATEGY**

**Meguma Gold Property**

The Company completed the acquisition of 115, and 100% interest in a large land position in one of Canada's historic gold districts. The Company acquired 3,888 mineral claims totaling over 62,000 hectares becoming one of the provinces largest single mineral claim holders and a leading gold exploration company in Nova Scotia. As of the date of this report, the Company has staked a total of 6,723 mineral claims totaling over 108,000 hectares. These claims were staked along the under-explored trends of known gold producing anticlinal structures and the Company estimates that it will control approximately 466 km (total strike length) of gold-prospective anticlines.

## **EXPLORATION AND DEVELOPMENT STRATEGY (CONTINUED)**

### **Meguma Gold Project (continued)**

Through this acquisition the Company believes it has a unique opportunity to control the largest strike-length share of projected anticlines in the province and will employ state of the art clean technology exploration that will assess the true gold potential. In order to better define these anticlinal trends, and to focus an aggressive Phase 1 exploration program, the company has initiated a 12,342 kilometre aeromagnetic and radiometric survey along with a 1,110 square kilometres of LiDAR survey during the period ended June 30, 2018.

In conjunction with this new project acquisition, the Company has initiated a multi-phase exploration program aimed at defining and drill testing numerous targets moving-forward.

Phase 1 exploration will include:

- A detailed (100 metre line spacing) 12,000 km airborne geophysics and LiDAR program which is one of the largest modern-day airborne initiatives in Nova Scotia.
- Re-interpretation of past geophysical work of known deposits to develop a proprietary “fingerprint” model for identifying new deposits within the project.
- Reprocessing and modeling of new aeromagnetic, radiometrics and LiDAR.
- Development of a 3D prospective model to identify geology, structures and alteration that will be vectors to new gold mineralization.
- The introduction of clean technology field methods and assessment tools to allow geologist to focus exploration on the most prospective ground. The company intends to initiate Phase two of the exploration program in mid-September with a 20,000m Reverse Circulation drilling program with anticipated completion in Q4 2018, conditions dependent. Phase 2 will be followed by a 100,00m comprehensive drill program to be completed prior to the end of calendar 2019. The Nova Scotia exploration team are some of the most experienced geologists within the Nova Scotia gold districts and they will continue to use modern exploration methods and develop new exploration techniques to better define prospective gold targets.

In conjunction with the acquisition, the Company purchased all of the shares from arm’s-length vendor and issued 15.5 million common shares of the Company. The vendors will retain a 2% gross royalty on the project. Finders' fees of \$200,000 in cash and 8% common shares was paid to qualified arm's-length parties in connection with the acquisition.

### **Cariboo Gold Properties**

The Company completed the acquisition of 116 and will enter the historic Cariboo Gold District, which will comprise of the following projects:

- The Cariboo Gold Project comprises multiple tenure blocks totaling more than 4,500 ha, which strategically target the Transitional or Basalt Siltstone of the Barkerville Terrain.
- The Lac La Hache Gold Project represents exposure to a new, emerging gold exploration area of the Cariboo Gold District, located northeast of 100 Mile House. The project comprises approximately 180 hectares of exploration ground situated on the north shore of Spout Lake, in close proximity to the recent discovery on the south shore of the lake by Engold Mines Ltd.
- The Pinto Gold Project is a gold exploration target located in southern British Columbia and is approximately 80.9 hectares in size.

In conjunction with the above, the Company acquired 100% of the common shares of a privately-held company that owns the Cariboo Gold, Lac la Hache and Pinto gold projects from arm’s-length vendors and issued 17.5M common shares of the Company and made a cash payment of \$25,000. No finders fees were paid on the transaction.

## **EXPLORATION AND DEVELOPMENT STRATEGY**

### **Tay-LP Gold Property**

Pursuant to the Mineral Property Option Agreement (the "Option Agreement"), the Company has the right to explore and develop the Tay-LP Gold Property ("Tay-LP") located approximately 47 kilometers southwest of Ross River, Yukon Territory. The Tay-LP property consists of 413 claims covering a 20 km-long by 4 km-wide belt of gold prospects (7,880 hectares). The property has good road access, favourable gold geology, multiple exploration targets, and strong potential to make new gold discoveries. Several million dollars has been spent on the property since its discovery in 1984, by companies including Cominco, Newmont and most recently Canarc Resource Corp.

A National Instrument 43-101 compliant technical report, prepared by David Dunn P.Geo. and James Moors P.Geo. for Canarc Resource Corp., and available on SEDAR, states that the Tay-LP Property has good potential to host an economic replacement type gold deposit. The Technical Report, dated March 30, 2010 recommended three major phases of work. The first phase consisting of a 470 kilometre helicopter borne VTEM and magnetometer geophysical survey was completed in May 2010 and successfully identified several new EM conductors and magnetic anomalies within prospective geological settings. The Company is currently having an updated NI 43-101 report written, which will include the results of the 2010 airborne geophysical program and recommendations for further work.

The Company issued 37,500 shares as a finder's fee with a fair value of \$7,125 for the Tay-LP Gold Property Mineral Option. To exercise the Option Agreement, the Company must pay a total of up to \$350,000 cash consideration, issue 150,000 shares and incur \$1,900,000 of exploration work as follows:

Cash consideration:

- (i) \$10,000 paid within 5 days of the agreement (paid);
- (ii) a further \$10,000 to be paid on or before February 6, 2018 (paid);
- (iii) a further \$30,000 to be paid on or before December 30, 2018;
- (iv) a further \$60,000 to be paid on or before December 30, 2019;
- (v) a further \$80,000 to be paid on or before December 30, 2020; and
- (vi) a further \$160,000 to be paid on or before December 30, 2021.

Share consideration:

150,000 shares were issued within five days of signing of the agreement (issued with a fair value of \$28,500);

Exploration expenditures:

- (i) \$150,000 work to be incurred on or before December 30, 2018;
- (ii) \$250,000 work to be incurred before December 30, 2019;
- (iii) \$500,000 work to be incurred before December 30, 2020; and
- (iv) \$1,000,000 to be incurred before December 30, 2021.

The Optionor will retain a 2% net smelter return upon completion of all terms to acquire 100% of the property, with a \$20,000 pre-production Royalty payable on or before December 30 of each year.

In the event the option is cancelled, at any time, the optionee must insure all claims will have at least one year's assessment work or will pay cash-in-lieu to the optionor.

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**CONDENSED INTERIM CONSOLIDATED RESULTS OF OPERATIONS**

All of the balances set out in this and following sections, including the Summary of quarterly results conform to IFRS standards.

	<b>June 30, 2018</b>	June 30, 2017
	\$	\$
<b>EXPENSES (INCOME)</b>		
Professional fees	<b>9,158</b>	7,854
General and administrative	<b>31,565</b>	8,503
Regulatory, transfer agent and filing fees	<b>6,938</b>	2,886
Management, consulting and director's fees	<b>62,750</b>	24,000
Foreign exchange (gain) loss	<b>3,031</b>	(3,095)
<b>Net loss and comprehensive loss for the period</b>	<b>113,442</b>	40,148
<b>Loss per share</b>		
<b>Basic and diluted loss per share</b>	<b>(0.00)</b>	(0.00)
<b>Weighted average number of shares outstanding</b>	<b>70,147,039</b>	16,405,102

**For the period ended June 30, 2018 compared to the period June 30, 2017**

The Company recorded net loss of \$113,442 for the period ended June 30, 2018 compared to a net loss \$40,148 for the corresponding period in 2017. Some of the significant charges to operations are as follows:

- General and administrative expense of \$31,565 (2017 - \$8,503), which reflected an increase attributable to travel, promotional and office expenditures incurred relating to the property acquisitions in Q1 2019.
- Management and consulting fees of \$62,750 (2017 - \$24,000) relate to general consulting and management fees. As well, consulting services were rendered in connection with the amalgamation with 115 and 116.



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**SUMMARY OF QUARTERLY RESULTS**

The table below presents selected financial data for the Company's eight most recently completed quarters, all prepared in accordance with IFRS.

	June 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30
	2018	2018	2017	2017	2017	2017	2016	2016
	\$	\$	\$	\$	\$	\$	\$	\$
<b>Deficit and Cash Flow</b>								
Net income (loss)	(113,442)	(2,029,235)	(478,922)	(39,490)	(40,149)	(272,162)	(283,353)	(155,679)
Basic and diluted gain (loss) per share	(0.00)	(0.06)	(0.02)	(0.01)	(0.01)	(0.02)	(0.02)	(0.01)
<b>Balance Sheet</b>								
Total Assets	16,760,163	2,981,785	3,304,211	1,812,077	1,812,077	1,843,828	2,114,076	2,328,025

Fluctuations in Assets are mostly due to cash on financing activities and deployed to property investigation and acquisition and advancement of exploration and evaluation assets. The amount and timing of expenses and availability of capital resources vary substantially from quarter to quarter, depending on the level of exploration activities being undertaken at any time and the availability of funding from investors or collaboration partners.

**LIQUIDITY AND CAPITAL RESOURCES**

The financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise exploration and development programs depending on its working capital position.

As at June 30, 2018 the Company had a working capital of \$6,359,514 (March 31, 2018 - 2,447,560) which primarily consisted of cash of \$ 6,773,379 (March 31, 2018 - \$2,681,156), receivables of \$62,513 (March 31, 2018 - \$16,393) and prepaid expenses of \$76,669 (March 31, 2018 - \$228,936). Current liabilities, being accounts payable and accrued liabilities as at June 30, 2018 amounted to \$553,047 (March 31, 2018 - \$478,925) Refer to the Financial Statements for more information on the use of cash in operating, investing and financing activities for the period ended June 30, 2018 and 2017.

Other than the above mentioned current liabilities, the Company has no short-term capital spending requirements and future plans and expectations are based on the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Company will be able to obtain adequate financing in the future or if available that such financing will be on acceptable terms. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

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**LIQUIDITY AND CAPITAL RESOURCES (CONTINUED)**

The Company's future revenues, if any, are expected to be from the mining and sale of mineral products or interests related there to. The economics of developing and producing mineral products are affected by many factors including the cost of operations, variations in the grade of ore mined, and the price of metals. Depending on the price of metals, the Company may determine that it is impractical to continue commercial production. The price of metals has fluctuated widely in recent years and is affected by many factors beyond the Company's control including changes in international investment patterns and monetary systems, economic growth rates, political developments, the extent of sales or accumulation of reserves by governments, and shifts in private supplies of and demands for metals. The supply of metals consists of a combination of mine production, recycled material, and existing stocks held by governments, producers, financial institutions and consumers. If the market price for metals falls below the Company's full production costs and remains at such levels for any sustained period of time, the Company will experience losses and may decide to discontinue operations or development of other projects or mining at one or more of its properties at that time.

**LIQUIDITY AND CAPITAL RESOURCES - CASH FLOW**

**OPERATING ACTIVITIES:**

Cash used in operating activities for the three months ended June 30, 2018 was \$347,031 as compared to \$36,010 in the prior period. The cash used in operating activities is mainly attributed to an increase in general and administrative expenditures and the payment of outstanding payables during the period ended June 30, 2018.

**INVESTING ACTIVITIES:**

Cash used in investing activities for the three months ended June 30, 2018 was \$868,444 as compared to \$382 in the prior period. The cash used in investing activities is attributed to the acquisition of the Cariboo and Meguma Gold projects and relate to various exploration and evaluation activities.

**FINANCING ACTIVITIES:**

Cash provided by financing activities for the three months ended June 30, 2018 was \$5,307,698 as compared to \$nil in the prior period. On April 20, 2018, the Company issued 10,052,500 units for gross proceeds of \$2,016,500. Each unit consists of one common share and one warrant, exercisable at \$0.50 per share for a period of 2 years. On May 2, 2018, the Company issued \$11,844,700 flow-through shares at a subscription price of \$0.30 per flow-through share for gross proceeds of \$3,565,410.

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**TRANSACTIONS WITH RELATED PARTIES**

The Directors and Executive Officers of the Company are as follows:

Theo van der Linde	Director and President
Regan Isenor	Chief Executive Officer
Peter Nguyen	Chief Financial Officer
Steve Stine	Director
Fred Tejada	Director

The Company incurred the following related party transactions, with associated persons or corporations, which were undertaken in the normal course of operations and were measured at the exchange amount as follows:

- a) Key management includes directors, executive officers and officers which constitutes the management team. The Company paid or accrued compensation in form of consulting fees to companies controlled by directors, executive officers and officers and share based compensation directly to directors, executive officers and officers as follows:

<i>Year-ended</i>	<b>June 30, 2018</b>	June 30, 2017
	<b>\$</b>	\$
Consulting fees – paid to a company controlled by the President of the Company	<b>18,000</b>	24,000

- b) On June 30, 2018, total amounts payable to directors and companies owned thereby in accrued liabilities were \$208,154 (2017 - \$165,138).
- c) During the period ended June 30, 2018, the Company capitalized \$78,616 (2017 - \$nil) of consulting fees rendered by a company controlled by the CEO as exploration and evaluation asset.

**FINANCIAL INSTRUMENTS AND RISKS**

The Company's financial instruments consist of cash and cash equivalents, receivables, loans payable, contingent consideration and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

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

**Credit risk**

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's exposure to credit risk includes cash and other receivable. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. Other receivable represents GST/HST due from the Canadian government. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets. The Company has assessed credit risk as low.

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**Liquidity risk**

Liquidity risk is the risk that the Company will not have sufficient liquidity to meet its financial obligations as they come due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company cautions that there are no cash flows from operations and its holdings of cash may be inadequate to meet its anticipated short-term obligations.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. As at June 30, 2018, the Company had a cash balance of \$6,773,379 (March 31, 2018 - 2,681,156) to settle current liabilities of \$553,047 (March 31, 2018 - \$478,925). The Company has assessed liquidity risk as low.

**Market risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign currency and price risk.

a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company has no material exposure at June 30, 2018 to interest rate risk through its financial instruments.

b) Foreign currency risk

The operations of the Company in the USA are subject to currency fluctuations where exploration and administrative expenses are being incurred in the local currency, USD. The Company's ability to advance funds to the USA is subject to changes in the valuation of the US Dollar as well as rules and regulations of the USA government. Fluctuations in the value of the US Dollar may have an adverse effect on the operations and operating costs of the Company. The appreciation of non- Canadian Dollar currencies against the Canadian Dollar can increase the cost of exploration and potential production in Canadian Dollar terms. The Company does not use derivatives to mitigate its exposure to foreign currency risk. The Company's consolidated statement of financial position contains balances of cash, accounts payable in currencies other than its functional currency. The Company is thus exposed to foreign exchange risk. A +/- 5% change on the USD:CAD rate relating to US\$8,647 in assets (cash and prepaid expenses held in USD) could have an approximate impact of \$569. The impact on US Dollar denominated current liabilities of US\$116,959 is approximately \$7,701. Foreign currency risk is assessed as low.

c) Price risk

The Company's exposure to price risk with respect to commodity and equity prices is minimal due to the fact that the Company is still in the exploration stage with no earnings. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company intends to closely monitor commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company when warranted.

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**OTHER INFORMATION**

**Off Balance Sheet Items**

The Company has no off-balance sheet arrangements.

**Going Concern**

The condensed interim consolidated financial statements for the period ended June 30, 2018 have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Several material uncertainties may cast a significant doubt on the validity of this assumption. The Company has incurred losses since inception and has no current source of revenue. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource property or business interests and develop profitable operations or a combination thereof, which is not assured, given the volatile and uncertain financial markets. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. At June 30, 2018, the Company had a deficit of \$21,973,979 (March 31, 2018 - 21,860,537) and a working capital of \$6,359,514 (March 31, 2018 - 2,447,560).

There can be no assurance that the Company will be able to continue to raise funds, in which case the Company may be unable to meet its obligations. Should the Company be unable to continue as a going-concern, the net realizable values of its assets may be materially less than the amounts recorded on the consolidated statement of financial position.

**Management of capital**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue suitable business opportunities and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage and has not achieved commercial operations from its projects, its principal source of funds is from the issuance of common shares.

In the management of capital, the Company includes the components of shareholders' equity (deficiency). The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

In order to facilitate the management of its capital requirements, the Company prepares monthly and annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors. The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations. The Company is uncertain as to whether its current capital resources will be sufficient to carry its exploration and development plans and operations through its current operating period and, accordingly, management is reviewing the timing and scope of current exploration plans and is also pursuing other financing alternatives to fund the Company's operations.

The Company is not currently subject to externally imposed capital requirements. There are no changes in the Company's approach to capital management.

**MEGUMAGOLD CORP. (FORMERLY CORONET METALS INC.)  
MANAGEMENT DISCUSSION & ANALYSIS  
FOR THE PERIOD ENDED JUNE 30, 2018**

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**OTHER INFORMATION (CONTINUED)**

**Outstanding Share Data**

The table below presents the Company's common share data as of August 24, 2018.

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	<b>Number</b>
Common Shares, issued and outstanding	96,530,640
Stock options convertible into common shares	2,749,500
Warrants	23,331,006

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**RISKS AND UNCERTAINTIES**

**Early Stage - Need for Additional Funds**

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations. The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable, especially in today's volatile and uncertain financial markets. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

**Exploration and Development**

Exploration for minerals is a speculative venture involving substantial risk. There is no certainty that the expenditures made by the Company and/or its subsidiaries will result in discoveries of commercial metal reserves.

Mining and development risks always accompany anticipated rewards, and uncertainties always exist where mineral properties are concerned. Uncertainties include the size, grade and recovery of naturally occurring mineral deposits. Although exploration and development efforts can outline a mineral deposit with a degree of certainty, ultimate grade and tonnages are never fully known until mining has been completed. Metal prices are also a significant factor in the development decision for a mineral property, as a mine may not be economically feasible in a period of depressed prices. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Pricing is affected by numerous factors such as international economic and political trends, global or regional consumption and demand patterns, and

## **RISKS AND UNCERTAINTIES (CONTINUED)**

increased production by current producers.

### **Operating Hazards and Risks**

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

### **Foreign Country and Political Risk**

The Company might from time to time pursue mineral properties in unstable political or economic countries. The Company would be subject to certain risks, including currency fluctuations and possible political or economic instability in certain jurisdictions, which may result in the impairment or loss of mineral concessions or other mineral rights. Mineral exploration and mining activities may be affected in varying degrees by political instability and government regulations relating to the mining industry. Any changes in regulations or shifts in political attitudes may also adversely affect the Company's business. Exploration may be affected in varying degrees by government regulations with respect to restrictions on future exploitation and production, price controls, export controls, foreign exchange controls, income taxes, expropriation of property, environmental legislation and mine and/or site safety. The Company does not presently own/pursue foreign exploration projects.

### **Title Risks**

Title to exploration and evaluation assets 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 mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

### **Environmental Regulations, Permits and Licenses**

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health and safety, waste disposal, and other matters. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in impositions of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a direction of stricter standards, and enforcement, and higher fines and penalties for non-responsibility for companies including its directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability for the Company and its directors, officers and employees. The Company intends to fully comply with all environmental regulations.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those

## **RISKS AND UNCERTAINTIES (CONTINUED)**

suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or productions costs or reduction in levels of productions at producing properties, or requirements abandonment, or delays in development of new mining properties.

### **Competition and Agreements with Other Parties**

The mining industry is intensely competitive in all its phases. The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

### **Price Volatility of Public Stock**

In recent years, securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares on a stock exchange may be affected by such volatility.

### **Economic Conditions**

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

### **Dependence on Management**

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

### **Conflicts of Interest**

The Company's directors and officers may serve as directors and officers, or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act, British Columbia ("Corporations Act") in dealing with conflicts of interest. These provisions state, where a director/officer has such a conflict, that the director/officer must at a meeting of the board, disclose his interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.



### **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Additional disclosure concerning the Company's general and administrative expenses and exploration and evaluation costs is provided in the Company's consolidated statement of loss and note disclosures contained in its consolidated financial statements for the year ended March 31, 2018. These statements are available on SEDAR - Site accessed through [www.sedar.com](http://www.sedar.com) and the Company's website at [www.megumagold.com](http://www.megumagold.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 consolidated 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.

**ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE (CONTINUED)**

**Proposed Transactions**

There are currently no significant proposed transactions except as otherwise disclosed in this MD&A. Confidentiality agreements and non-binding agreements may be entered into from time to time, with independent entities to allow for discussions of the potential acquisition and/or development of certain properties.

**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.

**Forward Looking Information**

Certain statements in this document constitute "forward-looking statements" and are based on current expectations and involve risks and uncertainties, referred to above and or in MegumaGold's financial statements for the year ended March 31, 2018, that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in the forward-looking statements. Examples of such forward looking statements include statements regarding financial results and expectations for 2018, future anticipated results of exploration programs and development programs (including, without limitations, with respect to the Cariboo Gold Properties, Tay-LP Gold Property, MegumaGold Property, and the White Caps Gold Project), including, but not limited to, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations, metal prices, demand for metals, currency exchange rates, political and operational risks inherent in mining or development activities, legislative factors relating to prices, taxes, royalties, land use, title and permits, importing and exporting of minerals, environmental protection, expenditures on property, plant and equipment, increases and decreases in reserves and/or resources and anticipated grades and recovery rates and are or may be based on assumptions and/or estimates related to future economic, market and other conditions. This list is not exhaustive and should be considered carefully by prospective investors, who should not place undue reliance on such forward-looking statements. Factors that could cause actual results, developments or events to differ materially from those anticipated include, among others, the factors described or referred to elsewhere herein including, without limitation, under the heading "Risks and Uncertainties" and/or the financial statements, and include unanticipated and/or unusual events as well as actual results of planned exploration and development programs and associated risk. Many of such factors are beyond the Company's ability to control or predict. Actual results may differ materially from those anticipated. Readers of this MD&A are cautioned not to put undue reliance on forward looking statements due to their inherent uncertainty. Forward-looking statements are made based upon management's beliefs, estimates and opinions on the date the statements are made, which management believes are reasonable, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law. These forward-looking statements should not be relied upon as representing management's views as of any date subsequent to the date of this MD&A. Additional information, including interim and annual consolidated financial statements, the management information circulars and other disclosure documents, may also be examined and/or obtained through the Internet by accessing MegumaGold's website at [www.megumagold.com](http://www.megumagold.com) or by accessing the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") website at [www.sedar.com](http://www.sedar.com).