INTERCONTINENTAL GOLD AND METALS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE

- QUARTERLY HIGHLIGHTS
FOR THE THREE MONTHS ENDED
MARCH 31, 2020

Introduction

The following Interim Management Discussion & Analysis ("Interim MD&A") of Intercontinental Gold and Metals Ltd. (the "Company", "Intercontinental Gold") has been prepared to provide material updates to the business operations, liquidity and capital resources of the Corporation since its last management discussion & analysis, being the Management Discussion & Analysis ("Annual MD&A") for the period ended March 31, 2020. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with Annual MD&A, the audited annual financial statements of the Company for the period ended December 31, 2019 and the period ended December 31, 2018. and the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2019, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the three months ended March 31, 2019 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at July 7, 2020 unless otherwise indicated.

The unaudited condensed interim consolidated financial statements for the three months ended March 31, 2020, have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Intercontinental Gold's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR at **www.sedar.com**.

Caution Regarding Forward-Looking Statements

This Interim MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Interim MD&A speak only as of the date of this Interim MD&A or as of the date specified in such statement.

Forward-looking statements	Assumptions	Risk factors
The Company may require additional capital in order to meet its ongoing operating expenses and growth objectives for the period ending March 31, 2021	The operating period for the twelve-month period ending March 31, 2021 and the strategy change and the costs associated therewith, will be consistent with Intercontinental Gold's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favorable to Intercontinental Gold	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions.
The Company's ability to meet its working capital needs at the current level for the twelve months ending March 31, 2021 The Company's cash balance at March 31, 2021, may not be sufficient to fund its growth at current levels. At the date hereof, the Company's cash balance remains allocated primarily in support normal business operations.	The operating activities of the Company for the twelve-month period ending March 31, 2021, and the costs associated therewith, will be dependent on executing on our current business plan, consistent with Intercontinental Gold's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favorable to Intercontinental Gold.	Adverse changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions
Management outlook regarding future trends	Financing will be available for the Company's growth objectives and development of its gold trading and refining business.	Interest rate and exchange rate fluctuation and political and economic conditions
Asset values for the period ended March 31, 2020 were not left to be impaired	Management's belief that no further write-down is required for its assets resulting from continuing efforts to raise capital (debt or equity, or a combination of both) to implement planned change of business strategy	If the Company does not obtain equity or debt financing on terms favorable to the Company or at all, a decline in asset values that could be deemed to be other than temporary, may result in impairment losses
Sensitivity analysis of financial instruments	Equity price will not be subject to change in excess of plus or minus 10%	Changes in debt and equity markets; interest rate and exchange rate fluctuations

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Intercontinental Gold's ability to predict or control. Please also make reference to those risk factors referenced in the "Risks and Uncertainties" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Intercontinental Gold's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

Intercontinental Gold and Metals Ltd. (the "Company"), was incorporated under the Business Corporations Act (British Columbia) on March 23, 1967. On October 30, 2017, the Company was continued under the Business Corporations Act (Ontario). The Company's head office is located at 217 Queen Street W, Suite 401, Toronto, Ontario, M5V 0R2 and it is listed on the TSX-Venture Exchange and Frankfurt Stock Exchange under the symbol ICAU and G2W, respectively.

As of the date of this MD&A the Company has one operating subsidiary; Goldway SRL, a wholly owned licensed gold refinery and export company in Bolivia.

The Company currently generates revenue from sale of refined gold that is purchased from licensed Small Gold Miners (SGM's) from its Bolivian refining operations. Additional revenue is generated from export logistics services, foreign exchange and net interest margin on cash balances.

The Company changed its fiscal year-end from March 31 to December 31 (as of December 31, 2018) in order to align with its Latin America subsidiary. This MD&A, and the accompanying consolidated financial statements, reflect the three-month period from January 1, 2020 to March 31, 2020 and comparative three-month period from the previous year.

Selected Quarterly Information

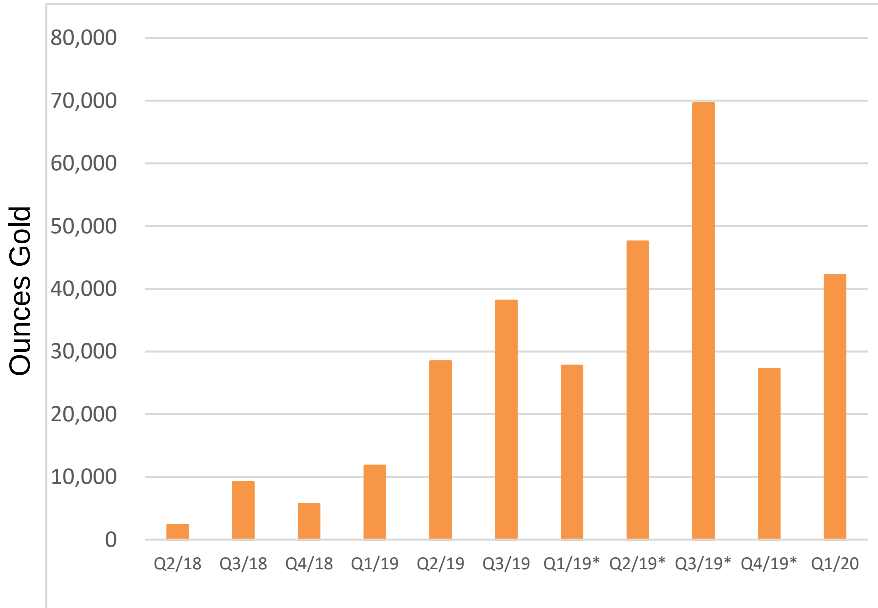
Three Months Ended	Net Revenues ($)	Net Income (Loss)		Total Assets ($)
		Total ($)	Per Share (Basic and Diluted) ($)	
2020-March 31	91,945,139	(356,320)	(0.02)	14,285,611
2019-December 31	52,415,277	(633,876)	(0.04)	7,848,722
2019-September 30	136,009,227	359,557	0.02	12,497,999
2019-June 30	84,444,443	(295,309)	(0.02)	15,642,139
2019-March 31	48,943,901	(76,929)	(0.00)	5,781,844
2018-December 31	61,570,526	(193,753)	(0.01)	6,392,906
2018-September 30	35,249,072	(247,547)	(0.02)	5,445,105
2018-June 30	29,692,802	(739,010)	(0.04)	13,809,664
2018-March 31	9,014,725	(681,182)	(0.06)	4,668,295

Operational Highlights

- During the three-months ended March 31, 2020 the Company continued to expand gold buying and refining operations.
- Total refined gold sales/exports during the period were 42,192 ounces, an increase of 52% versus 27,742 ounces during the comparable period in 2019.
- Average refined grade of bullion exported during the period was 24 carat.

- Gold trading and exports exhibited strong growth until March 21st 2020 when the Government of Bolivia announced it was closing its borders to combat the spread of COVID-19. They also implemented strict quarantine measures forcing the company to temporarily close our Bolivian operations to comply with this order.

Quarterly Gold Trading and Refining Operations Exports



** Year-end changed to December 31 starting December 31, 2018*

Finance and Corporate Developments

- **Commodity Trading** - the Company's growth strategy in Bolivia and elsewhere in Latin America ("LATAM") is to aggressively expand its gold and metals trading business. Onboarding discussions are ongoing with producers and end users to further expand gold trading volumes and enter other commodity trading opportunities in bulk commodities, ores and energy metals.

Financial Highlights

Three months ended March 31, 2020 compared with three months ended March 31, 2019

Intercontinental Gold's net loss totaled $356,320 for the three months ended March 31, 2020, with basic and diluted loss per share of $0.02. This compares with a net loss of $76,929 with basic and diluted loss per share of $0.00 for the three months ended March 31, 2019. The increase of $279,391 in net loss was principally because:

- For the three months ended March 31, 2020 audit and accounting fees increased by $202,946, depreciation increased by $15,510, business development increased by $14,488, which were partially offset by consulting fees decrease of $981, shareholder communications and investor relations decreased of $29,605, foreign exchange gain decrease of $163,731, office and miscellaneous expense decrease of $8,459, share based compensation decrease of $44,792 compared to the three months ended March 31, 2019. The overall increase is attributable to the increased level of business activity related to active gold trading, but lower gross margins during the quarter.

- The increase of loss in the three months ended March 31, 2020 compared to three months ended

March 31, 2019 was also attributable to the increase of revenue from $48,943,901 during the three months ended March 31, 2019 to $91,945,139 during the three months ended March 31, 2020 offset by cost of sales of $48,365,833 during three months ended March 31, 2019 and $91,452,855 during the three months ended March 31, 2020.

Adjusted EBITDA

The following table reconciles net income (loss) to adjusted EBITDA:

	Three months ended March 31, 2020	2018
Net income (loss)	**$ (356,320)**	$ (76,929)
Adjustments:		
Depreciation (note 7)	**27,281**	11,771
Share-based compensation (note 14)	**-**	44,792
Gain (loss) on debt settlement (note 15)	**-**	(133,385)
Foreign exchange gain (loss)	**14,315**	178,046
Accretion on promissory notes (note 11)	**53,700**	36,602
Accretion of lease liability	**-**	1,605
Interest expense on promissory note (note 11)	**144,403**	142,816
Interest expense on loan payable (note 12)	**21,235**	-
Interest and Other Income	**(2,999)**	76,929
Income tax expense	**(33,854)**	-
Adjusted EBITDA	**$ (132,239)**	$ 282,247

Adjusted EBITDA of $(132,239) ($0.01 per share) for the three months ended March 31, 2020 decreased 151% or $424,807 compared to the same quarter of 2019 primarily as a result of the higher net loss, lower loss on debt settlement, lower foreign exchange gain and higher taxes during the period.

Cash Flow, Liquidity and Financial Position

This section should be read in conjunction with the audited statements of financial position for the year ended December 31, 2019 and period ended December 31, 2018, and the corresponding notes thereto.

The activities of the Company are principally gold and metals trading. The Company's financial statements have been prepared on a going concern basis, under which the Company is assumed to be able to realize its assets and discharge its liabilities in the normal course of operations. The Company achieved first revenue from operations during the year ended March 31, 2018.

The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of $40,307,596. As at March 31, 2020 the Company had cash of $4,277,088 to settle current liabilities of $10,679,436.

To continue operations and to fund future obligations, the Company must achieve profitability, or it will be required to raise funds through equity or other financing alternatives. Recent global economic conditions and market uncertainty may have an impact on the Company's ability to raise funds through the equity markets. Management believes that there are sources of financing available. There can be no assurance that the Company will be successful in its future fund-raising activities. See "Risks and Uncertainties" below.

The Company relies on issuance of equity securities and alternative sources of financing, if required, to maintain adequate liquidity to support its ongoing working capital commitments. The following table is a summary of quantitative data about what the Company manages as capital:

	March 31, 2020 $	December 31, 2019 $	Change $
Current Assets	12,691,787	6,249,282	6,442,505
Share capital	33,615,962	33,590,437	25,525
Reserves	4,974,220	4,990,295	(16,075)
Deficit	(40,307,596)	(39,951,276)	(356,320)

The Company monitors these items to assess its ability to fulfill its ongoing financial obligations, interest payments on Notes and growth funding requirements. To manage the Company's capital, management maintains relatively streamlined operations prioritizing allocation of available working capital to gold and metals purchases over capital investment to the extent possible. The Company will, from time to time, consider raising additional funds as and when required.

As at March 31, 2020, the Company had positive working capital of $2,011,846 compared to working capital of $2,030,199 as at March 31, 2019.

Receivables were $5,842,284 at March 31, 2020 and consisted primarily of gold trades in progress and other receivables and HST/GST input tax credit claims compared to $236,462 as at March 31, 2019. The increase is mainly due to an increase gold trades in progress and other receivables partially offset by a decrease in level of HST/GST input tax credit claims during the quarter ended March 31, 2020. Amounts payable and accrued liabilities, which are expected to be paid in the normal course of business, were collectively $9,367,914 at March 31, 2020, compared to $685,784 at March 31, 2019.

Cash provided by operating activities

Cash provided by operations was $3,024,178 for the quarter ended March 31, 2020, compared to cash used in operations of $967,290 for the quarter ended March 31, 2019. The increase of $3,991,468 in cash provided by operations is due to increased business activity related to gold and metals purchases.

Cash used in investing activities

Cash used in investing activities was $136,841 for the quarter ended March 31, 2020, compared to cash used in investing activities of $12,507 for the quarter ended March 31, 2019. The increase of $124,334 in cash used in investing activities is due to a payment made against contingent consideration.

Cash from financing activities

Cash used in financing activities during the quarter ended March 31, 2019 was $5,700 which is comprised of proceeds of $9,450 from exercise of warrants and $3,750 payment of interest expenses.

New Accounting Policy Adopted

The Company has adopted IFRS 16 – Leases, which is effective for annual reporting periods beginning on or after January 1, 2019. Previously, the Company classified leases as operating or finance leases based on IAS 17 - Leases.

The Company has applied IFRS 16 in accordance with the modified retrospective approach only to contracts that were previously identified as leases. Contracts that were not identified as leases under previous standards were not reassessed for whether there is a lease. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after January 1, 2019. The Company has determined that there is no change to the comparative periods required as a result of the adoption of this standard.

On initial application, for leases previously classified as operating leases under IAS 17, the Company has elected to record right-of-use assets based on the corresponding lease liability. As such, as at January 1, 2019, the Company recorded lease obligations of $36,008 and right-of-use assets of $36,008, with no net impact on deficit.

When measuring lease liabilities for those leases previously classified as operating leases under IAS 17, the Company discounted future lease payments using its incremental borrowing rate as at January 1, 2019. The weighted-average rate applied is 20%.

The Company has elected to apply the practical expedient on facility leases, not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component

The Company's accounting policy for leases under IFRS 16 is as follows:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. Contracts that convey the right to control the use of an identified asset for a period of time in exchange for consideration are accounted for as leases giving rise to right-of-use assets.

At the commencement date, a right-of-use asset is measured at cost, where cost comprises: (a) the amount of the initial measurement of the lease liability; (b) any lease payments made at or before the commencement date, less any lease incentives received; (c) any initial direct costs incurred by the Company; and (d) an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

A lease liability is initially measured at the present value of the unpaid lease payments discounted using the interest rate implicit in in the lease or if that rate cannot be reliably determined, the Company's incremental borrowing rate. Subsequently, the Company measures a lease liability at amortized cost using the effective interest method. It is then remeasured to reflect revised in-substance fixed lease payments. Except where the costs are included in the carrying amount of another asset, the Company recognizes in profit or loss (a) the interest on a lease liability and (b) variable lease payments not included in the measurement of a lease liability in the period in which the event or condition that triggers those payments occurs. The Company subsequently measures a right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses; and adjusted for any re-measurement of the lease liability. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term.

Capital Risk Management

The Company defines capital that it manages as shareholders' equity, consisting of issued share capital, reserve and deficit.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital restrictions.

The Company currently has no interests in exploration stage; but has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate financial resources to do so.

There was no change in management's approach to capital management during the period ended March 31, 2020.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSXV which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

Financial Instruments and Risk Management

The fair value of cash and marketable securities are measured based on level 1 inputs of the fair value hierarchy. The fair values of receivables, accounts payable and accrued liabilities and loan from related party approximate their fair value because of the short-term nature of these instruments. The promissory notes are measured at carrying value at the effective interest rate which approximates fair value.

Financial risk factors

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

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Credit risk for the Company arises from cash and receivables. The carrying amount of these financial assets represents the maximum credit exposure as at March 31, 2020 and December 31, 2019.

Cash is maintained with financial institutions of reputable credit and may be redeemed upon demand. Credit risk exposure on cash is limited through maintaining cash with high-credit quality financial institutions and management considers the risk to be minimal for all cash assets.

The Company is exposed to credit risk inherent in its receivables, which include credit exposure to customers and their outstanding receivable balances. Credit risk relating receivables from such customers is considered low based upon the nature of the Company's relationship and payment history with the customers.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As of March 31, 2020, the Company had a cash balance of $4,277,088 to settle current liabilities of $10,679,436. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

The Company has cash balances and the promissory notes are subject to fixed interest rates. The Company's current policy is to invest excess cash in investment-grade demand investments issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Foreign currency risk

The Company is nominally exposed to foreign currency risk on fluctuations related to assets and liabilities that are denominated in US Dollars and Bolivianos.

Gold price risk

The Company is exposed to gold price risk given that its revenues are derived from the sale of gold through its gold dore and bullion products, the prices for which have been historically volatile. Consequently, the economic viability of the Company's operations may be adversely affected by fluctuations in metal prices. For gold shipped and provisionally invoiced during the quarter ended March 31, 2020, a 1% change in gold prices would result in an immaterial increase/decrease in the Company's pre-tax income. As at March 31, 2020, the embedded derivative arising from the provisional pricing is deemed immaterial.

Fair value hierarchy

Receivables have been classified as loans and receivables and are measured at amortized cost. Accounts payable and accrued liabilities, loan from related party and promissory notes are classified as other financial liabilities and are measured at amortized cost. Cash and marketable securities are classified as fair value through profit and loss ("FVTPL") and carried at fair value.

IFRS 7 - Financial Instruments: Disclosures requires classification of fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and,
Level 3: Inputs for the asset or liability that are not based on observable market data.

As at March 31, 2020 none of the Company's financial instruments were held at fair value other than cash and marketable securities which were classified as level 1 inputs at the fair value hierarchy.

Trade receivable/payable from provisional sales of gold includes provisional pricing, and final price and assay adjustments. Derivative instruments are forward arrangements that were valued using pricing models, which require a variety of inputs, such as expected gold prices and foreign exchange rates. The trade receivable/payable from sales of gold and derivative instruments are valued using observable market commodity prices and thereby classified within Level 2 of the fair value hierarchy.

Economic dependence

During the quarter ended March 31, 2020, three customers (2018 – one) accounted for 100% of the Company's total revenue. The loss of the above customers could have a material adverse effect on the Company's financial position and results of operations.

Related Party Transactions

(a) The Company entered into the following transactions with related parties recorded as legal fees:

	Three Months Ended March 31,	
	2020 ($)	**2019 ($)**
Irwin Lowy LLP (i)	2.062	1,790

(i) A director of the Company is a partner at Irwin Lowy LLP, a law firm, and these fees related to professional services provided by the firm. As at March 31, 2020, the Company owed $22,287 (December 31, 2019 - $31,456) to this firm and this amount was included in accounts payable and accrued liabilities. The amount is unsecured, non-interest bearing with no fixed terms of repayment.

(b) Compensation of key management personnel of the Company

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of the Board of Directors, corporate officers, including the Chief Executive Officer and Chief Financial Officer, as well the Vice President of Operations and the Country Manager.

Salaries and benefits	Three Months Ended March 31, 2020 ($)	Three Months Ended March 31, 2019 ($)
Consulting Fees	182,522	183,503
Directors Fees	8,000	8,000
Share-based compensation	nil	20,717
Total	**190,522**	**212,220**

As at March 31, 2020, accounts payable and accrued liabilities included $105,746 (December 31, 2019 - $172,430) owing to directors, officers, Country Manager, VP of Operations and a company controlled by the Chief Executive Officer. The amounts bear no interest and have no fixed terms of repayment.

As at March 31, 2020, total Promissory Notes payable to Related parties were $568,473 (December 31, 2019 - $561,670).

Share Capital

As of the date of this MD&A, the Company had 18,087,250 issued and outstanding common shares. Warrants outstanding for the Company at the date of this MD&A were as follows:

Warrants	Expiry Date	Exercise Price
2,895,000	August 8, 2022	$0.10
990,000	January 5, 2023	$0.20
1,822,500	April 13, 2023	$0.20
5,707,500		

Broker Warrants	Expiry Date	Exercise Price
29,700	August 8, 2022	$0.10
45,000	January 5, 2023	$0.20
51,750	April 13, 2023	$0.20
126,450		

Stock options outstanding for the Company at the date of this MD&A were as follows:

Options	Expiry Date	Exercise Price
2,088,000	August 10, 2022	$0.11
1,060,000	April 20, 2023	$0.45
400,000	February 11, 2024	$0.13
3,548,000		

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the years presented by the annual audited financial statements; and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the years presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

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

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors Relating to the Company's Business" in the Company's MD&A for the period ended December 31, 2018, available on SEDAR at **www.sedar.com**.

Additional Disclosure for Venture Issuers without Significant Revenue

Operating Expenses

	Three Months Ended March 31,	
	2020 ($)	**2019 ($)**
Accounting and audit	166,228	(36,718)
Consulting fees	182,522	183,503
Business development	14,488	nil
Management and director fees	8,000	8,000
Shareholder information and investor relations	583	30,188
Legal	1,980	1,790
Office and miscellaneous	177,528	185,987
Depreciation	27,281	11,771
Share-based compensation	nil	44,792
Transfer agent and regulatory fees	5,486	nil
Total	**584,096**	**429,313**

Other Items

	Three Months Ended March 31,	
	2020 ($)	**2019 ($)**
Gain on debt settlement	nil	(178,046)
Foreign exchange (loss) gain	(14,315)	(178,046)
Accretion on promissory note	(53,700)	(36,602)
Accretion of lease liability	nil	(1,605)
Interest expense on promissory note	(144,403)	(142,816)
Interest expense on loan payable	(21,235)	nil
Interest and other income	2,999	nil
Total	**(332,787)**	**(76,929)**

BY ORDER OF THE BOARD

"Gorden Glenn"	*"John Anderson"*
Gorden Glenn President, CEO, and Director	John Anderson Director