## CANADA COBALT WORKS INC. (formerly Castle Silver Resources Inc.)

# Form 51-102F1 Interim Management's Discussion & Analysis for the nine months ended September 30, 2019

DATE: November 27, 2019

The following Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook of Canada Cobalt Works Inc. ("Canada Cobalt" or the "Company"), and it has been prepared by management and should be read in conjunction with the December 31, 2018 annual MD&A, the interim condensed financial statements of Canada Cobalt for the nine months ended September 30, 2019, and the related notes thereto and the audited consolidated financial statements of the Company for the year ended December 31, 2018 and the related notes thereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). The discussion covers the nine months ended September 30, 2019 and up to the date of filing of this MD&A. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 — Continuous Disclosure Obligations. All amounts are stated in Canadian dollars unless otherwise indicated.

### **FORWARD-LOOKING INFORMATION**

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of the Company's exploration properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Aside from factors identified in the annual MD&A, additional important factors, if any, are identified here.

#### **DESCRIPTION OF BUSINESS**

Canada Cobalt is a junior natural resource company whose business is to seek out exploration opportunities with a focus on the Castle Silver Mine property in Haultain and Nicol Townships, Ontario. Operations are conducted either directly or through consulting agreements with third-parties. The Company finances its properties by way of equity or debt financing or by way of joint ventures. Additional information is provided in the Company's audited consolidated financial statements for the year ended December 31, 2018, and the Company's interim condensed consolidated financial statements for the nine months ended September 30, 2019. These documents are available on SEDAR at www.sedar.com.

The Company also maintains a website at www.canadacobaltworks.com.

The Company is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario, and trades on the TSX Venture Exchange ("TSXV") under the symbol CSR.

The corporate office of the Company is located at 3028 Quadra Court, Coquitlam, BC, V3B 5X6

#### **FINANCINGS**

On January 15, 2018 the Company closed a private placement offering, raising gross proceeds of \$1,030,000. The Company issued 2,942,857 units at a price of \$0.35 per unit. Each unit comprises one common share and one share purchase warrant. Each warrant will entitle the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.50 per share for a period of 2 years.

On July 25, 2018 the Company issued 2,229,314 units at a purchase price of \$0.65 per unit. Each unit comprises one common share and one half of one share purchase warrant. Each whole warrant will entitle the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.90 per share for a period of two years. Finder's fees were paid in connection with the private placement in the amount of \$36,629.97 in cash and 56,354 broker warrants on the same terms as the purchaser warrants.

On September 6, 2019 the Company closed a private placement offering, raising gross proceeds of \$423,000. The Company issued 1,410,000 units at a price of \$0.30 per unit. Each unit comprises one common share and one share purchase warrant. Each warrant will entitle the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.50 per share for a period of 2 years.

On September 13, 2019 the Company closed a private placement offering, raising gross proceeds of \$305,000. The Company issued 1,016,667 units at rice of \$0.30 per unit. Each unit comprises one common share and one share purchase warrant. Each warrant will entitle the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.50 per share for a period of 2 years.

On November 14, 2019 the Company closed an over-subscribed hard dollar financing at 35 cents per unit for total proceeds of \$1,406,500. A total of 4,018,571 units were issued to strategic investors with this private placement. Each unit consisted of one common share in the capital of the Company and one share purchase warrant. Each warrant entitles the holder to purchase one share of the Company for a period of 24 months from closing at an exercise price of 55 cents per share.

The expiry of the warrants may be accelerated if the closing price of Canada Cobalt shares on the TSX Venture Exchange is at least 75 cents per share for a period of 10 consecutive trading days during the term of the warrant. The company may accelerate the expiry of the warrants to 20 calendar days from the date express written notice is given by the Company to the holder.

#### **RESULTS OF OPERATIONS**

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may be different from those estimates.

The following schedule provides the details of the Company's corporate expenditures for the three and nine months ended September 30, 2019 and 2018.

	Three months ended September 30,			Nine months ended September 30,				
	2019	2018 <b>2019</b>		2018				
Advertising and promotion	\$ 12,257	\$	235,108	\$	74,474	\$	425,144	
Administrative and general expenses	19,197		33,617		59,148		85,883	
Professional fees	270,512		409,621		510,457		687,783	
Filing costs and shareholders' information	24,802		27,797		99,873		118,886	
Travel	12,420		90,943		35,441		171,105	
_	\$ 339,188	\$	797,086	\$	779,393	\$	1,488,801	

The following schedule provides the details of the Company's exploration expenditures for the three and nine months ended September 30, 2019 and 2018.

	Three months ended September 30,				Nine months ended September 30,			
	2019		2018		2019		2018	
Acquisition costs	\$	_	\$	_	\$	86,350	\$	-
Assays and testing		5,341		6,721		56,506		58,159
Depreciation		7,884		-		23,651		-
Drilling		66,730		323,576		132,176		574,727
Equipment		87,116		215,429		307,246		421,807
Facility expenses		24,891		64,029		135,740		142,264
Feasibility and scoping studies		18,191		74,095		124,721		111,832
Geology		15,099		61,853		191,122		91,854
Labour		58,273		21,079		170,722		34,050
Project management and engineering		47,387		135,000		151,313		211,387
Royalties		15,000		15,000		15,000		15,000
Taxes, permits and licensing		17,252		20,584		29,493		23,398
Travel		-		22,044		-		31,639
	\$	363,164	\$	959,410	\$1	,424,040	\$	1,716,117

Summary of Quarterly Results
The following table sets forth selected financial information for each of the most recently completed quarters

	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018	Jun 30, 2018	Mar 31, 2018	Dec 31, 2017
Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net (Profit) Loss	760,352	457,587	876,756	2,322,823	2,215,317	1,580.353	557,461	1,430,990
Loss per share	0.01	0.01	0.01	0.03	0.03	0.02	0.00	0.03

#### **LIQUIDITY**

The Company has financed its operations to date primarily through the issuance of common shares and the exercise of warrants and stock options. The Company will continue to seek capital through various means including the issuance of capital stock.

The Company is in the exploration stage. These financial statements are prepared in accordance with accounting principles to a going concern, which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent upon the continued support from its directors, the ability to continue to raise the necessary financing to meet its obligations, and to achieve profitable operations in the future. The outcome of these matters cannot be predicted at this time. These financial statements do not reflect any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

The Company has no history of profitable operations and its mineral projects are at an early stage. Therefore, it is subject to many risks common to comparable junior venture resource companies, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources as well as a lack of revenues.

#### **OUTSTANDING SHARE DATA**

The Company's authorized capital is an unlimited number of common shares without par value. As at the date of this report there were 87,618,528 shares issued and outstanding, and the Company had 19,360,756 share purchase warrants outstanding. Each warrant entitles the holder to purchase one common share at a price of \$0.10 - \$0.90 per share until November 14, 2021. Stock options outstanding total 5,605,000 are exercisable for common shares at \$0.05 - \$0.70 per share until June 4, 2024.