Red Rock Energy Inc.
Management Discussion & Analysis
March 31, 2017

Management Discussion and Analysis

Management's discussion and analysis of the operating results and financial condition of Red Rock Energy Inc. ("Red Rock" or the "Company") for the twelve months ended March 31, 2017 is dated July 28th, 2017 and should be read in conjunction with the applicable audited Financial Statements for the year ended March 31, 2017 and related notes, and the audited Financial Statements for the year ended March 31, 2016.

The Company was incorporated on April 12, 2005. Red Rock's sole business to date has been to identify, evaluate and acquire mineral and oil and gas properties and to conduct exploration and development operations on such properties. Red Rock has no commercial production, and accordingly has realized no material revenues to date.

Additional information relating to Red Rock can be found on the SEDAR website at www.sedar.com.

CAUTIONARY STATEMENTS REGARDING Forward-Looking Information

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Corporation's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A, including the Uranium Zone Technical Report which is incorporated by reference herein, contains forward-looking statements, pertaining to the following:

- the timing and progress of mining exploration;
- future acquisitions;
- the expected success of mining operations;
- the government regulation of mining operations;
- the success of securing or maintaining licenses, permits and authorizations;
- expectations regarding the Corporation's ability to raise capital;
- expenditures to be made by the Corporation to meet certain work commitments;
- environmental risks;
- potential title disputes or claims and limitations on insurance coverage; and
- the development of the Uranium Zone Project.

With respect to forward-looking statements listed above and contained in this MD&A, the Corporation has made assumptions regarding, among other things:

- the legislative and regulatory environment;

- the impact of increasing competition;
- the success and timely completion of planned exploration and development projects;
- that general business and economic conditions will not change in a materially adverse manner;
- costs related to development of mine properties remain consistent with historical experiences;
- anticipated results of exploration, development and production activities; and
- the Corporation's ability to obtain additional financing on satisfactory terms.

The Corporation's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A:

- risks related to actual results of current and planned exploration activities;
- risks related to future acquisitions and the management of growth;
- future prices of resources;
- possible variations in ore reserves, grade or recovery rates and other risks in the mining industry;
- delays in obtaining governmental approvals or financing or in the completion of development or construction activities;
- risks related to general business, economic, competitive, political and social uncertainties including the current global recessionary economic conditions in the credit markets;
- risks related to foreign currency fluctuations;
- risks related to the Corporation's share price; changes in environmental regulation;
- changes in project parameters as plans continue to be refined; future prices of iron ore; access to skilled labour;
- dependence upon key management personnel and executives;
- timing and availability of external financing on acceptable terms;
- liabilities and risks, including environmental liabilities and risks, inherent in the mining and mineral exploration business;
- reliance on joint venture partners; and
- other factors discussed in the section entitled "*Risk Factors*" in this MD&A.

Although management of the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. **Forward-looking statements contained herein are made as of the date of the MD&A and the Corporation disclaims any obligation to update any forward-looking statements if circumstances or management's beliefs, expectations or opinions should change, whether as a result of new information, future events or otherwise, unless required by applicable securities laws.**

Technical Information

Where appropriate, certain information contained in this MD&A or in a document incorporated or deemed to be incorporated by reference herein updates information from the Uranium Zone Technical Report. Any updates to the scientific or technical information derived from the Uranium Zone Technical Report and any other scientific or technical information contained in this MD&A or in a document incorporated or deemed to be incorporated by reference herein was approved by William E. Roscoe, Ph.D., P.Eng., an independent "qualified person" for the purposes of NI 43-101.

Corporate Structure

Name, Address and Incorporation

The Corporation was incorporated as "Alex Lee Syndicate Inc." under the ABCA on April 12, 2005. On November 18, 2005, the Corporation changed its name to "Red Rock Energy Inc."

The Corporation's head office is located at Suite 3300, 205 - 5th Avenue S.W., Calgary, Alberta T2P 2V7 and its registered and records office is located at Suite 1000 – 250 2nd Street S.W., Calgary, Alberta T2P 0C1.

The Corporation is a reporting issuer in Alberta, British Columbia, Ontario and Saskatchewan. The Common Shares are listed on the TSX-V under the trading symbol "RRK".

Intercorporate Relationships

The Corporation has no subsidiaries.

DESCRIPTION OF BUSINESS

About Red Rock

The Corporation holds 23 claims encompassing 29,615 hectares and has access to an additional 25,685 hectares near Uranium City in northern Saskatchewan, Canada. The Corporation is currently evaluating surface exploration and drilling programs to identify and assess the uranium potential of selected targets on the Uranium Zone Project. Red Rock is also actively pursuing opportunities to diversify its asset holdings.

Principal Property

The Corporation’s principal property is the Uranium Zone Project, situated near Uranium City in northern Saskatchewan, Canada. The Uranium Zone Project consists of 14 claims encompassing 9,668 hectares. For additional details on the Uranium Zone Project, a copy of which is available on SEDAR under the Corporation's profile at www.sedar.com.

Competitive Conditions

The precious metal mineral exploration and mining business is competitive. The Corporation competes over sourcing raw materials and supplies used in connection with its mining operations, as well as for skilled experienced workers.

In addition, the Corporation also competes with numerous other companies and individuals in the search for and the acquisition of attractive precious metal mineral properties. The Corporation's ability to acquire precious metal mineral properties in the future will depend on, among other things, its ability to select and acquire suitable producing properties or prospects for precious metal development or mineral exploration. There is no assurance that any such investigations or negotiations will result in the completion of an acquisition. See "*Risk Factors*".

Specialized Skills and Knowledge

All aspects of the Corporation's business require specialized skills and knowledge. Such skills and knowledge include the areas of geology, mining, accounting, transaction identification and negotiation and accessing capital. Insofar as the mining industry is competitive with respect to attracting experienced employees, management intends to use its relationships and its prospects as a growth company to employ individuals with the required skills to advance the business.

There remains demand for highly skilled and experienced workers in the Corporation's industry and employment markets can vary with volatility in the mining industry. See "*Risk Factors*".

Employees

As at March 31, 2017, the Corporation had no employees and 2 consultants.

Environmental Protection

The current and future operations of the Corporation, including development and mining activities, are subject to extensive federal, provincial and local laws and regulations governing environmental protection, including protection and remediation of the environment and other matters. Compliance with such laws and regulations increases the costs of and delays planning, designing, drilling and developing the Corporation's properties.

Red Rock has policies and procedures in place relating to corporate governance, business conduct and general guidelines. As the Corporation develops, the Corporation expects to develop additional appropriate guidelines and procedures.

Economic Dependence

The Corporation is not a party to any contract for the purchase or sale of services or products or any other agreement upon which its business is substantially dependent. In addition, the Corporation is not a party to any contracts or subcontracts which terminate, or which are subject to renegotiation this current financial year, and which would reasonably be expected to materially affect the Corporation's business.

Reorganizations

Subsequent to the financial year ended March 31, 2017, the Corporation completed the Reorganization (as defined herein). Please refer to "GENERAL DEVELOPMENT OF THE BUSINESS – Three Year History – Subsequent to the Year Ended March 31, 2017" for further information.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

The following is a summary of the general development of the Corporation's business over the three most recently completed financial years.

Year Ended March 31, 2015

On April 2, 2014, the Corporation announced that its Board had commenced a process to consider strategic and financial alternatives available to the Corporation with the objective of enhancing shareholder value.

On November 26, 2014, the Corporation announced that it has received the results of a technical study commissioned to examine a proposed alternative mining method for hard rock environments brought forward by Red Rock's technical team.

Year Ended March 31, 2016

On July 16, 2015, the Corporation announced that it has completed the filing in the United States and Canada of a patent application to protect the intellectual property rights associated with the alternative mining method for hard rock environments developed in-house by Red Rock's technical team.

On March 14, 2016, the listing of the Common Shares was transferred to the NEX board of the TSX-V.

Year Ended March 31, 2017

On January 25, 2017, the Corporation announced a reorganization plan (the "**Reorganization**") comprised of a number of steps including the issuance of shares for debt, two non-brokered private placements and the reactivation of the Corporation onto the TSX-V.

Subsequent to the Year Ended March 31, 2017

On May 1, 2017, the Corporation sold certain oil and gas assets to 1116331 B.C. LTD. for a purchase price of $10.00 plus assumption of all liabilities related to such assets.

On May 3, 2017 Red Rock entered into a Uranium Put and sale agreement with 2037881 ALBERTA LTD. ("2037881") to sell all uranium assets at the sole option of Red Rock on or before December 31, 2017 in consideration of the cancellation of $1.83 million in debt owed by Red Rock to the principals of 2037881 ALBERTA LTD. Red Rock has no obligation to exercise this option.

On May 4, 2017, the Corporation announced that it had completed the following steps of the Reorganization:

- *Shares for Debt Transaction* – The Corporation issued 9,037,322 pre-Consolidation (as defined herein) Common Shares at $0.08 per Common Share to satisfy $722,986 of existing indebtedness with certain directors, officers and related parties of the Corporation;

- *Share Consolidation* – The Corporation completed a consolidation (the "**Consolidation**") of its Common Shares on the basis of one new post-Consolidation Common Share for every 13.35 pre-Consolidation Common Shares;

- *Unit Private Placement* – The Corporation completed a non-brokered private placement of 10,000,000 units ("**Units**") at a price of $0.05 per Unit for gross proceeds of $500,000 to a new investor group. Each Unit was comprised of one post-Consolidation Common Share and one warrant (a "**Warrant**"), with each Warrant entitling the holder thereof to purchase one additional post-Consolidation Common Share at a price of $0.10 per Common Share until May 3, 2018; and

- *New Directors and Officers* – Jose Francisco Arata, Marino Ostos and Krishna Vathyam were appointed directors of Red Rock and Krishna Vathyam was appointed interim Chief Executive Officer and Bruce Cameron was appointed interim Chief Financial Officer.

On June 7, 2017, Mr. Sandy Loutitt and Mr. David Pinkman resigned from the board of directors of Red Rock.

On June 8, 2017, the Corporation announced that the TSX-V granted final approval regarding the NEX reactivation (the "**Reactivation**") and concurrent application for graduation to Tier 2 of the TSX-V and, effective Monday, June 12, 2017, trading in the Common Shares commenced on the TSX-V under the trading symbol "RRK".

On June 8, 2017, the Corporation also completed a non-brokered private placement of 20,770,332 Common Shares at a price of $0.10 per Common Share for gross proceeds of $2,077,032.

Significant Acquisitions

The Corporation did not complete any significant acquisitions in the financial year ended March 31, 2017.

FORWARD-LOOKING STATEMENTS

This document contains expectations, beliefs, plans, goals, objectives, assumptions, information and statements about future events, conditions, results of operations or performance that constitute “forward-looking information” or “forward-looking statements” (collectively, “forward-looking statements”) under applicable securities laws. Undue reliance should not be placed on forward-looking statements. Forward-looking statements are based on current expectations, estimates and projections that involve a number of risks and uncertainties, which could cause actual results to differ materially from those anticipated by the Company and described in the forward-looking statements. We caution that the foregoing list of risks and uncertainties is not exhaustive. Events or circumstances could cause actual dates to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. The forward-looking statements contained in this press release are made as of the date hereof and the Company does not intend, and does not assume any obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise unless expressly required by applicable securities laws.

CRITICAL ACCOUNTING ESTIMATES

The following management’s discussion and analysis (“MD&A”) is dated July 28th, 2017 and should be read in conjunction with the Company’s audited financial statements and related notes for the twelve months ended March 31, 2017. The accompanying financial statements of Red Rock have been prepared by management and approved by the Company’s Board of Directors.

Significant Accounting Policies

A detailed summary of the Company’s significant accounting policies is included in note 4 of the Company’s Financial Statements for the twelve months ended March 31, 2017.

The Company is in the process of developing its mineral and oil and gas properties and hence, mining and oil and gas property acquisition costs and related direct exploration and development expenditures, net of recoveries, are deferred until the properties are placed into production. These net costs will be amortized against income using the unit-of-production method based on estimated recoverable and proved reserves if the properties are brought into commercial production, or written off if the properties are abandoned or the carrying value is determined to be in excess of possible recoverable amounts.

The recoverability of amounts shown for mining and oil and gas properties is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mining claims, the ability of the Company to obtain financing to complete development of the properties, and on future profitability production or proceeds from the disposition thereof.

Exploration and evaluation (E&E) assets are assessed for impairment only when facts and circumstances suggest that the carrying amount of an E&E asset may exceed its recoverable amount.

The Company recognizes write-downs for impairment where the carrying value of a mining or oil and gas property exceeds its estimated long term net recoverable value.

Recoverable value is estimated based upon current exploration results and upon management's assessment of the future probability of positive cash flows from the property or from the sale of the property.

Year ended March 31, 2017

On March 10, 2016, the Company announced effective at the opening of trading on Monday, March 14, 2016, the Company's listing will transfer from the TSX-Venture Exchange to NEX, the Company's Tier classification will change from Tier 2 to NEX, and the Filing and Service Office will change from Calgary to NEX.

On January 25, 2017, the Corporation announced a reorganization plan (the "Reorganization") comprised of a number of steps including the issuance of shares for debt, two non-brokered private placements and the reactivation of the Corporation onto the TSX-V.

Summary Financial Results

As at March 31, 2017, Red Rock reported a net loss of $156,934 had total assets of $1,524,990 and current liabilities $2,649,558 and long-term liabilities of $102,010 comprised of decommissioning obligations.

The Company incurred expenditures to develop its uranium and oil and gas properties as follows:

	March 31, 2017	March 31, 2016
Opening balance	**$1,233,723**	$1,223,638
Additions	**-**	10,085
Closing balance	**$1,233,723**	$1,233,723
Allocation		
Mining claims	**134,000**	134,000
Mineral properties	**1,099,723**	1,099,723
Closing balance	**$1,233,723**	$1,233,723

Quarterly results

Period	Interest and other Income	Net income (Loss)	General and administration (net of stock option compensation expense)	Exploration and evaluation expenses	Stock option compensation expense	Loss per share		Total Assets	Total Long-term Liabilities	Dividends
						Basic	Fully diluted			
2017 - Q4	-	89,717	(108,489)	-	-	-0.0018	-0.0018	1,524,990	102,010	-
2017 - Q3	-	(90,199)	52,047	5,438	-	0.0018	0.0018	1,523,683	101,578	-
2017 - Q2	-	(81,180)	46,692	2,123	-	0.0016	0.0016	1,521,440	101,144	-
2017 - Q1	-	(73,840)	39,909	2,216		0.0014	0.0014	1,519,232	100,712	-
Total - 2017	-	(155,502)	30,159	9,777	-	0.0030	0.0030	6,089,345	405,444	-
2016 - Q4	-	(73,826)	42,304	-		0.0014	0.0014	1,520,315	100,282	-
2016 - Q3	-	(83,839)	48,844	3,187	-	0.0016	0.0016	1,523,516	99,855	-
2016 - Q2	-	(81,639)	48,001	2,123	-	0.0016	0.0016	1,515,118	99,424	-
2016 - Q1	-	(75,699)	43,638	1,113	-	0.0015	0.0015	1,502,720	98,995	-
Total - 2016	-	(315,003)	182,787	6,423	$0	0.0061	0.0061			
2015 - Q4	-	(66,910)	34,236	2,233	-	0.0013	0.0013	1,504,414	98,572	-
2015 - Q3	5	(78,443)	44,215	3,408	-	0.0015	0.0015	1,504,816	98,173	-
2015 - Q2	3	(97,006)	45,792	20,850	-	0.0019	0.0019	1,504,013	97,751	-
2015 - Q1	5	(79,451)	49,599	79	-	0.0016	0.0016	1,502,521	97,329	-
Total - 2015	13	(321,810)	173,842	26,570	$0	0.0063	0.0063			

General and administration costs

A comparative analysis of general and administration costs is as follows:

		Year ended March 31, 2017	Year ended March 31, 2016
Management compensation	1	**$ (21,659)**	$ 150,500
Premises rent and utilities		**16**	1,182
Professional services - audit, legal marketing and advertising	2	**28,052**	13,953
Membership, filing fees and government dues	3	**25,182**	16,654
Office expenses		**-**	438
		$ 31,591	$ 182,787

1. Adjustments to the recognition of the reinstatement of previously written down payables to management prior to the reorganization.
2. Increased $14,099 reflecting legal and accounting for the reorganization.
3. Increased $8,528 primarily due to TSX fees in relation to the reorganization.

Liquidity and Capital Resources

The Company is in the development stage and therefore has no regular cash flow. As at March 31, 2017, the Company had a working capital deficit of $2,624,198. Red Rock had a commitment to repay a term loan of

$750,000 on December 15, 2012, such loan secured by a first charge against the Company's Saskatchewan mineral properties. As of the date of the financial statements the loan remains outstanding.

On June 20, 2011, the Company drew $750,000 on a loan made available from a private arm's length Alberta corporation. Interest on the loan accrues at the rate of 12% per annum and is payable every two months. The loan has a term of one year, and is secured by a first charge against the Company's Saskatchewan mineral properties only, which are prospective for uranium. As additional consideration, the Company issued to the lender warrants to acquire common shares. The warrants are non-transferrable and entitle the Lender to acquire up to 468,750 Common Shares at an exercise price of $0.25 per share for a period of 12 months from the closing of the transaction which occurred on June 20, 2011. The Warrants, and any shares obtained on the exercise were subject to a 4 month hold period which expired on October 20, 2011. The warrants were non-transferrable and entitled the Lender to acquire up to 468,750 Common Shares at an exercise price of $0.25 per share for a period of 12 months from the closing of the transaction which occurred on June 20, 2011. The Warrants, and any shares obtained on the exercise there-to were subject to a 4 month hold period which expired on October 20, 2011. On June 20, 2012, the warrants expired unexercised. On June 8, 2012, in exchange for the issuance of 100,000 common shares of the Company, the Company negotiated an extension for the term loan to December 15, 2012.

On May 24, 2013, the Company announced that it received a demand notice in relation to the loan of $750,000 received from 1262430 Alberta Ltd. ("the lender") on June 13, 2011. Pursuant to the terms of the agreement entered into by the parties, interest on the loan was to accrue at a rate of 12% per annum and was initially to have a term of one year. By mutual consent that term was extended by 18 months, however management of the lender has since determined to grant no further extensions and has demanded full repayment of monies due. The loan was secured by a first charge against Red Rock's Saskatchewan mineral properties. Management of Red Rock is exploring alternative strategies to settle this demand for payment.

Management continues to investigate several funding alternatives and believes that the Company will raise sufficient working capital to meet its ongoing financial obligations and to pursue its short-term business objectives.

On March 7, 2014, an additional $30,500 was borrowed from 1262430 Alberta Ltd.

- The fair value of the debt portion was determined using the assumption that an interest rate of 20% was appropriate under the circumstances. Accordingly, the warrants were valued using the residual method which resulted in a value of $50,384 being assigned to the warrants.

- On February 1st, 2011, the Company issued 1,050,000 fully vested options to consultants who are neither directors nor officers at a price of $0.15 and an expiry date of February 1st, 2016. The fair value of these options were estimated using the Black-Scholes option model with the following assumptions: expected dividend yield – 0%, expected volatility – 264%, risk - free interest rate of 4.5% and an expected life of five years. The value assigned to the options was $157,062. The options expired unexercised on February 1st, 2016.

- On January 6, 2012, the Company issued options to employees to acquire an aggregate of 150,000 common shares of the Company. These options: (i) vested as to one twelfth per month during the first 12 months following the date of grant; (ii) and were exercisable at a price of $0.09 per share, being the closing price on January 6, 2012.

  The fair value of these options was estimated using the Black-Scholes option model with the following assumptions: expected dividend yield – 0%, expected volatility – 214%, risk – free interest rate of 4.5% and an expected life of five years. The value assigned to the options was $9,713.

As of March 31, 2017, there were 51,137,679 common shares outstanding

Date of Issue	Number of Shares Issued	Gross Proceeds	Share Issue Costs	Expired or exercised warrants	Net Proceeds
Balance March 31, 2015	51,137,679	$10,846,866	($1,106,476)	$1,405,975	$11,146,365
Balance March 31, 2016	51,137,679	$10,846,866	($1,106,476)	$1,405,975	$11,146,365
Balance March 31, 2017	**51,137,679**	**$10,846,866**	**($1,106,476)**	**$1,405,975**	**$11,146,365**

No share purchase options were outstanding at March 31, 2017

Off Balance Sheet Arrangements
The Company has no off balance sheet arrangements.

Transactions with Related Parties
Red Rock has from time to time acquired professional management, travel services, accounting and legal services from directors and officers of Red Rock. Such services were provided in the normal course of operations and at prices which were at or below those which could be negotiated with arm's length third parties. There are, however, no ongoing commitments related to these arrangements.

Outlook
In a difficult market for junior exploration companies the uranium sector continues to be out of favor. Despite this, management believes that the fundamentals of the Uranium market still point to tighter supply on rising demand. The timing of a more favorable uranium market is uncertain, thus management is exploring options to generate sustainability for the corporation that will not require excessive dilution of the existing shareholder assets. It is management’s intent to review alternative strategies to meet the previously stated goals.

Risk Factors

The Corporation's business consists of the exploration, evaluation and development of mineral properties and is subject to certain risks. The risks described below are not the only risks facing the Corporation and other risks now unknown to the Corporation may arise or risks now thought to be immaterial may become material. No guarantee is provided that other factors will not affect the Corporation in the future. Many of these risks are beyond the control of the Corporation.

An investment in the Common Shares involves a number of risks. In addition to the other information contained in this MD&A, investors should give careful consideration to the following, factors, which are qualified in their entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this MD&A. If any of the following events described as risks or uncertainties actually occurs, the business, prospects, financial condition and operating results of the Corporation would likely suffer, possibly materially. In that event, the market price of the Common Shares could decline and investors could lose all or part of their investment. Additional risks and uncertainties presently unknown, or that are not believed to be material at this time, may also impair or have a material adverse effect on the Corporation's operations. In addition to the risks described elsewhere and the other information contained in this MD&A, prospective investors should carefully consider each of and the cumulative effect of all of the following risk factors. References in the below Risk Factors to "we", "our" or "us" refer to the management of the Corporation.

Limited History of Operations

The Corporation has had a limited operating history upon which an evaluation of the Corporation, its current business and its prospects can be based. An investor should consider any purchase of the Corporation's securities in light of the risks, expenses and problems frequently encountered by all companies in the early stages of their corporate development.

Risks Inherent in Acquisitions

It is part of the Corporation's corporate strategy to actively pursue the acquisition of exploration, development and production assets consistent with its acquisition and growth strategy. From time to time, the Corporation may also acquire securities of or other interests in companies with respect to which it may enter into acquisitions or other transactions. Acquisition transactions involve inherent risks, including but not limited to:

- accurately assessing the value, strengths, weaknesses, contingent and other liabilities and potential profitability of acquisition candidates;
- ability to achieve identified and anticipated operating and financial synergies;
- unanticipated costs;
- diversion of management attention from existing business;
- potential loss of the Corporation's key employees or key employees of any business acquired;
- unanticipated changes in business, industry or general economic conditions that affect the assumptions underlying the acquisition; and

- decline in the value of acquired properties, companies or securities.

Any one or more of these factors or other risks could cause the Corporation not to realize the anticipated benefits of an acquisition of properties or companies, and could have a material adverse effect on its financial condition.

Management of Growth

Any expansion of the Corporation's business may place a significant strain on its financial, operational and managerial resources. There can be no assurance that the Corporation will be able to implement and subsequently improve its operations and financial systems successfully and in a timely manner in order to manage any growth it experiences. There can be no assurance that the Corporation will be able to manage growth successfully. An inability of the Corporation to manage growth successfully could have a material adverse effect on the Corporation's business, financial condition and results of operations.

The Corporation may expand its operations through the acquisition of additional assets, businesses, products or technologies that it believes will complement its current or future business. There can be no assurance that the Corporation will be able to identify, acquire or profitably manage additional assets or businesses or successfully integrate any acquired assets, businesses, products or technologies into the Corporation without substantial expenses, delays or other operational or financial problems. If a strategy of growth through acquisition is pursued, the failure of the Corporation to manage this strategy successfully could have a material adverse effect on the Corporation's business, results of operations and financial condition.

Dilution and Future Sales of Common Shares

The Corporation is in the exploration stage of its corporate development; it owns no producing properties and, consequently has no current operating income or cash flow from the properties it holds, nor has it had any income from operations in the past three financial years. As a consequence, operations of the Corporation are primarily funded by equity subscriptions. The Corporation may issue additional shares in the future, which may dilute a shareholder's holdings in the Corporation. The Corporation's articles permit the issuance of an unlimited number of Common Shares and an unlimited number of Preferred Shares issuable in series and shareholders will have no pre-emptive rights in connection with further issuances. The directors of the Corporation have the discretion to determine the provisions attaching to any series of Preferred Shares and the price and terms of further issuances of Common Shares, subject to compliance with applicable corporate and securities laws and stock exchange regulations.

Nature of Mining, Mineral Exploration and Development Projects

Mining operations generally involve a high degree of risk. The Corporation's operations are subject to the hazards and risks normally encountered in the exploration, development and production of minerals, including environmental hazards, explosions, unusual or unexpected geological formations or pressures and periodic interruptions in both production and transportation due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability.

Development projects have no operating history upon which to base estimates of future cash operating costs. For development projects, resource estimates and estimates of cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies, which derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the ore body, expected recovery rates of minerals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, actual production, cash operating costs and economic returns could differ significantly from those estimated. It is not unusual for new mining operations to experience problems during the start-up phase, and delays in the commencement of production often can occur.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Uncertainty of Exploration and Development Projects

The future development of Uranium Zone Project or any of the Corporation's future projects will require extensive drilling, testing, the construction and operation of a mine, processing plants and related infrastructure. As a result, the Corporation is subject to all of the risks associated with establishing mining operations including:

- the timing and cost, which will be considerable, of the construction of mining and processing facilities;
- the availability and costs of skilled labour, power, water, transportation and mining equipment;
- costs of operating a mine in a specific environment;
- the need to obtain necessary environmental and other governmental approvals and permits, and the timing of those approvals and permits;
- adequate access to the site; and
- unforeseen events.

It is not unusual in a new mining operation to experience unexpected problems and delays during the construction and development of the mine. In addition, delays in the commencement or expansion of mineral production often occur and, once commenced or expanded, the production of a mine may not meet expectations or estimates set forth in a feasibility study. Accordingly, there are no assurances that the Corporation will successfully develop mining activities at its properties.

Uninsured Risks Exist and May Affect Certain Values

The Corporation maintains insurance to cover normal business risks. In the course of exploration and development of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including explosions, rock bursts, cave-ins, fire and earthquakes may occur. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Common Shares.

Key-Man and Liability Insurance Factors Should be Considered

The success of the Corporation will be largely dependent upon the performance of its key officers. The Corporation has not, as yet, purchased any "key-man" insurance with respect to any of its directors, officers, key employees and has no current plans to do so.

Although the Corporation may obtain liability insurance in an amount which management considers adequate, the nature of the risks for mining companies is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable, or the Corporation might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event the Corporation could incur significant costs that could have a material adverse effect upon its financial condition.

Dependence on Outside Parties

The Corporation has relied upon consultants, engineers and others and intends to rely on these parties for development, construction and operating expertise. Substantial expenditures are required to construct mines, to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes and, in the case of new properties, to develop the exploration and plant infrastructure at any particular site. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Corporation.

Ability to Attract and Retain Qualified Personnel

Recruiting and retaining qualified personnel is critical to the Corporation's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Corporation's business activity grows, they will require additional key financial, administrative and operations personnel. If the Corporation is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have a material adverse impact on the Corporation's future cash flows, earnings, results of operations and financial condition.

Factors Beyond Corporation's Control

The exploration and development of mineral properties and the marketability of any minerals contained in such properties will be affected by numerous factors beyond the control of the Corporation. These factors include government regulation, high levels of volatility in market prices, availability of markets, availability of adequate transportation and processing facilities and the imposition of new or amendments to existing taxes and royalties. The effect of these factors cannot be accurately predicted.

Government Regulation and Permitting

The future operations of the Corporation, including development activities, require permits from various federal, provincial or territorial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, water use, environmental protection, land claims of local people, mine safety and other matters.

Such exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that will require the Corporation to obtain permits, licences and approvals from various governmental agencies. There can be no assurance, however, that all permits, licences and approvals that the Corporation may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any project which the Corporation might undertake.

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.

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 Corporation and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

To the best of the Corporation's knowledge, it is operating in compliance with all applicable rules and regulations.

Environmental Risks and Hazards

The Corporation's activities are subject to extensive national, provincial, and local laws and regulations governing environmental protection and employee health and safety. The Corporation is required to obtain governmental permits and provide bonding requirements under environmental laws. All phases of the Corporation's operations are subject to environmental regulation. These regulations mandate, among other things, the maintenance of water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner, which will require stricter standards and enforcement, increased fines and penalties for non-compliance, and more stringent environmental assessments of proposed projects. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Corporation's operations.

Environmental laws and regulations are complex and have tended to become more stringent over time. These laws are continuously evolving. The Corporation is not able to predict the impact of any future changes in environmental laws and regulations on its future financial position due to the uncertainty surrounding the ultimate form such changes may take.

Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Corporation, the extent of which cannot be predicted.

Other Tax Considerations

The Canadian federal and provincial tax treatment of natural resource activities has a material effect on the advisability of investing in mining companies. The ability of the Corporation to claim and collect tax credits relating to its natural resource activities and the return on an investment in Common Shares will be subject to applicable tax laws. There can be no assurance that applicable tax laws will not be amended so as to fundamentally alter the tax consequences of claiming and collecting tax credits and holding or disposing of the Common Shares.

Aboriginal Land Claims and Consultation Issues

The properties that form part of the Uranium Zone Project may be the subject of land claims by aboriginal groups. Management of the Corporation is not aware of any such claims. However, there is no assurance that such claims will not arise in the future.

Share Price Fluctuations

The market price of securities of many companies, particularly development stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance or the underlying asset values of prospects of such companies. There can be no assurance that fluctuations in the Corporation's share price will not occur.

Price Volatility of Publicly Traded Securities

Securities of exploration and mining companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the relative attractiveness of particular industries. The Corporation's share price is also likely to be significantly affected by short-term changes in metal prices or in the Corporation's financial condition or results of operations as reflected in quarterly earnings reports. Other factors unrelated to the Corporation's performance that may have an effect on the price of the Corporation's shares include the following:

- the extent of analyst coverage available to investors concerning the Corporation's business may be limited if investment banks with research capabilities do not follow its securities;
- limited trading volumes and general market interest in the Corporation's securities may affect an investor's ability to trade the Corporation's shares; and
- the relatively small number of publicly held shares may limit the ability of some institutions to invest in the Corporation's securities.

As a result of any of these factors, the market price of the Corporation's shares at any given point in time may not accurately reflect the Corporation's long-term value.

Conflicts of Interest

There are potential conflicts of interest which the directors and officers of the Corporation may be subject in connection with the operations of the Corporation. Some of the directors and officers of the Corporation may be, or may become, engaged in the mineral exploration or mining industry, and situations may arise where directors, officers and promoters will be in direct conflict with the Corporation. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as apply under, the ABCA and the applicable statutes of the jurisdictions of incorporation of the Corporation's subsidiaries.

Krishna Vathyam – July 28th, 2017