

**ENGINEER GOLD MINES LTD.**

**Management Discussion and Analysis**

**For the Period Ended May 31, 2018**

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This Management Discussion and Analysis (“MD&A”) focuses on significant factors that affected Engineer Gold Mines Ltd. (“Engineer Gold Mines” or the “Company”) during the period ended May 31, 2018 to the date of this report. This MD&A should be read in conjunction with the unaudited condensed interim financial statements of Engineer Gold Mines for the period ended May 31, 2018. The interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts presented in this MD&A are in Canadian dollars unless otherwise indicated.

Additional information related to Engineer Gold Mines Ltd. is available on SEDAR at [www.sedar.com](http://www.sedar.com)

This MD&A contains information up to and including July 25, 2018.

**FORWARD LOOKING STATEMENTS**

*This Management’s Discussion and Analysis (“MD&A”) contains certain statements that may be deemed “forward-looking statements,” within the meaning of certain securities laws. Forward-looking statements relate to management’s expectations or beliefs about future performance, events, or circumstances that include, but are not limited to, future production, costs of production, prices of gold, reserve or resource potential, exploration and operational activities, and events or developments that the Company expects or targets. Forward-looking statements can usually be identified by words such as: “future”, “plans”, “scheduled”, “expects”, “intends”, “estimates”, “forecasts”, “will”, “may”, “could”, “would”, and variations thereof. Although the Company believes that these statements are based on reasonable assumptions, all forward-looking statements involve known and unknown risks and uncertainties that may cause the actual performance, events, or circumstances of the Company to be materially different than anticipated. The forward-looking information in this MD&A describes the Company’s expectations as of the date of this MD&A.*

*Such forward-looking statements, including but not limited to those with respect to the price of metals, the timing and amount of estimated future mineralization and economic viability of properties, capital expenditures, costs and timing of exploration projects, permitting timelines, title to properties, the timing and possible outcome of pending exploration projects and other factors and events described in this MD&A involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.*

*The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company’s forward-looking information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.*

*The reader should verify all claims and do their own due diligence before investing in any securities mentioned or implied in this document. Investing in securities is speculative and carries a high degree of risk.*

*Forward-looking statements are based on management’s current plans, estimates, projections, beliefs, and opinions and we do not undertake any obligation to update forward-looking statements should the*

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*assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by law.*

**OVERVIEW**

Engineer Gold Mines is a mineral exploration company focused on the identification, acquisition, exploration and development of mineral properties in British Columbia Canada. Engineer Gold Mines was spun out of Blind Creek Resources Ltd. by way of plan of arrangement (the "Arrangement") pursuant to the *Business Corporations Act* (British Columbia). Engineer was incorporated January 17, 2018.

On January 19, 2018 Blind Creek announced its intention to transfer its Engineer Mine property and the adjoining Gold Hill Property together with certain claims (the "Engineer Gold Mine Project") to Engineer Gold Mines Ltd., for common shares of Engineer (the "Engineer Distribution Shares"). The Engineer Distribution Shares were then distributed to the common shareholders of Blind Creek, all by way of a plan of arrangement (the "Plan of Arrangement") under the *Business Corporations Act* (British Columbia) (the "Arrangement"). The Arrangement was filed under Blind Creek's profile on [www.SEDAR.com](http://www.SEDAR.com).

On January 28, 2018 Engineer Gold received an NI 43-101 Technical Report, which includes a re-stated Inferred Mineral Resource Estimate, entitled "Engineer Gold Mine, British Columbia, Canada, January 2018", written by Darren O'Brien, P. Geo, Michael Redfearn, P. Eng. and Dr. Simon Dominy, FAusIMM(CP), FGS(CGeol), dated January 18, 2018.

On March 27, 2018 it was announced that the Company completed a private placement for an aggregate of 7,600,000 subscription receipts at a subscription price of \$0.10 per Subscription Receipt for gross proceeds of \$760,000.

On April 30, 2018 it was announced an Interim Order from the Supreme Court of British Columbia was received and management information circular in connection with its annual and special meeting at which the shareholders of Blind Creek will consider the previously announced plan of arrangement.

On May 22, 2018 at the AGM of Blind Creek Resources the Arrangement Resolution was approved by shareholders with 13,816,378 of 13,817,068 voting in favour.

On May 24, 2018, the Supreme Court of British Columbia granted a final order approving the arrangement among Blind Creek Resources Ltd. and its shareholders and Engineer Gold Mines Ltd. and the TSX-V Exchange conditionally approved the listing of the Engineer Gold Mines common shares on the TSXVE as a Tier 2 mining issuer.

*The Transaction*

The proposed Arrangement will include a transfer of the Engineer Gold Mines Project in exchange for the Engineer Distribution Shares. Pursuant to the Arrangement, Blind Creek intends to distribute the Engineer Distribution Shares to Blind Creek common shareholders on a *pro rata* basis (other than to shareholders who dissent in accordance with the provisions of the Arrangement) on the reduction of the stated capital of the Blind Creek common shares. Blind Creek shareholders will be entitled to receive one Engineer Distribution Share for every two common shares of Blind Creek held by each such shareholder. The effective date of the Arrangement is currently planned for early in the second quarter of 2018. There will be no changes in shareholders' holdings in Blind Creek as a result of the Arrangement.

The Arrangement is subject to TSX Venture Exchange ("TSXVE"), regulatory and Supreme Court of British Columbia (the "Court") approvals, as well as approval by not less than two-thirds of the votes cast at a special meeting (the "Meeting") of Blind Creek shareholders, to be called in connection with the Arrangement. Full details of the Arrangement will be included in the management information circular (the

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“Circular”) to be sent to Blind Creek shareholders in connection with the Meeting, which will include information on Blind Creek, Engineer Gold Mines, the Engineer Gold Mines Project and the Arrangement.

The board of directors of Engineer Gold Mines is comprised of Andrew H. Rees, Thomas Kennedy, Glen MacDonald and Brian Fowler. Officers are Thomas Kennedy Chief Executive Officer and Secretary, Brian Fowler President and Dale Dobson Chief Financial Officer. This is also the management team of Blind Creek. Changes and additions to the management team may be made as needed and as the Engineer Gold Mines Project progresses.

The closing of the Arrangement is subject to customary conditions, including the receipt of all regulatory, Court and shareholders approvals, covenants and representations and warranties. The summary of the terms of the Arrangement Agreement herein is qualified by the full text of the Arrangement Agreement, which is available under Blind Creek’s profile on [www.SEDAR.com](http://www.SEDAR.com).

Upon completion of the Arrangement, the Company will hold a 100% interest in the Engineer Gold Mines Project and will focus on the advancement of this project. Blind Creek will retain and focus on the advancement of its key Blende mineral property (the “Blende Project”), located in the Mayo Mining District, Yukon, as well as its prospective zinc/lead exploration property known as the “AB Property” located in the Northwest Territories.

Blind Creek believes that investors have understandably focused on the opportunity provided by the Blende Project, as well as the AB Property. Blind Creek has positioned itself as a base metals exploration company, while the Engineer Gold Mines Project is prospective for gold and silver. The proposed spinout will allow Blind Creek to focus on further advancement of the Blende Project and on continued efforts on development of this project. Blind Creek believes that the Engineer Gold Mines Project has exploration upside that should be developed. The creation of Engineer Gold Mines and the distribution of the Engineer Distribution Shares to the Blind Creek common shareholders is expected to enhance shareholder value by bringing increased investor focus to the potential that Blind Creek sees in the Engineer Gold Mines Project.

### **Subsequent Events**

On June 1, 2018 the \$760,000 of subscription receipts were automatically exercised, without any additional consideration from the subscription receipt holders, for units of the Company. Each unit consists of one common share and one-half of one share purchase warrant. The numbers of shares issued was 7,600,000 and number of warrants issued was 3,800,000. Each whole warrant is exercisable to acquire one common share at a price of \$0.15 per share for a period of two years expiring June 1, 2020.

On June 1, 2018 the Company acquired the Engineer Mine property and the adjoining Gold Hill Property together with certain claims (the Engineer Gold Mine Project), by issuing 12,863,525 shares (the Engineer Distribution Shares) to Blind Creek common shareholders on a *pro rata* basis. Blind Creek shareholders received one Engineer Distribution Share for every two common shares of Blind Creek held by each such shareholder.

On July 24<sup>th</sup>, 2018 Engineer Gold announced the Company had commenced mobilization of a work crew and heavy equipment to the Engineer Gold Mine Property, in preparation for a 2018 surface and underground exploration program.

### **PROJECT**

#### **Engineer Gold Mines Property - Atlin Mining Division, British Columbia**

The Engineer Gold Mine Property (Project or Property) is located in northwestern British Columbia, Canada, approximately 32 km west of the Town of Atlin on the east shore of Tagish Lake. The Project is

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centered at approximately 59° 27" north latitude, and 134° 12" west longitude. The Property consists of 47 mineral exploration claims and 6 crown grants, totaling 12,032 hectares, and was acquired by Engineer Gold Mines Ltd. (Engineer Gold) by way of a plan of arrangement with its parent company Blind Creek Resources Ltd. on June 1<sup>st</sup>, 2018.

The Engineer Gold Mine is a historic gold-silver producer and it is estimated that 14,263 tonnes were mined between 1910 and 1952, although the majority of the production occurred between 1912 and 1927 from 8 mine levels. Approximately 18,000 ounces of gold and 9,000 ounces of silver have been produced at realized grades exceeding 39 g/t gold and 20 g/t silver. A 30 tonne-per-day gravity separation mill was installed on the Property in 1994 to conduct seasonal batch milling. The mill was operational as recently as 2011.

There are no underlying royalties on the Historic Mine (patented crown grants) and majority of the Property. Guardsmen Resources Inc. retains a 2.5% Net Smelter Return royalty (NSR) on select claims (2,100 ha), 2% of which can be purchased by Engineer Gold at any time for \$1.5M.

#### *Geology and Mineralization*

At the Engineer Gold Mine, quartz-carbonate-veins and hydrothermal breccia occur within an Eocene structurally controlled mineralized system adjacent to the Sloko volcanic centre on Engineer Mountain. The volcanic centre is comprised of rhyolite to andesite flows, breccia, tuffs, and ignimbrite, with coeval intrusions.

The Engineer Gold Mine Property is underlain almost entirely by argillite and greywacke of the Lower Jurassic Laberge Group. Several phases of dykes cut the Laberge Group sedimentary rocks, all are of monzodiorite composition. The dykes are inferred to be genetically related to the Eocene Sloko volcanic centre on Engineer Mountain.

The Property is bisected by a northwest-trending dextral shear zone, referred to as Shear-A. The deformation zone around the shear is mapped up to 200 m wide in places as a subtle fault-parallel cleavage in the surrounding Laberge Group rocks. Magmatic and hydrothermal features associated with the shear zone include domains of pervasive auriferous silicification along the Shear-A deformation zone up to 50 metres wide.

Past high-grade gold production at the Engineer Gold Mine came from the Engineer-Double Decker vein system, which is interpreted to have formed during right-lateral displacement and associated extension along brittle structures on the south-side of Shear-A. The system includes multi-stage quartz-carbonate-adularia veins with bonanza-grades of Au-Ag mineralization. Gold occurs primarily as electrum, and is found in two main mineral associations corresponding to different vein-forming stages: Type 1 occurs as intergrown with a vanadian mica (commonly referred to as roscoelite), while Type 2 is associated with arsenopyrite. Vein textures suggest that boiling was the primary mechanism for gold deposition in the vein system (L. Millonig, pers.comm, 2016).

#### *Exploration and Drilling*

Although sporadic exploration and mining have occurred on the Engineer Gold Mine Property since the early 1900s, modern systematic exploration of the greater Property did not occur until BCGold Corp. (or "BCGold") acquired the Project in 2007 and completed the following work to advance the Project:

- Property-wide geological mapping and prospecting.
- Completed 600 line-km SkyTEM time-domain electromagnetic/magnetic airborne geophysical Survey.
- Completed 600 metres of surface trench excavations on Boulder, Shaft, Double Decker veins and Shear Zone B. Trenches were geologically mapped and channel sampled.
- Completed soil geochemical orientation surveys and conducted MMI soil surveys over portions

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- of the Shear Zone A and B structures.
- Maintained exploration, mining, tailings pond and mine dewatering permits with the BC Ministry of Mines.
- Mine rehabilitation, partial mine dewatering (6 and 7 levels), underground geological mapping and panel sampling of 5, 6 and 7 levels.
- 7 surface core holes for 1,846m to test shear zone hosted hydrothermal breccia.
- 13 underground core holes for 1,218m to test mineralized shoots within the Engineer and Double Decker veins.
- Test-mining and milling of six bulk samples from the Engineer Vein (underground) and Double Decker Vein (surface).
- Conducted bench-scale metallurgical studies using gravity and leach amenability tests.
- Commissioned Snowden Mining Industry Consultants Inc. (Snowden) to complete a NI 43-101 Mineral Resource estimate (now considered historical).
- Sponsored a University of British Columbia (UBC) postdoctoral geological research project to develop a deposit model for the high-grade gold mineralization.

*Mineral Resource Estimate*

In 2011, Snowden was commissioned to conduct a Mineral Resource estimate for the remnant portions of the Engineer and Double Decker veins. This historic Mineral Resource estimate was reviewed and restated in a NI 43-101 Technical Report entitled “Engineer Gold Mine, British Columbia, Canada, by Darren O’Brien, P.Geo., Michael Redfearn, P.Eng. and Simon Dominey, FAusIMM (CP), FGS(CGeol), amended and re-stated May 9, 2018 below in Table 1.

**TABLE 1. MINERAL RESOURCE ESTIMATE BASED ON A 5 G/T AU CUT-OFF**

<b>Category</b>	<b>Vein</b>	<b>Tonnage (tonnes)</b>	<b>Grade (Au g/t)</b>	<b>Contained Au (oz)</b>
Inferred	Engineer	30,800	20.6	20,400
Inferred	Double Decker	10,100	13.1	4,200
	<b>Total:</b>	<b>41,000</b>	<b>19.0</b>	<b>25,000</b>

*Notes: Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. It is uncertain if further exploration will result in upgrading the Inferred Mineral Resource to an Indicated or Measured Mineral Resource category. The Mineral Resource is reported at a 5 g/t Au cut-off where the resource margin is defined by historical payability with the assumption extraction would be by standard air-leg narrow vein methods. Grades diluted to a 1 m stope width.*

This Inferred Mineral Resource contains a higher grade core of 14,000 t grading 52.5 g/t gold (25 g/t gold Cut-Off) for 23,600 oz contained gold on the Engineer Vein.

This Mineral Resource estimate is based on a VLP (vertical longitudinal section) approach with projection of mineralized shoots down-dip and along strike based on surface exposure and underground development. The global grade applied to each vein structure was based on the partitioning of grades from historical production figures and production records to indicate payability. All grades were diluted to minimum stoping width of 1 m. A density factor of 2.8 t/m<sup>3</sup> was used.

3D models for the Double Decker and Engineer veins were constructed using Vulcan software. The vein wireframes were constrained by historical mining records and recent drilling. The Vulcan solids were used to define the primary mineralized material volume. A bulk density factor and payability factor were applied to define tonnage. Areas of mined-out portions were subtracted where required, assuming a 1 m stope width.

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*Project Infrastructure*

The Engineer Gold Mine is isolated and requires itself to be self-sufficient in power and supplies. All power is generated on site via a diesel generator. Communications are via satellite phone and/or satellite internet. The current trailer camp at site can host approximately 20 people. In 1995, a small open-air recovery plant was installed at the mine site which consists of primary and secondary crushing (jaw and rolls crushers), a ball mill, jig, and triple deck Deister tables. The mill can process approximately 30 tonnes per day. There is mine waste and a small tailings pond located at the mill site. Engineer Gold Mines has received operating permits from the BC Ministry of Energy and Mines and monitoring permits from the BC Ministry of Environment for the existing mill and tailings pond.

Access to the Property from Atlin, BC is by helicopter or float plane (approximately 15 minutes travel time). Winter access from Atlin is also available via snowmobile. In the summer season, boat access to the Property is available from the communities of Tagish (90 km) or by barge from Carcross (80 km) providing the best means for servicing an exploration program. Both communities are located at the north end of Tagish Lake in the Yukon. Beyond each of these towns, excellent highways connect to Watson Lake and Skagway or Whitehorse, the main supply centre of the region. Daily flights are available to Whitehorse, Yukon from Vancouver, B.C. (Whitehorse to Atlin: 176 kilometres)

*Summary and Exploration Plans*

The Engineer Gold Mine is an advanced exploration project that possesses a small, but high-grade, Inferred Mineral Resource. Recent diamond drilling, surface trenching, underground sampling, and geological mapping have confirmed the geological continuity of the Engineer and Double Decker veins. Other veins such as the Boulder-Governor, Shaft, Andy and Jersey Lily are targets that could possibly add to the mineral resource base with further exploration success.

Trenching and diamond drilling are suitable for delineating the vein extents, but bulk sampling is the best method for determining grade. Channel and panel sampling are suitable methods for identifying potentially mineralized shoots within the veins, but tend to underestimate the gold grade.

The Engineer Gold Mine Project can also be advanced with exploration along the known shear zones (Shear A and Shear B). Both shears have +km strike lengths and host significant widths of silica-rich hydrothermal breccia with low-grade gold mineralization. With the exception of the 2008 drill program, there has been very little work completed on these shear zones. Preliminary soil geochemical surveys have shown that these shear structures are anomalous in gold pathfinder elements such as arsenic and antimony. A systematic, property-wide soil survey would be the initial step to identify any higher-grade anomalies for drill testing.

A two-stage program is recommended to continue advancing the Engineer Gold Mine Project. The objectives of the program are as follows:

- Targeted exploration along the shear zones to define higher-grade gold mineralization hosted by hydrothermal breccia.
- Investigate the Wann Prospect in the context of the Engineer Gold Mine mineralized system • Investigate the lowest level (8 Level) of the Historic Mine workings as potential to increase Mineral Resource.
- Metallurgy test-work to improve gold recovery circuit of current mill.
- Improve grade control, mining costs, and confidence in the Mineral Resource with bulk sampling.

Phase 1 of the program has commenced and will focus on resource expansion through surface exploration, finalizing metallurgy test-work, and detailed design and costing to rehabilitate the lower levels of the mine. The proposed Phase 1 budget is C\$400,000.

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Phase 2 of the proposed program focuses on surface exploration, exploration of 8 Level of the mine, and processing a bulk sample of the Engineer Vein from 6 Level. The Phase 2 proposed budget is C\$5.8M.

**RESULTS OF OPERATIONS**

For the period ended May 31, 2018 the Company incurred a net loss of \$27. The entire amount was for bank charges.

**SELECTED QUARTERLY FINANCIAL INFORMATION**

	May 31, 2018	Feb 28, 2018	Nov. 30, 2017	Aug. 31, 2017	May 31, 2017	Feb. 28, 2017	Nov 30, 2016	Aug 31, 2016
Revenues	Nil	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Expenses	27	7	N/A	N/A	N/A	N/A	N/A	N/A
Comprehensive (loss)	(27)	(7)	N/A	N/A	N/A	N/A	N/A	N/A
Basic and diluted net (loss) per share	(27.00)	(7.00)	N/A	N/A	N/A	N/A	N/A	N/A
Weighted Average number of shares outstanding	1	1	N/A	N/A	N/A	N/A	N/A	N/A

**LIQUIDITY AND CAPITAL RESOURCES**

The Company has no operations that generate cash flow and its long-term financial success is dependent upon management's ability to discover economically viable quantities of ore. The exploration process can take many years and is subject to factors that are beyond the Company's control. The ability of the Company to meet its liabilities as they come due and to continue as a going concern is dependent upon the financial support of its directors, shareholders and other related parties, the ability of the Company to raise equity financing to complete the acquisition, exploration and development of its existing and future mineral property interests and, ultimately, the attainment of profitable operations. Management believes the Company will be able to maintain sufficient liquidity for it to continue as a going concern however, management can provide no assurance with regard thereto. The Company's capital management objective is to maximize potential investment returns to its equity stakeholders within the context of the relevant opportunities and risks associated with the Company's operating segment. The inherent nature of mineral exploration involves a high degree of "discovery" risk.

Consequently, there is substantial uncertainty as to whether any particular project will generate positive cash flows in the future. Therefore, management funds its exploration activity primarily by issuing share capital, rather than using other capital sources that require fixed repayments of principal and interest. It considers both share capital and working capital as components of its capital base. The Company is not subject to any externally imposed capital requirements. The timing and extent of both program implementation and financing are determined by management's evaluation of economic factors at the time, such as commodity prices, and non-economic factors such as expected impact that completion of a given program may have on the cost of capital. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities. There can be no assurance that financing will be available to the Company when required.

At May 31, 2018, the Company had \$760,024 cash and working capital of \$759,974.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company does not have any off-balance sheet arrangements.

**RELATED PARTY TRANSACTIONS**

The Company incurred no expenses by key management personnel and companies controlled by key management personnel, such personnel include the Company's Directors, Chief Executive Officer, Chief



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Financial Officer and Corporate Secretary. At May 31, 2018 a director is owed \$50 for a loan to the Company.

Key management personnel were not paid any post-employment benefits, termination benefits, or other long-term benefits during the respective years.

**OUTSTANDING SHARE DATA**

<b>Designation of Security</b>	<b>Amount Authorized</b>	<b>Number of Securities Outstanding as at May 31, 2018</b>	<b>As at the date of this report</b>
Common Shares	unlimited	1	20,463,525
Preferred Shares	unlimited	-	-
Warrants	n/a	-	3,800,000
Special Warrants	n/a	-	-
Stock Options	10%	-	-

**CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

Engineer Gold Mines Ltd. makes estimate and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

Judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

- Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

- Titles to Mineral Properties Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

- Impairment of Mineral Properties Interests

Management considers both external and internal sources of information in determining if there are any indications that the Company's mineral property interests are impaired. External sources of information management consider include the market, economic, and legal environment in which the Company operates. Internal sources of information management consider include the manner in which the

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properties are being used or are expected to be used, and indication of economic performance of the assets.

Estimates

The effect of a change in an accounting estimates is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if change affects both.

- Estimation of Recoverable Amounts

The carrying amounts of the Company's mining properties are estimated based on the Company's market capitalization.

The recoverable amounts of individual exploration and evaluation assets have been determined based on the higher of estimated value-in-use and fair value less costs to sell. The company has used its market capitalization as an indicator of fair value less costs to sell.

**FINANCIAL RISK MANAGEMENT**

The company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

**General Objectives, Policies and Process:**

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of three types of risk: foreign currency risk, interest risk, and equity price risk.

b) Foreign Currency Risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and US dollar or other foreign currencies will affect the Company's operations and financial results. The company does not have significant exposure to foreign exchange rate fluctuation.

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c) Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be immaterial.

d) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents. Cash and cash equivalents are maintained with financial institutions of reputable credit and may be redeemed upon demand. The Company considers this risk to be immaterial.

e) Liquidity Risk

Liquidity Risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company is reliant on the continued support of related parties to meet short-term financing requirements and to meet obligations as they become due.

**FINANCIAL INSTRUMENTS**

Determination of Fair Value:

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The Statement of Financial Position carrying amounts for cash and cash equivalents, amounts receivable, trade and other payables, and due to related parties approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Fair Value Hierarchy:

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities; and
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable marker data (unobservable inputs).

The Company has no financial instruments subject to level 1, 2 or level 3 fair value measurements. There were no reclassifications to the Company's fair value measurements during the period ended May 31, 2018.

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**OTHER RISK FACTORS**

*Mining Industry*

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines.

The Company's mineral exploration activities are directed towards the search, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercial quantities of ore. The Company has no history of earnings, and there is no assurance that the properties, or any other future property that may be acquired by the Company, will generate earnings, operate profitably, or provide a return on investment in the future.

There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

*Government Regulation*

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage, and disposal of solid and hazardous waste.

Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

*Permits and Licenses*

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

*Environmental Risks and Hazards*

All phases of the Company's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which may require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees all of which can impact the Company's ability to continue its mineral exploration operations.

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Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Commodity Prices

The profitability of mining operations is significantly affected by changes in the market price of gold and other minerals. The level of interest rates, the rate of inflation, world supply of these minerals, and stability of exchange rates can all cause significant fluctuations in base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of gold and other minerals has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable.

Reliance on Management's Expertise

The Company strongly depends on the business acumen and expertise of its management team and there is little possibility that this dependence will decrease in the near term. The loss of the services of any member of such team could have a material adverse effect on the Issuer. The company does not have any key person insurance in place for management.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Land Title

Although the Company has obtained title opinions with respect to certain of its properties, there may still be undetected title defects affecting such properties, including the possibility of aboriginal peoples' land claims or aboriginal rights claims. Accordingly, such properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations.