



**FORM 51-102F1**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**Nine Month Period Ended January 31, 2020**

The following Management Discussion and Analysis (“MD&A”), prepared as of March 3, 2020, of the results of operations and financial position of Metalex Ventures Ltd. (the “Company”) for the nine month period ended January 31, 2020 should be read together with the unaudited condensed consolidated interim financial statements for the nine month period ended January 31, 2020 and related notes attached thereto, which are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). All amounts are stated in Canadian dollars unless otherwise indicated.

The reader should also refer to the annual audited consolidated financial statements for the years ended April 30, 2019 and April 30, 2018 and the MD&A for those years.

Additional related information is available on the Company’s website at [www.metalexventures.com](http://www.metalexventures.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Description of Business**

The Company’s principal business activity is the acquisition, exploration and development of mineral properties and it is considered to be at the exploration stage. The Company has not yet determined whether the properties contain ore reserves that are economically recoverable. The Company trades on the TSX Venture Exchange under the symbol MTX.

The Company’s areas of work are in the James Bay Lowlands area of Northern Ontario, where the company has a 100% interest in certain mineral claims (“Kyle Lake”) and, in the Attawapiskat area of Northern Ontario, where the Company has a 83.9% contributing interest in the Big Red Diamond Joint Venture and a 82.5% contributing interest in the Dumont Joint Venture. In Quebec, the Company has a 76.96% contributing interest in diamond exploration; the Company holds 100% of the non-diamond commodity exploration on various mineral claims. The Company holds an exploration licence in Morocco.

The reader is referred to the relevant sections in this, and previous Management Discussion and Analysis for further details on these projects.

### **Cautionary Note Regarding Forward Looking Statements**

Certain statements in this report are forward-looking statements, which reflect our management’s expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management’s current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management’s current expectations, estimates and assumptions about current mineral property interests, the global economic environment, the market price and demand for diamonds, gold and other minerals and our ability to manage our property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) a decreased demand for or price of gold and other minerals, (3) delays in the start of projects with respect to our property interests, (4) inability to locate and acquire additional property interests, (5) the uncertainty of government regulation and politics regarding mining and mineral exploration, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

## Performance Summary

The following is a summary of significant events and transactions that occurred during the nine month period ended January 31, 2020:

### *Mineral Properties*

Mineral property expenditures (recovery) incurred during the period were as follows:

Kyle Lake, Ontario	\$	200,996
James Bay, Quebec		61,787
Morocco		5,833
Mali		6,496
Attawapiskat, Ontario		1,650
<b>Total</b>	<b>\$</b>	<b>276,762</b>

Details of activities on the properties are provided in the following commentary. The technical information and results reported in this section have been reviewed by Metalex President & CEO, Chad Ulansky P.Geol. Mr. Ulansky is a Qualified Person under National Instrument 43-101 and is responsible for the technical content herein.

### **Kyle Lake Property, Ontario**

As at January 31, 2020, the Company has a 100% earned interest in certain mineral claims located in the Kyle Lake area of Ontario, located approximately 200 km west of James Bay in Northern Ontario and about 80 km west of De Beers' Victor Mine. These claims are subject to a 10% carried interest in favour of Kel-Ex Development Ltd. ("Kel-Ex").

The Company acquired, by staking, a 100% interest in certain mineral claims located in the Kyle Lake area then entered into an agreement effective June 30, 2004 to sell a 20% contributing interest in the property to Arctic Star Diamond Corp ("Arctic Star") for proceeds of \$100,000, reimbursement of 20% of previous staking and exploration costs incurred on the property and an agreement to pay 20% of on-going exploration costs. During 2005, Arctic Star advised the Company that it declined to contribute financially to exploration of the Kyle Lake project and the Company elected to increase its interest in the project by funding Arctic Star's contribution. In September 2011, the Company acquired all of Arctic Star's remaining joint venture interests in the Company's Kyle Lake, James Bay Lowlands and Attawapiskat projects for a lump sum payment of \$264,862.

### *Technical Rationale*

The Kyle lake region is considered prospective for commercial diamond bearing kimberlite pipes as all of the known kimberlite pipes in the area are diamondiferous. This proportion of diamond bearing kimberlite pipes is much higher than the global average of 14% and indicates that this part of the Superior craton is extremely fertile for diamonds.

### *T1 Kimberlite*

In 2005, the Company discovered the T1 kimberlite by drilling. Promising diamond counts and diamond quality were returned from the discovery hole and subsequent delineation core holes supported the decision to collect a mini bulk sample from T1. Twenty 8 ¼ inch diameter reverse circulation holes were drilled collecting approximately 450 tons of kimberlite. Processing of this kimberlite at the Stornoway Diamond Corp processing plant in North Vancouver recovered 12,446 commercial sized (larger than 0.425mm) diamonds. The size distribution of the parcel suggests that the pipe is not economic at the current time and no additional work is planned at this time.

### *Discovery of the U1, U2 and U2NW Kimberlites at the Kyle Project*

A 28,620 line kilometre airborne geophysical survey was flown in late 2006. Testing of priority targets during the winter of 2006/2007 discovered three additional kimberlites between the T1 kimberlite and DeBeers' Victor Diamond Mine ("Victor"): U1, U2 and U2NW. Although all three kimberlites are diamondiferous, work has focused on the U2 kimberlite due to its large size. At over nine hectares, the U2 kimberlite is one of the largest kimberlites in the region, second only to Victor.

Shortly after the U2 kimberlite was discovered by a vertical core hole, four inclined core holes were completed to delineate the pipe. Diamonds recovered from these holes have a coarse size distribution and are predominantly gem quality, similar to those recovered from DeBeers' Victor Mine. The large size of the U2 kimberlite, its high proportion of white, gem quality stones, its similar age and diamond indicator mineral content to Victor and a coarse diamond distribution curve all supported the decision to collect a mini bulk sample from U2.

Prior to commencing the large diameter RC drill program seven delineation core holes were drilled to better define the pipe walls. RC drilling commenced early in 2010 and approximately 450 tons of kimberlite was collected from 11 holes.

The U2 mini bulk sample was processed at the Stornoway plant and a total of 1,946 commercial sized (larger than 0.425mm) diamonds were recovered. Size distribution information for the diamonds recovered is presented in the following table:

Sieve Sizes (Through / On)								Total
0.6mm 0.425mm	0.85mm 0.6mm	1.18mm 0.85mm	1.7mm 1.18mm	2.36mm 1.7mm	3.35mm 2.36mm	4.75mm 3.35mm	6.7mm 4.75mm	
338	804	505	213	56	23	5	2	1,946

As seen above, the size distribution of the diamonds is very coarse with a high proportion of the diamonds being in the large size categories. This is important for a high average carat value. Included in the above figures are a 2.61 carat white gem quality diamond as well as a 1.25 carat diamond and two 0.73 carat diamonds which have been recovered from four separate holes. The 86 largest (+1.7mm) diamonds totalled 15.95 carats.

Dr. Luc Rombouts, renowned diamond specialist from Antwerp, Belgium, flew to Kelowna to examine the diamonds. Of the 86 largest diamonds, he classified 73 as white, six as brown, five as grey and two as coloured (yellow and pinkish brown). This equates to 88.8% white, 7.3% brown, 2.8% grey and 1.1% coloured by weight. Dr. Rombouts confirmed that the two largest diamonds (2.61 and 1.25 carats) recovered from U2 would cut as high quality white gems.

Dr. Rombouts concludes that the parcels of diamonds from U2 is too small to give a reliable average price per carat estimate. The U2 size distribution plots are relatively coarse and indicate significantly larger samples will yield significantly larger diamonds of consequently higher value than the diamonds recovered from this mini bulk sample.

Based on the high proportion of gem quality diamonds, the large size of the U2 kimberlite and the diamond grades, the U2 kimberlite merits the collection of a 10,000 ton bulk sample so that at least 1,000 carats of diamonds can be recovered for assessment. A large diamond parcel is necessary to accurately define the diamond grade and average value per carat.

The proposed bulk sample is to be collected by 48 large diameter (60cm) reverse circulation holes. The drill and all other supplies needed for the program will be mobilized to site by winter road. Drilling and processing of the bulk sample are expected to take approximately 18 months. This will allow the drill and unneeded equipment to be demobilized by winter road the following winter.

Geological and geotechnical logging of 25 pilot holes drilled at U2 where an embedded diamond was discovered in the core while logging. This work is being undertaken under the direction of Dr. Barbara Scott-Smith, a world renowned kimberlite petrologist, and aided in the planning of the bulk sample and interpretation of the bulk sample results.

AMEC Environment and Infrastructure ("AMEC") was contracted in September, 2011 to complete the permitting required for the program, which was completed in 2015. AMEC has also commenced environmental baseline studies for the project area.

In April 2015, the Company was issued the permits which will allow the bulk sample collection to commence. With the necessary permits in place, Metalex must now secure funding for the bulk sample, as well as secure a signed agreement with the First Nations bands in the area. Preliminary discussions with interested parties have been undertaken in regards to financing the project. Management also continues in its efforts to negotiate with the First Nations bands. The Company does not plan to undertake further work on this project until such an agreement with all relevant First Nations bands are in place.

## **Wemindji James Bay Property, Quebec**

The Company also has interest in various mineral claims located in the Wemindji James Bay region of Quebec, Canada, which were originally acquired from Kel-Ex. As of August 2017, the Company holds 100% of the project for the exploration of non-diamond commodities (various base and precious metals), as well as a 76.96% contributing interest in the original project which will explore solely for diamonds within the same claim area.

In August 2005, it was announced that anomalous concentrations of metals were discovered within the reconnaissance area. In addition to analysis for diamond indicator minerals, the heavy mineral concentrates were subjected to multielement analysis by both atomic absorption and neutron activation.

Anomalous gold concentrations were found in more than 400 samples, anomalous copper values were found in 109 samples and anomalous uranium values were found in 173 samples. As the Archean shield of eastern Canada contains a number of world-class metal mines, e.g. gold in the Val d'Or region of Quebec, nickel - copper - cobalt at Sudbury and Voisey Bay, and Uranium at Blind River, the geochemical results obtained above are regarded as most encouraging; particularly since they are spread throughout the regional area. A follow up program of priority results was conducted during 2006.

In November 2012, the Company completed a work program on the project. As a part of this program, 11 claim blocks were staked totaling approximately 20,110 hectares. These claims were staked to cover the heads of anomalous geochemical trains as determined by heavy mineral sampling. Four of the claim blocks cover train anomalous primarily for gold. One claim block covers a train anomalous primarily in base metals (copper – nickel – cobalt). The remaining six claim blocks are anomalous in both gold and base metals. Also, a total of 1,673 heavy mineral samples were collected during the program.

In the fall of 2013 a further 410 heavy mineral samples were collected. The sample results define a 1.3 kilometre diameter lake as the head of a diamond indicator mineral train which includes G10 and eclogitic Group 1 diamond indicators. A ground geophysical program including magnetic, electromagnetic and gravity techniques commenced in late 2013 to define targets for drill testing. Drilling of the targets did not find kimberlites with economic potential.

In May of 2016 the Company announced the staking of two claim blocks totaling over 1,000 hectares covering the apparent heads of two indicator mineral trains. In late 2016, samples were collected from the two claim blocks to further refine the locations of the sources of the indicator mineral trains.

In August of 2017, the Company signed an agreement with Threegold Resources Inc, (“Threegold”) regarding the non-diamond commodities joint venture. Threegold agreed to assign its right, title and interest in this joint venture to the Company in exchange for \$5,000 and the issuance of 100,000 common shares. Approval of this agreement was obtained from the TSX Ventures Exchange on August 11, 2017; 100,000 common shares were subsequently issued to Threegold, and payment made. As such, the Company now owns 100% of the non-diamond commodities project.

## **Morocco**

In May 2004, the Company entered into an agreement with the Office National de Hydrocarburiers et des Mines (“ONHYM”) to conduct preliminary exploration work in Southern Morocco in order to identify areas on which to undertake further exploration work. In May 2005, the Company added additional areas for exploration work on the same terms and conditions as the first agreement. The agreements were governed by the laws and regulations of the Kingdom of Morocco and were valid until November 2006.

In April 2011, the Company entered into a new joint venture agreement with the ONHYM for further exploration of the claim areas. The Company will hold a 60% interest while ONHYM will retain a 40% interest in the project. Both parties will be responsible for funding their respective interests. A change in the mining laws required the re-negotiation of the Company’s agreement with ONHYM; the Company is in the process of defining the terms of this new agreement with ONHYM.

The licenses cover an area that is one of the only remaining areas of the world that is underlain by an Archean craton (ie rocks older than 2.6 billion years) that has yet to be explored. Archean cratons are considered highly prospective for diamond bearing kimberlite, gold and base and precious metals are very favorable areas for significant mines. All kimberlite diamond mines are on cratons. Many of the world’s largest gold mines are also located on cratons such as the mines at the Witwatersrand in South Africa, the Yilgarn craton in Australia and the Abitibi and Timmins areas in Canada. The prospectivity of the license is further demonstrated by the presence of Kinross’ 20 million ounce Tasiast gold mine located 100 kilometers to the south and SNIM’s world class 5.7 billion ton iron mine 200 kilometers to the east.

In 2006, follow up work of geochemical and geophysical anomalies discovered from earlier reconnaissance sampling indicated that G10 peridotitic garnets occur in 6 drainage/loam samples collected over an area of approximately 1,000 km<sup>2</sup>. One of these samples contained an outstanding result of three G10 garnet grains comprising one G10 - 9, one G10 - 5 and one G10 - 3. Many of the G10 grains are fresh, and they are interpreted to be derived from nearby diamond bearing kimberlite(s). Additionally, 17 sample sites contain microilmenite grains clustered over an area of 1,000 km<sup>2</sup>. Several samples sites also contain pyrope garnet and a diamond stability field olivine has been found at one location. These results are interpreted to reflect an undiscovered kimberlite field.

From August 2011 to March 2012, an 88,146 line kilometer magnetic and radiometric survey that was flown over virtually the entire 17,100 km<sup>2</sup> license area where the extensive geochemical survey indicated potential for a variety of commodities. The survey data has been processed and interpreted by Scott Hogg and Associates and targets for ground truthing were identified.

## **Mali**

The Company acquired an Authority to Prospect in 2004 over a claim area in northeastern Mali. In exploring the area, exceptionally anomalous gold values (6 to 77 ppm) were found in reconnaissance heavy mineral concentrates. Approximately 1,000 follow up samples were collected from the anomalous areas and sent to Australia for gold analysis by bulk cyanide leach. Results of these samples indicated that a portion of the claim area was prospective for metal mineralization and the Company applied for two exploration permits to cover these anomalous areas.

In May 2007, the Company was granted the first exploration permit which covers 490 square kilometers and is valid for a period of three years; renewable twice for a total of nine years. The Company was granted a second exploration permit, covering 500 km<sup>2</sup> in February 2009 with the same terms and conditions.

At present, the permit areas are under force majeure due to political unrest in the country. When the situation stabilizes, the Company intends to resume work on the project.

## **Attawapiskat Property, Ontario**

### *Big Red Diamond Joint Venture*

As at January 31, 2020, the Company has a 83.9% contributing interest (72% participating interest) in certain mineral claims in the Attawapiskat area of Ontario. These claims are subject to a 10% carried interest in favour of Kel-Ex. The Company is obligated to contribute to the costs of the exploration program in proportion to its contributing interest.

During the year ended April 30, 2002, Kel-Ex formed an exploration joint venture with Big Red Diamond Ltd. ("Big Red"), (the Big Red Diamond Joint Venture) with respect to certain mineral claims in the Attawapiskat area of Ontario, with Kel-Ex having an 80% interest and Big Red, a 20% interest. The Company then entered into an agreement with Kel-Ex to acquire Kel-Ex's 80% interest in these claims in consideration for \$300,000 and the issuance of 100,000 common shares of the Company valued at \$225,000. Kel-Ex is a company controlled by an individual who is now Metalex's Chairman of the Board.

During the year ended April 30, 2003, the Company sold, to Arctic Star, a 20% undivided interest in certain mineral claims for proceeds of \$300,000. During fiscal 2008, Big Red elected to dilute a portion of its contributing interest which the Company has elected to assume effective January 1, 2010 thereby increasing its contributing interest in the claims from 60% to 63.9%. In September 2011, the Company acquired all of Arctic Star's remaining joint venture interests thereby increasing their contributing interest in the claims from 63.9% to 80%.

### *Dumont Joint Venture*

As at January 31, 2020, the Company has a 82.5% contributing interest (61.7% participating interest) in certain mineral claims located in the vicinity of the Attawapiskat property. These claims are subject to 10% carried interests in favour of each of Kel-Ex and Dumont Nickel Inc. ("Dumont"). The Company is obligated to contribute to the costs of the exploration program in proportion to its contributing interest.

Pursuant to an agreement between Kel-Ex and Dumont, a joint venture was formed to explore certain mineral claims located in the vicinity of the Attawapiskat property. Kel-Ex was granted an option to earn up to a 90% interest in certain mineral claims held by Dumont and a 100% interest in any new claims staked by the joint venture subject to Dumont's right to receive a 5% interest in the new claims once commercial production is achieved. Under this agreement, Kel-Ex earned a 50% interest by incurring expenditures totaling \$1,500,000 and can earn a further 25% by producing a feasibility study and a final 15% (20% on new claims) by bringing the property to commercial production.

The Company, along with Arctic Star and Oasis Diamond Corp. (“Oasis”), entered into an agreement dated October 23, 2003 with Kel-Ex, whereby the parties acquired Kel-Ex’s interest in the Dumont joint venture in exchange for assuming Kel-Ex’s obligations under the Dumont agreement and reimbursing Kel-Ex for its costs incurred. Under this agreement, the Company acquired 70% of Kel-Ex’s interest in the Dumont joint venture with Arctic Star and Oasis acquiring 20% and 10% interests, respectively with Kel-Ex retaining a 10% free carried interest. Pursuant to an agreement dated September 21, 2004, Big Red was assigned a 20% contributing interest of the Kel-Ex interest from the Company in consideration for payment to the Company of \$909,747 comprised of a mineral property expense recovery of \$892,001 and interest of \$17,746. As a result, the Company’s interest was reduced to 50% of Kel-Ex’s right to earn 90% (95% on new claims) in the Dumont joint venture.

During the year ended April 30, 2008, Big Red and Oasis elected to dilute a portion of their working interests which the Company has elected to assume effective January 1, 2010 thereby increasing its contributing interest in the claims from 50% to 61.1%. In September 2011, the Company acquired all of Arctic Star’s remaining joint venture interests thereby increasing their contributing interest in the claims from 61.1% to 82.5%.

Since August 2003, work on the Attawapiskat project has focused on follow up of the locations where high counts of diamond indicator minerals were found in a D6 glacial fan. This fan is located less than 10 kilometres from De Beers Victor diamond deposit, lies within the Attawapiskat kimberlite trend and straddles ground subject to both the Big Red and Dumont Joint Ventures.

An exploration program consisting of 10 core holes and 12 auger holes was completed in Fall 2010. The auger holes were drilled to test for the up ice source of a highly anomalous auger sample which contained abundant diamond indicator minerals and fragments of kimberlite. Samples from both the core and auger drilling have been sent to CF Mineral Research Ltd. for analysis. No kimberlites with economic potential were discovered.

### **James Bay Lowlands Property, Ontario**

During fiscal 2008, the Company acquired, by staking, an interest in certain claims located in the James Bay lowlands area of Northeastern Ontario. The Properties are strategically located on and around the “Ring of Fire” and cover approximately 36 square kilometres (8,944 acres) of ground. Certain of these claims were previously included as part of the Kyle Lake project. In March 2008, the Company and Arctic Star entered into a farm-in agreement whereby White Pine Resources Inc. (“WPR”, formerly WSR Gold Inc.) could earn up to a 50% interest in certain mineral claims by funding up to \$20,000,000 in expenditures on the property.

In October 2011, having earned a 37.5% interest in the claims to-date, WPR elected to not to earn the Fourth Interest (50%) and, pursuant to the agreement, a joint venture has been formed whereby each party will fund future exploration activities in proportion to their earned interests. The Company maintained a 62.5% earned interest in this project; WPR subsequently sold their 37.5% interest to a privately owned company.

On October 25, 2019, the Company announced that it had reached an agreement with an arms-length private entity to sell its 62.5% interest in certain mineral claims in the Ring of Fire region of the James Bay Lowlands, Ontario. The Company received 2,780,000 common shares (valued at \$278,000), which was approximately 29% ownership interest in the private entity.

### **General**

Certain Metalex exploration projects are managed by Kel-Ex Development Ltd., a company owned by Dr. Charles Fipke, an internationally recognized diamond geologist. Dr. Fipke is the Chairman of Metalex. Kel-Ex provides Metalex with access to its advanced proprietary databases and interpretational techniques. In return, Kel-Ex receives a 10% administration fee on certain projects to cover costs and, in the case of certain projects, a 10% interest carried to production. Dr. Fipke also owns the CF Mineral Research (“CF Minerals”) laboratory where samples collected in certain exploration programs are analyzed. Metalex’s management is satisfied that all such related party transactions are entered into on terms that are reflective of current market conditions.

### **Overall Performance**

As at January 31, 2020, the Company has incurred cumulative losses of \$99,597,430 (April 30, 2019 - \$101,889,399) and has working capital deficit of \$3,661,181 (April 30, 2019 - \$3,213,149). Operating activities during the nine month period ended January 31, 2020 produced a negative cash flow of \$448,032 (nine month period ended January 31, 2019 – \$274,278).

The key performance driver for the Company is the acquisition and development of prospective mineral properties. By acquiring and exploring projects of superior technical merit, the Company increases its chance of finding and developing an economic deposit.

At present, none of the Company's projects have reached the producing stage, therefore the Company is not anticipating profit or positive cash flow from operations. Until such time as the Company is able to realize profits from the production and sale of commodities from its mineral interests, Company will report an annual loss and will rely on its ability to obtain equity or debt financing to fund ongoing operations.

## Selected Annual Information

The following table provides a brief summary of the Company's financial data for the three most recent fiscal years. For more detailed information, refer to the Financial Statements.

	Year Ended April 30, 2019	Year Ended April 30, 2018	Year Ended April 30, 2017
Total revenues	\$ -	\$ -	\$ -
Income (loss) before other items	(67,220)	747,317	(788,560)
Income (loss) for the year	(40,440)	760,072	(777,798)
Basic and diluted loss per share	(0.00)	0.01	(0.01)
Total assets	1,845,363	1,961,998	2,158,731

Annual and quarterly information for all periods since May 1, 2010 have been prepared in accordance with IFRS.

The Company has not paid any dividends on its common shares. The Company has no present intention of paying dividends on its common shares, as it anticipates that all available funds will be invested to finance the growth of its business.

## Results of Operations

### For the nine month period ended January 31, 2020

Net income for the nine month period ended January 31, 2020 amounted to \$2,066,122 (income of \$0.02 per share) compared to net income of \$85,133 (\$0.00 per share) in fiscal 2019. The significant increase stems mainly from the (unrealized) gain in value of the Company's investment in a private company. Other differences include changes in exploration expenditures and a reversal of the indemnity liability and corresponding interest accrual.

Some of the significant expenses for the nine month period ended January 31, 2020 are as follows:

- Net exploration expenditures of \$276,762 have increased significantly from \$119,362 in the prior period. Despite receiving a larger recovery of costs relating to the Quebec projects in the current period, additional lab processing costs were incurred in re-examining old projects with new technology. The remaining projects costs reflect maintenance costs only this period. Please refer to Note 6 in the financial statements for additional detail on exploration expenditures.
- When it became statute barred, the Company reversed the indemnity provision that had been originally accrued in the financial statements of the year ended April 30, 2013. During the three month period ended July 31, 2018, the indemnity became statute barred, and the Company reversed a \$350,211 liability, including interest.
- During the period, the Company incurred management fees totalling \$45,000 (2019 – \$45,000) under the deferred share unit plan. The accrual (or recovery) of management fees each quarter relates in part to fluctuations in the share price; deferred share units were issued at the end of each quarter. The value of the accrual is then adjusted based on the weighted average trade price of the shares over the last five trading days prior to quarter end; any decline in price can decrease the overall liability, despite an increase in the number of shares issuable.
- The Company had a net Office and administrative expense of \$82,838 (2019 – \$75,700). The increase is due to a change in the Company's proportion of expenses due to changing levels of activity in the group; certain costs incurred by the overall group have also increased from the prior year.

- Professional fees of \$36,094 (2019 – \$29,189) have increased from prior year due to additional accounting fees related to a review of Quebec tax credits.
- Transfer agent and filing fees of \$11,407 (2019 – \$11,880) and Travel and promotion costs of \$1,469 (2018 – \$1,349) have remained consistent with the prior year.
- In October 2019, the Company sold certain mineral claims for shares of a private company; the shares received were initially valued at \$278,000. As these claims had no cost base, this was the estimated gain on sale of the mineral claims. As at January 31, 2020, the estimated valuation of the Company's share of the private entity has increased by \$2,224,000.

During the nine month period ended January 31, 2020, the Company used cash of \$448,032 on operating activities (2019 – \$274,278). Please refer to the condensed consolidated interim statements of cash flows in the financial statements for a breakdown of the operating activities.

## Summary of Quarterly Results

	Three Months Ended January 31, 2020		Three Months Ended October 31, 2019		Three Months Ended July 31, 2019		Three Months Ended April 30, 2019	
Total revenues	\$	-	\$	-	\$	-	\$	-
Income (loss) before other items		(315,107)		(45,581)		(93,835)		(134,951)
Income (loss) for the period		2,230,607		239,176		(88,554)		(125,573)
Basic and diluted loss per share		0.02		0.00		(0.00)		(0.00)

  

	Three Months Ended January 31, 2019		Three Months Ended October 31, 2018		Three Months Ended July 31, 2018		Three Months Ended April 30, 2018	
Total revenues	\$	-	\$	-	\$	-	\$	-
Income (loss) before other items		(107,852)		(95,136)		270,719		1,553,477
Income (loss) for the period		(102,042)		(89,330)		276,505		1,555,577
Basic and diluted loss per share		(0.00)		(0.00)		0.00		0.01

For the three month period ended July 31, 2018, the Company had a recovery of costs relating to the Quebec project, and reversed the remaining flow through indemnity provision and related interest. This resulted in income for the period. For the three month period ended April 30, 2018, the Company had two higher recoveries, which resulted in higher net income. The first of these was a large cost recovery relating to the Morocco program. This recovery was received in April 2018, significantly reducing overall exploration expenditures. The funds were used mainly to repay outstanding amounts relating to this project. The second recovery was the reversal of the 2010 portion of the flow through liability provision that had been accrued during the year ended April 30, 2013. The statute of limitations has been reached, and the Company has reversed this portion of the accrued debt, along with related interest on the expense.

During the three months ended October 31, 2019, the Company sold its interest in certain minerals claims resulting in Other income for the period. The claims were sold in exchange for shares of a private entity, which owns other claims in the same area. There was also a recovery of Quebec project costs, which more than covered exploration expenditures during the period.

During the three month ended January 31, 2020, the Company revalued its minority investment in the private entity, resulting in a significant unrealized gain on investment.

During the three month periods ended July 31, 2019, April 30, 2019, January 31, 2019 and October 31, 2018, the Company had no significant transactions or activity, resulting in a smaller net loss for the period comparable to other quarter ends.

During the three month period ended January 31, 2018, the Company incurred some additional exploration costs relating to preparing a drill for the Quebec project.

The Company charges all exploration costs to operations in the period incurred until such time that there is a determination of the feasibility of mining operations and a decision to proceed with development, in which case subsequent exploration and property development costs will be capitalized. All direct costs related to the acquisition of resource property interests have been capitalized as an asset.

## **Liquidity and Capital Resources**

The Company has financed its operations to date primarily through the issuance of common shares. The Company continues to seek capital through various means including joint ventures partnerships and the issuance of equity and/or debt.

As mentioned in the Performance Summary, the Company will be endeavouring to complete a large-scale bulk sample program on the U2 kimberlite project which is estimated to cost approximately \$50 million. In 2015, the Company received the required permits for the U2 bulk sample. Despite significant time delays in being able to move the project forward, the Company remains committed to the U2 project and has been in touch other parties to find a finance partner for the project. The Company has also continued its work in obtaining a signed exploration agreement with the First Nations bands in the area.

As at January 31, 2020, the Company had cash of \$349,062 (April 30, 2019 – \$406,261) and a working capital deficit of \$3,661,181 (April 30, 2019 – \$3,213,149). The Company has sufficient funds to meet its working capital requirements through the current period. Beyond that, to continue operations, the Company will require non-flow through funds either through a private placement financing, the exercise of stock options and/or the sale of unproven mineral interests. Current market conditions may impact the Company's ability to raise further capital and fund ongoing operations.

During fiscal 2010 and 2011, the Company completed a succession of flow-through share arrangements and renounced the expenditures to investors in accordance with Canadian income tax legislation. The Company was required to incur eligible Canadian exploration expenditures in order to ensure investors were eligible for the tax deductions. As at April 30, 2013, the Company did not incur all the required expenditures and the investors are no longer eligible to receive certain tax deductions. Consequently, the flow-through share premium liability was reduced to nil and the Company recorded a provision of \$1,170,000 towards potential indemnification of tax liabilities to purchasers of the flow-through shares. As the statute of limitations for the 2010 had been reached, the balance (and related accrued interest) was reversed as of April 30, 2018. The remaining balance, relating to the 2011 flow-through provision, reached its statute of limitations during the year ended April 30, 2019 and the Company reversed balance of this liability to \$nil.

The condensed consolidated interim 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. The ability of the Company to continue operations is dependent upon the existence of economically recoverable reserves, successful development of the Company's mineral properties, complete equity financings, and generate profitable operations in the future. As shown in the condensed consolidated interim financial statements, the Company has suffered recurring losses, has negative working capital and has a significant deficit from operations. Management plans to obtain additional financing through future private placements for common shares or from the issuance of common shares on the exercise of outstanding options. These conditions may raise significant doubt regarding the Company's ability to continue as a going concern. The condensed consolidated interim financial statements do not give effect to any adjustment should the Company be unable to continue as a going concern and therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts differing from those reflected in the consolidated financial statements. There can be no assurance that sufficient working capital can be generated from operations and external financing to meet the Company's liabilities and commitments as they become due. Failure to generate sufficient working capital from operations or obtain external financing will cause the Company to curtail operations and the Company's ability to continue as a going concern will be impaired. It is not possible to predict whether economically recoverable reserves exist, the Company's financing efforts will be successful, or the Company will attain profitable level of operations.

## **Related Party Transactions**

During the three and nine month periods ended January 31, 2020 and 2019, the Company had related party transactions with the following companies related by way of common directors or shareholders:

- C.F. Mineral Research Ltd. ("CF Minerals") – a private company owned by Metalex Chairman, Charles Fipke. CF Minerals provides heavy mineral geochemistry services to the Company.
- Kel-Ex Development Ltd. ("Kel-Ex") - a private company owned by Metalex Chairman, Charles Fipke. Kel-Ex provides administration, payroll and office services to the Company, as well as some shared exploration expenditures.

- Element 29 Ventures Ltd. (“Element 29”) - a private company owned by Metalex CEO, Chad Ulansky. Element 29 provides geological consulting services to the Company.
- Cantex Mine Development Corp. (“Cantex”) - a publicly listed company with common directors and management. Metalex and Cantex share office space and thus have certain shared expenditures which get re-billed on a cost-recovery basis.

The key management personnel of the Company are the Directors, Chief Executive Officer, Chief Financial Officer and Chief Operating Officer.

The Company’s related party expenses consist of the following:

	Three month periods ended		Nine month periods ended	
	January 31,		January 31,	
	2020	2019	2020	2019
Laboratory and mineralogical costs,	\$ (12,802)	\$ 24,947	\$ 18,276	\$ 52,103
Administration fees (10%)	4,869	3,602	7,289	4,300
Geological consulting fees	3,204	2,010	6,459	33,030
Shared field expenditures	140,605	10,416	143,507	13,416
Shared office and administrative costs	2,611	4,068	11,047	12,025
	\$ 138,487	\$ 45,043	\$ 186,578	\$ 114,874

	Three month periods ended		Nine month periods ended	
	January 31,		January 31,	
	2020	2019	2020	2019
C.F. Mineral Research Ltd.	\$ (12,802)	\$ 24,947	\$ 18,276	\$ 52,103
Element 29 Ventures Ltd.	3,054	3,337	6,478	28,513
Kel-Ex Development Ltd.	148,235	16,759	161,824	34,258
	\$ 138,487	\$ 45,043	\$ 186,578	\$ 114,874

The above noted transactions represent amounts incurred or accrued, but not necessarily paid, during the periods indicated.

The Company’s expenses recovered from related parties consist of the following:

	Three month periods ended		Nine month periods ended	
	January 31,		January 31,	
	2020	2019	2020	2019
Shared field expenditures	\$ 5,099	\$ 899	\$ 15,716	\$ 13,358
Shared office and administrative costs	5,400	10,802	16,103	21,115
	\$ 10,499	\$ 11,701	\$ 31,819	\$ 34,473

	Three month periods ended		Nine month periods ended	
	January 31,		January 31,	
	2020	2019	2020	2019
Cantex Mine Development Corp.	\$ 7,795	\$ 9,175	\$ 23,974	\$ 24,958
Kel-Ex Development Ltd.	2,704	1,357	7,845	8,346
Element 29 Ventures Ltd.	-	1,169	-	1,169
	\$ 10,499	\$ 11,701	\$ 31,819	\$ 34,473

Metalex shares office space with Cantex and Kel-Ex and thus has certain shared expenditures.

Included in accounts payable of the Company are the following amounts due to related parties:

	<b>January 31,</b>	April 30,
	<b>2020</b>	2019
C.F. Mineral Research Ltd.	\$ 1,120,534	\$ 948,943
Element 29 Ventures Ltd.	1,267	525
Kel-Ex Development Ltd.	2,587,987	2,230,270
	<b>\$ 3,709,788</b>	<b>\$ 3,179,738</b>

Included in receivables of the Company are the following amounts due from related parties:

	<b>January 31,</b>	April 30,
	<b>2020</b>	2019
Cantex Mine Development Corp.	\$ 2,792	\$ 6,695
Kel-Ex Development Ltd.	551	612
	<b>\$ 3,343</b>	<b>\$ 7,307</b>

The remuneration of directors and officers is as follows:

	<b>Three month periods ended</b>		<b>Nine month periods ended</b>	
	<b>January 31,</b>		<b>January 31,</b>	
	<b>2020</b>	2019	<b>2020</b>	2019
Director fees <sup>(1)</sup>	\$ 15,000	\$ 15,000	\$ 45,000	\$ 45,000
Wages and benefits <sup>(2)</sup>	10,538	12,909	35,167	56,047
	<b>\$ 25,538</b>	<b>\$ 27,909</b>	<b>\$ 80,167</b>	<b>\$ 101,047</b>

(1) Directors fees are amounts accrued under the Company's deferred share unit plan as described in Note 11 (c) to the financial statements. Each quarter, \$15,000 in DSUs are accrued under the plan, with the number of DSUs issued being dependant on the market price of the Company; the total number of DSUs outstanding is then adjusted at each quarter end based on the fair market value of the share price, resulting in fluctuations in the amount of fees expensed or recovered.

(2) Wages and benefits includes amounts paid or accrued for geological consulting fees and payroll costs due to related parties included in exploration expenditures and office and administrative expenses within the statements of profit or loss.

## Off-Balance Sheet Arrangements

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

## Risks and uncertainties

The business of mineral exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. Certain of the Company's mineral properties are also located in emerging nations and consequently may be subject to a higher level of risk compared to developed countries. Operations, the status of mineral property rights, title to the properties and the recoverability of amounts shown for mineral properties in emerging nations can be affected by changing economic, regulatory and political situations. Other risks facing the Company include competition, environmental and insurance risks, fluctuations in metal prices, share price volatility and uncertainty of additional financing.

## Financial instruments

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Cash is carried at fair value using a level 1 fair value measurement. The carrying value of receivables, accounts payable and accrued liabilities and provision for indemnity approximate their fair value because of the short-term nature of these instruments.

Non-controlling interest in private company is carried at fair market value, which has been based on the last share purchase price used to raise funds. Any adjustments to the value of this investment will be reflected in Statement of Income and Comprehensive Income.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and commodity price risk.

*Currency risk* – While the Company’s capital is raised in Canadian dollars, the Company is also conducting business internationally. As such, the Company is subject to risk due to fluctuations in the exchange rates for certain currencies including the United States and Canadian dollar. The Company does not use derivative financial instruments to reduce its exposure to foreign currency risk.

*Credit risk* – Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations.

The Company’s cash is in large Canadian financial institutions and it does not have any asset-backed commercial paper. The Company’s receivables consist mainly of receivables from related parties for shared expenditures and GST receivable due from the Federal Government of Canada. The Company is subject to the risk that its joint venture partners will default on amounts owing for their portion of exploration expenditures (April 30, 2019 and January 31, 2020 – \$Nil). Any such amounts defaulted would dilute that partners’ interest in the exploration joint venture and would require the Company to pick up the proportionate share of future exploration expenditures. As at January 31, 2020, the Company had \$3,343 in outstanding related party receivables; the Company has subsequently received 100% of this balance.

*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 market interest rates. There is a very limited interest rate risk as the Company holds no material interest bearing financial obligations or assets.

*Liquidity risk* – Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company’s ability to continue as a going concern is dependent on management’s ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

*Price risk* – The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of diamonds and other minerals. The Company’s input costs are also affected by the price of fuel. Management monitors diamond, precious metal and fuel prices to determine the appropriate course of action to be taken by the Company.

## **Capital risk management**

The Company includes equity, comprised of issued common shares, the convertible advance, reserves and deficit, in the definition of capital.

The Company’s objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company expects its current capital resources will be sufficient to complete its currently budgeted exploration programs and operations through its current operating period. Until its equity financing was recently completed, the Company had relied on extended credit terms and/or advances from a related party to fund its operations. The Company is currently not subject to externally imposed capital requirements. The Company does not pay out dividends. The Company’s investment policy is to invest its short-term excess cash in secure deposits in large Canadian financial institutions.

The Company’s primary objective with respect to capital management is to ensure adequate liquid capital resources are in place to fund the exploration and development of its mineral properties while maintaining its ongoing operations. To secure the additional capital to pursue these plans, the Company may attempt to raise additional funds through the issuance of debt and equity.

## **Future accounting standards**

Certain pronouncements were issued by the International Accounting Standards Board (the “IASB”) or the IFRS Interpretations Committee that are mandatory for accounting periods on or after January 1, 2019 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following standard has been adopted for this fiscal year

*IFRS 16 “Leases”* – This new standard was adopted as of May 1, 2019. IFRS 16 provides a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases unless the lease term is 12 months or less, or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16’s approach to lessor accounting substantially unchanged from its predecessor, IAS 17. At present, the Company has no leases, other than an informal arrangement with a related party for shared office space. As such, there was no impact to the financial statements from the adoption of this standard.

## **Outstanding share data**

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

As at March 3, 2020, the Company had outstanding 112,957,165 common shares and 6,166,000 stock options with a weighted average exercise price of \$0.12 per share.