



**Management Discussion and Analysis  
For the Years Ended August 31, 2018 and 2017**

**FORWARD-LOOKING INFORMATION AND MATERIAL ASSUMPTIONS**

This report on results for the year ended August 31, 2018 contains forward-looking information, including forward-looking information about Melkior Resources Inc.'s (the "Company" or "Melkior") operations, estimates, and exploration and acquisition spending.

Forward-looking information is generally signified by words such as "forecast", "projected", "expect", "anticipate", "believe", "will", "should" and similar expressions. This forward-looking information is based on assumptions that the Company believes were reasonable at the time such information was prepared, but assurance cannot be given that these assumptions will prove to be correct, and the forward-looking information in this report should not be unduly relied upon. The forward-looking information and the Company's assumptions are subject to uncertainties and risks and are based on a number of assumptions made by the Company, any of which may prove to be incorrect.

**GENERAL**

The following Management Discussion and Analysis ("MD&A") is presented in Canadian dollars and should be read in conjunction with the audited financial statements for the years ended August 31, 2018 and 2017 of the Company, which are presented in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The following information is prepared as at December 4, 2018. The Board of Directors of the Company has approved the disclosure contained in this MD&A.

Additional information related to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.melkior.com](http://www.melkior.com).

**DESCRIPTION OF BUSINESS**

The Company was incorporated under the *Business Corporations Act* (Canada) and is a junior mining exploration company operating in Canada. The Company's operations include the acquisition and exploration of mineral properties in Canada. The address of the registered office is 1680 – 200 Burrard Street, Vancouver, British Columbia, Canada, V6C 3L6, and its principal place of business is 207 - 66 Brousseau Avenue, Timmins, Ontario, Canada, P4N 5Y2. The Company's shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "MKR", on the OTCQX Exchange in the United States under the symbol "MKRIF" and on the Frankfurt Stock Exchange under the symbol "MEK".

On January 24, 2018, at the Annual General and Special Meeting, the shareholders voted to approve the continuation of the Company into British Columbia under the Business Corporations Act (British Columbia) from federal jurisdiction. The continuation took effect on February 20, 2018.

Melkior is in the business of the acquisition, exploration, exploration management and sale of mineral properties, with the primary aim of advancing them to a stage where they can be exploited at a profit. We do not currently have any producing properties, and our current operations are exploratory searches for mineable deposits of minerals. Our focus is the Urban area in the province of Quebec, and the Hemlo and Timmins areas in the province of Ontario.

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**EXPLORATION PROJECT – TIMMINS**

**Carscallen**

The Carscallen and Big Marsh projects were merged in 2017 when claim acquisition made the project claim groups contiguous. The combined group of contiguous claims is referred to as the Carscallen Project. The Carscallen property covers 47.12 square kilometres for a total of 295 claim units and is located 25 kilometres due west of the city of Timmins, Ontario. Access to the property is excellent, via a series of roads and trails that connect to Highway 101.

The Company holds a 100% interest in the property. Some claims are subject to a 1.5% net smelter return royalty (“NSR”) while another group of claims is subject to a 2% NSR of which the Company has the right to buy-out half (1%) of the NSR for \$1,000,000.

In October and November 2010, the Company signed three agreements to acquire 100% interests in additional mining claims in consideration of \$10,000 cash and two 2% NSR royalties, of which 1% can be repurchased for \$500,000 each.

In October 2013, the Company signed a memorandum of understanding (“MOU”) with the Mattagami First Nation. As part of the MOU, the Company issued 200,000 common shares (valued at \$8,000) on December 23, 2013. The Company will pay 2% of all exploration costs eligible for assessment credit to the Mattagami First Nation.

On April 7, 2016, the Company issued 210,000 common shares (valued at \$8,400) for the acquisition of a 100% interest in an additional mining claim, totaling 64 hectares, from an arm’s length party.

During the year ended August 31, 2017, the Company acquired additional claims through cash purchase agreements and staking. One of the claims is subject to a 2% NSR.

During the year ended August 31, 2018, the Company entered into three agreements for the purchase of six additional claims for the Carscallen property. The Company paid \$12,500 and issued 100,000 common shares (valued at \$7,000) as consideration. Two of the claims are subject to a 2% NSR.

Exploration results from the Company’s 2016 exploration program on the Carscallen property can be found on the Company’s website and on [www.sedar.com](http://www.sedar.com).

On November 15, 2017, the Company announced it had received final assay results on its 2017 Carscallen drill program. Results are presented below:

Drill Hole Location						Select Assay Results			
Drill Hole	East	North	EOH	Dip	Azimuth	From (m)	To (m)	Width (m)	Au (ppm)
CAR-17-1	451337	5358114	161	45	180	75.53	75.93	0.40	4.78
						80.33	81.09	0.76	3.25
CAR-17-2	451475	5358028	113	45	240	16.00	16.40	0.40	36.10
CAR-17-3	451439	5358080	89	45	240	16.00	17.20	1.20	0.63
CAR-17-4	451436	5358124	317	45	240	152.00	153.00	1.00	1.17
						153.00	153.65	0.65	0.79
						153.65	155.26	1.61	3.25
						159.45	159.90	0.45	2.82
CAR-17-5	451436	5358124	116	45	60	9.70	10.35	0.65	12.10
CAR-17-6	451115	5357994	233	45	60				
CAR-17-7	451043	5357696	259	45	270				
CAR-17-8	450928	5357593	122	45	270	38.90	39.65	0.75	6.84

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						57.00	57.45	0.45	6.20
CAR-17-9	450994	5357430	158	45	270				
						53.60	54.00	0.40	1.86
CAR-17-10	450928	5357456	65	45	90				
CAR-17-11	450888	5357424	98	70	90				
CAR-17-12	451761	5356344	47	45	220				
CAR-17-13	451738	5356577	557	43	250				
						72.40	74.00	1.60	21.80
						87.00	88.00	1.00	1.33
						89.00	90.00	1.00	0.99
						173.55	174.40	0.85	0.79
						226.25	227.25	1.00	0.54
						268.65	269.55	0.90	0.32
						273.85	274.45	0.60	2.58
						291.65	292.18	0.53	8.73
CAR-17-14	451736	5356624	195	50	250				
						65.20	66.00	0.80	49.10
						66.00	66.80	0.80	14.20
CAR-17-15	451736	5356624	164	70	250				
CAR-17-16	451741	5356521	710	51	250				
						77.60	77.90	0.30	17.50
						77.90	79.10	1.20	0.36
						191.45	191.85	0.40	6.63
						243.36	244.16	0.80	0.60
						267.00	268.00	1.00	0.08
						277.70	278.00	0.30	4.18
						283.00	283.45	0.45	0.69
						292.40	292.75	0.35	1.16
						367.41	368.00	0.59	0.47
						368.00	368.85	0.85	0.69

A detailed discussion on the drill results is posted on the Melkior website (<http://www.melkior.com/wp-content/uploads/MKR-Interim-Drilling-Results-Carscallen-2017.pdf>).

On February 6, 2018, the Company announced completion of a test Mise a la Masse survey over portions of the Behemoth Zone on the Carscallen Project, Timmins, Ontario. Three different input points were evaluated over the test grid area: Whaleback Outcrop (9.5 g/t Au); Jowsey 1946 trench; and the shallowest gold zone encountered in CAR-17-16 (17.50ppm gold over 0.30m @77.75m depth). The Mise a la Masse maps have been posted to the Melkior website (<http://www.melkior.com/gold-projects/carscallen-gold-project/carscallen-behemot-zone/>).

Asymmetries in the electrical potential plots indicate that the current input zones are not isolated but have preferred current/conductive channels. The results of the method test indicate that the Mise a la Masse survey method could be used more extensively over the Behemoth Zone and elsewhere on the Carscallen Project. Mise al la Masse testing could also be used to establish inter-connectivity between conductive zones in adjacent drill holes.

The Mise al la Masse testing of the shallowest gold zone encountered in CAR-17-16 (17.50ppm gold over 0.30m @77.75m depth) appears to indicate that the conductive zone extends to the north. CAR-17-13 and CAR-17-14, both of which encountered the same gold zone as CAR-17-16 are located within the defined elevated zone of voltage potential on the Mise a la Masse map. The continuation of the gold zone encountered in CAR-17-16 to the south is in question as decreasing voltage potential appears more symmetrical in that direction. A structural offset could be responsible for the apparent conductor termination. Historic maps indicate a VLF conductor is co-incident with the gold zone and that this VLF conductor continues 370m south to Highway 101. This historic map also indicates that the VLF conductor extends 480m northwards and is co-incident with a topographic discontinuity that has been demonstrated to be associated with a fault that contains a gold bearing quartz vein by the latest drilling and analytical results.

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The “Whaleback” gold showing discovered in 2017 is located in a low lying swampy area 200m due west of CAR-17-13. The “Whaleback” gold showing returned assays up to 9.5 g/ton Au from grab samples. Mineralization is hosted in a silicified cataclastic zone in granite that hosts a multi-episodic quartz vein (Az290, -70E) up to 30 cm wide. Drill hole CAR-17-13 undercut this surficial gold bearing structure at a depth of about 200m. The mineralization in the Whaleback Outcrop is at Az290 degree, this orientation is at odds with many other local trend indicators. The 290 trend however is consistent with the trend of AUMO gold zones located about 100m east of CAR-17-16 on Tahoe Canada claims. The Mise a la Masse survey input current directly into the gold bearing zone of the Whaleback Outcrop. The Mise a la Masse data for the Whaleback Outcrop survey indicates potential continuity of the conductive zone to the northeast as well as to the east, potentially linking into the AUMO system of gold zones. The Whaleback Outcrop is located about 200m WNW (Az290) from CAR-17-16.

On March 6, 2018, the Company announced the assays from the 2017 soil sampling program on the Carscallen Project have been received. Melkior undertook a soil sampling program over a one-kilometre square area of the Carscallen Project in 2017. The area sampled included the central project area, where over 90% of drilling has been undertaken (Zamzam, Jowsey, Shenkman, Wire Gold areas). Soil samples were collected from both the A and B-horizons, at 25 m spacing, and submitted for trace analysis (ALS method, AuME-TL43).

Generally, there was a good correlation between the assays of the A and B-horizon samples. Very few areas of anomalous gold were detected in the B-horizon not observed in the A-horizon at the same location. Generally, B-horizon anomalous areas were observed to have a smaller footprint but co-located with A-horizon anomalies.

Software based statistical evaluation indicates that bismuth is the only element strongly correlated to gold within the soil dataset. This association appears to be validated by a strong correlation of gold and bismuth soil anomalies with both: surficial gold showings; and shallow intersections of gold in drill holes. Surface samples from the Jowsey showing have assayed up to 1,725 ppm Bi (sample MKR-WTK-B84, 843 ppm Au, 1,725 ppm Bi).

An overlay of drill core sample bismuth ICP assays located at shallow sample depth (less than 100m) has a very good correlation with the bismuth in soil anomalies. Additionally, overlaying of all historic assay data from drilling where Au > 1.0 ppm and the sample depth less than 100m has a very good correlation with bismuth in soil at surface.

Historically, high bismuth assays without significant gold values have not been considered worth following up. Going forward, a greater significance in the association of bismuth and gold is going to be incorporated into the Carscallen exploration program.

Drilling in 2008 defined the southern limit of the Zamzam Zone where continuity between closely spaced drill holes was lost in the southerly direction. About 100m south-west of the area of lost continuity (TW-08-ZZ-1) recent soil sampling data indicates there is a prominent and persistent north-south oriented bismuth in soil anomaly. The bismuth in soil anomaly is about 350 meters long and generally located in a shallow trough immediately adjacent and west of a north-south trending persistent bedrock ridge. This ridge is clearly visible on the LIDAR dataset and has also been observed in the field, where historical trenching has been investigated at several locations along its length. It is notable that the soil sample locations that define the bismuth in soil anomaly are in relatively undisturbed terrain, increasing confidence in their significance.

Gold in soil anomalies are present along the northern extension of the primary Target A structure and the area of the NNE mineralized fault discovered by CAR-17-5 (12.10ppm Au, 109ppm Bi over 0.65m @ 9.70m). This soil data reinforces Melkior’s commitment to continue with exploring Target A as defined in the 2017 Exploration Plan.

The largest bismuth in soil anomaly defined is co-incident with the Big Marsh – Mahoney Lake drainage system. There is a substantial bismuth in soil anomaly that starts at the junction of Big Marsh drainage – Mahoney Creek and extends along the inferred fault system to the northern limit of the area sampled. This northern limit of the bismuth in soil anomaly is 100m south of a historic 120 ppb gold in soil anomaly.

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Arsenic and copper are both anomalous and co-incident with the bismuth in soil anomaly. Melkior is evaluating the hypothesis that the Big Marsh – Mahoney Lake drainage system is a north-south fault system and linked by a splay fault to the Porcupine Destor Fault Zone. The 2017 soil sampling program covers one kilometre of the interpreted fault zone.

The integration and evaluation of the new soil assay information is ongoing. It will be incorporated into Melkior's Carscallen Exploration Plan 2018, available in the near future.

During the year ended August 31, 2017, the Company paid \$5,000 for a 100% interest in a claim located in the Carscallen Township. This claim was part of the Big Marsh property, where the Company has existing claims. The Carscallen and Big Marsh projects were merged in 2017 when this claim acquisition was made to make the project claim groups contiguous. The combined group of contiguous claims is referred to as the Carscallen Project. Work expenditures can now be transferred within the entire contiguous claim group.

**Bristol**

The Company holds a 100% interest in claims forming the Bristol property acquired through staking during the year ended August 31, 2017. A B-horizon soil sampling program was undertaken in 2017 over a conductive anomaly. The area of the soil sampling survey is about one-half square kilometre, samples were taken at 25 m spacing, and submitted for trace analysis (ALS method, AuME-TL43). The results have been received but reporting has not yet been completed. This exploration work is going to be filed for assessment credits to maintain the claims in good standing.

**EXPLORATION PROJECT – HEMLO/WHITE LAKE**

On May 12, 2017, the Company entered into an agreement to acquire a 100% interest in the Hemlo property. The Property is located within the Hemlo greenstone belt, 22 kilometres east of the Hemlo Gold Mine currently operated by Barrick Gold Corporation. The Company paid \$5,000 and issued 1,500,000 common shares (valued at \$90,000) as consideration. The vendor holds a 3% NSR, of which one-third may be purchased by the Company for \$1,000,000.

During the year ended August 31, 2017, the Company acquired additional claims through cash purchase agreements and staking. A 1% NSR is held by Doug Kakeeway on a group of 5 blocks comprised of 38 claim units (TB4284867, TB4284868, TB4284869, TB4284870, TB4284871).

On March 7, 2018, the Company announced that the assays from the 2017 soil sampling program on the White Lake Project (Hemlo) have been received. The White Lake Project is comprised of 373 contiguous claim units (13,745 acres). The White Lake Project is located approximately 15 kilometres northeast of the Hemlo Gold Mine currently operated by Barrick Gold Corporation.

Melkior undertook a soil sampling program over 4 square kilometres of the Hemlo/White Lake Project in 2017. The area sampled is centered on the Kakeeway claim group. These claims host a combination of NW-SE trending: mafic-felsic geologic contacts locally with gold bearing veins; gold in soil anomalies; IP chargeability anomalies; and VLF conductors. Soil samples were collected from the A-horizon, at 25 m spacings, and submitted for trace analysis (ALS method, AuME-TL43).

A NW-SE trend in the distribution of anomalous gold in soil, parallel to geological contacts, was anticipated. However, the distribution of anomalous gold in soil over the sample area is more complex.

Software based statistical evaluation of correlated elements was conducted using the Correlations Report of Geosoft product Target for ArcGIS Geochemical Analysis add-on to Esri ArcMap. This report indicates that germanium is the only element with a significant correlation to gold within the soil dataset. A correlation was expected between gold and several other "normal pathfinder elements", but no other associations are substantiated based strictly on the 2017 soil dataset. Significant reliance was placed on the gold-germanium association in the interpretation of the soil data.

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The distribution of germanium in the A-horizon soil samples provides an unanticipated interpretation through the distinct and isolated nature of the anomalous areas. The anomalous germanium distribution can generally be described as two intersecting perpendicular linear anomalies.

The dominant germanium in soil anomaly is 2 kilometres long, persistent across the entire width of the sample area, oriented NE-SW, perpendicular to volcanic contacts, and co-incident with a prominent topographical lineament. This dominant germanium in soil anomaly is locally co-incident with reported gold in soil anomalies in excess of 500 ppb that are located about 400 m from the edge of the sample area (Royal Oak Mines, AFRI 42C13SE0069). If this anomalous trend was consistent and continued to the northeast, the strike extension would continue through the Melkior claim group for about 5 kilometres.

The secondary germanium in soil anomaly is also about 2 kilometres long but less persistent across the width of the sample area, oriented NW-SE it parallels mafic-felsic geologic contacts and historic: gold in soil anomalies; IP chargeability anomalies; and VLF conductors. The anomalous trend is also locally co-incident with groups of EM conductors defined by historic airborne surveys.

Melkior will undertake a geological field program and plans to undertake a GEOTECH helicopter borne EM, magnetometer survey over the entire White Lake Hemlo Project in 2019. Melkior's goal is to advance the White Lake Project to the drill stage. The Kakeeway claim has an existing MNDM Exploration Permit in good standing that permits drilling.

**EXPLORATION PROJECT – URBAN/MASERES**

During the year ended August 31, 2017, the Company acquired claims in the Urban area of Quebec through map staking. The Company has a 100% ownership in the claims and there is no NSR. Melkior's review of available geological and geophysical information and historical work in the Urban area identified the area selected for map staking.

During the year ended August 31, 2018, the Company acquired additional claims through staking.

On September 19, 2017, the Company announced complete assay results had been received on a soil sampling program. The results can be found at: <http://www.melkior.com/maseres-gold-project/assay-results/>

On December 22, 2017, the Company closed a private placement of 7,692,307 flow-through common shares at a price of \$0.065 for gross proceeds of \$500,000. The Company intends to spend the proceeds of the private placement on the Urban project.

On March 5, 2018, the Company announced completion of the data collection portion of a 2,170-line kilometre GEOTECH VTEM plus time-domain helicopter borne magnetometer and EM survey. Melkior conducted a soil sampling test grid over this EM trend in 2017. A-horizon soil analysis over the EM trend returned up to 121 ppb Au; 59 ppm Ag; 93 ppm Cu; 78 ppm Zn; 30 ppm Pb (NR September 17, 2017). On May 23, 2018, the Company announced receipt of final data for the EM survey. The VTEM survey data supports the hypothesis that the Urban Barry Greenstone Belt continues south of the Osisko Black Dog Project and traverses Melkior's Maseres Project.

On June 19, 2018, the Company announced initiation of a summer work program. Mobilization has been undertaken and a combination of geological work and soil sampling is underway. The program will commence with prospecting areas of the EM conductors, attempting to anchor conceptual ideas with geological information and assays. An initial program of 5,000 A-horizon soil samples will be collected on a 50 m x 50 m grid spacing.

The summer of 2018 on the Maseres Project was spent on reconnaissance geology, ground truthing the plethora of VTEM EM anomalies and conducting a soil sampling survey over priority EM conductors. The program was still progressing as of September 2018 and will be terminated based on weather conditions. Partial results from the soil survey have been received and support Melkior's interpretation of the geology

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of the area and its mineral potential. An expert interpretation of the VTEM survey data Melkior obtained in March 2018 was solicited and has recently been received. It is Melkior's opinion that the interpretation supports Melkior's hypothesis of the geology of the area and its mineral potential. The fall and winter of 2018 will be spent evaluating the soil data in conjunction with the reconnaissance geology data and the expert interpretation of the VTEM data. Melkior plans to progress the Maseres Project to the drill stage in 2019.

**OTHER EXPLORATION PROJECTS**

**Launay**

On March 21, 2016, the Company sold an undivided 50% interest in Launay to Beaufield Resources Inc. ("Beaufield") for \$150,000 and 3,000,000 common shares of Beaufield, valued at \$240,000. This agreement terminated a previous agreement signed in November 2013. The proceeds of the sale were accounted for as a reduction in exploration and evaluation assets of \$390,000.

On July 14, 2017, the Company sold the remaining 50% interest in Launay to Beaufield for \$125,000 and 2,500,000 common shares of Beaufield, valued at \$500,000. The proceeds of the sale were accounted for as a reduction in exploration and evaluation assets of \$517,434 and a gain on sale of exploration and evaluation assets of \$107,566.

The Company retains a 1.5% NSR on the property, of which one-half may be purchased by Beaufield for \$750,000.

**Kenty Lake**

The Company holds a 49% interest in the Delta-Kenty property located in the Ungava region in Quebec. The deferred exploration and evaluation and expenses of \$1,200 were written off during the year ended August 31, 2016.

During the year ended August 31, 2018, the Company sold its interest in Kenty Lake to IR Battery Resources and Processing Inc. ("IR Battery") for \$600,000 and 300,000 common shares of IR Battery valued at \$150,000. The proceeds of the sale were accounted for as a gain on sale of exploration and evaluation assets of \$750,000.

Pursuant to the terms of the sales agreement, IR Battery will participate and subscribe for up to \$100,000 of securities as part of the next flow-through financing conducted by Melkior, provided that such financing (i) occurs within 12 months of the closing date, and (ii) is for total gross proceeds of not less than \$500,000.

**RESULTS OF OPERATIONS**

**Year Ended August 31, 2018**

During the year ended August 31, 2018, the Company reported a net income of \$408,647 (2017 – net loss of \$163,506). The Company's net income included items as follows:

- Gain on sale of exploration and evaluation assets of \$750,000 (2017 - \$107,566) due to the sale of the Company's interest in Kenty Lake property (2017 – Launay property);
- Consulting and management fees of \$60,883 (2017 - \$151,714) were paid to management in 2018, while in 2017 the amount included management and an external consultant;
- Office and general of \$12,361 (2017 - \$8,166) increased as 2017 included a cost recovery;
- Professional fees of \$44,807 (2017 – \$37,246) increased due to higher legal fees;
- Regulatory fees of \$35,372 (2017 - \$30,859) increased due to higher transfer agent fees;
- Loss on marketable securities of \$342,385 (2017 – gain of \$21,434) related to the sale and changes in fair value of the marketable securities; and

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- Other income of \$115,385 (2017 - \$nil) related to the reduction of the flow-through premium based on expenditures in 2018, net of an adjustment based on qualifying expenditures.

**Three Months Ended August 31, 2018**

During the three months ended August 31, 2018, the Company reported a net income of \$772,727 (2017 – loss of \$3,676). The Company's net income included items as follows:

- Gain on sale of exploration and evaluation assets of \$750,000 (2017 - \$107,566) due to the sale of the Company's interest in Kenty Lake property;
- Consulting and management fees of \$20,883 (2017 - \$110,714) as prior year's consulting fees included management and an external consultant;
- Professional fees of \$29,937 (2017 - \$40,888) decreased due to cost control measures and accounting and administration being handled by management;
- Regulatory fees of \$10,382 (2017 - \$4,467) increased due to additional filing costs in 2018;
- Gain on marketable securities of \$547 (2017 - \$46,812) related to the sale and changes in fair value of the marketable securities; and
- Other income of \$50,556 (2017 - \$nil) related to the reduction of the flow-through premium based on expenditures in 2018, net of an adjustment based on qualifying expenditures.

**SELECTED ANNUAL INFORMATION**

	<b>August 31, 2018 (\$)</b>	<b>August 31, 2017 (\$)</b>	<b>August 31, 2016 (\$)</b>
Revenue	-	-	-
Net Income (Loss)	408,647	(163,506)	(93,360)
Basic and Diluted Income (Loss) Per Share	0.00	(0.00)	(0.00)
Total Assets	10,439,085	8,475,094	8,320,091
Long-Term Debt	-	-	-
Dividends	-	-	-

**SUMMARY OF QUARTERLY RESULTS**

Results for the eight most recently completed quarters are summarized as follows:

<b>For the Periods Ending</b>	<b>August 31, 2018</b>	<b>May 31, 2018</b>	<b>February 28, 2018</b>	<b>November 30, 2017</b>
Net loss (income)	(772,727)	133,592	37,823	192,665
Loss (income) per share	(0.00)	0.00	0.00	0.00

<b>For the Periods Ending</b>	<b>August 31, 2017</b>	<b>May 31, 2017</b>	<b>February 28, 2017</b>	<b>November 30, 2016</b>
Net loss (income)	25,121	(76,549)	(6,462)	221,396
Loss per share	0.00	(0.00)	(0.00)	0.00

**LIQUIDITY AND CAPITAL RESOURCES**

The Company had cash of \$1,241,166 and working capital of \$1,876,664 at August 31, 2018, compared to \$156,477 of cash and \$825,276 of working capital at August 31, 2017.

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On December 22, 2017, the Company closed a private placement of 7,692,307 flow-through common shares at a price of \$0.065 for gross proceeds of \$500,000 to continue exploration on its exploration and evaluation assets. The Company also issued 1,200,000 common shares on the exercise of 1,200,000 share purchase warrants for gross proceeds of \$60,000 during the year ended August 31, 2018.

On June 8, 2018, the Company completed a non-brokered private placement of 20,000,000 units at a price of \$0.06 per unit for gross proceeds of \$1,200,000. Each unit comprised one common share of the Company and one common share purchase warrant. Each warrant entitles its holder to purchase one common share of the Company at a price of \$0.085 for a period of 36 months following the closing.

The Company will need to obtain additional financing for working capital purposes and to continue exploration on its exploration and evaluation assets. The Company is evaluating its options for financing, including the sale of marketable securities, further issuance of common shares and the sale of certain exploration and evaluation assets.

**TRANSACTIONS WITH RELATED PARTIES**

The Company's related parties include companies controlled by officers and close family members of former directors and key management, as described below.

Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

The Company's key management personnel are members of the Board of Directors (of which the president of the Company is a member), as well as the current and former chief financial officers and the corporate secretary. Key management compensation is as follows:

	August 31, 2018	August 31, 2017
Consulting and management fees	\$ 55,000	\$ 46,000
Professional fees	4,917	-
Regulatory fees	1,775	
<b>Total key management compensation</b>	<b>\$ 61,692</b>	<b>\$ 46,000</b>

During the year ended August 31, 2018, the Company paid professional fees and regulatory fees of \$6,692 (2017 - \$nil) to Marrelli Support Services Inc. ("MSSI"), DSA Corporate Services Inc. ("DSA Corp") and DSA Filing Services Limited ("DSA Filing"), together known as the "Marrelli Group", for:

- Eric Myung, an employee of Marrelli Group, to act as the CFO of the Company;
- Bookkeeping services;
- Regulatory filing services;
- Corporate secretarial services.

Consulting and management fees were paid or accrued as follows:

- A company controlled by Joseph Meagher, former CFO, amounting to \$27,500 (2017 - \$7,500);
- A company controlled by Carrie Cesarone, former Corporate Secretary, amounting to \$27,500 (2017 - \$12,500); and
- Sabino Di Paolo, former CEO and CFO, amounting to \$nil (2017 - \$26,000).

As at August 31, 2018, the balance due to related parties amounted to \$2,005 (August 31, 2017 - \$5,250) and was recorded in accounts payable and accrued liabilities and prepaid expenses include \$60,000 to a director of the Company.

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**COMMITMENTS**

The Company does not have any obligations other than NSR payments on its exploration and evaluation assets.

**OFF-BALANCE SHEET ARRANGEMENTS**

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

**FINANCIAL INSTRUMENTS**

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The carrying values of cash, other receivables, marketable securities, and accounts payable and accrued liabilities approximate their fair values due to their short term to maturity.

The following table sets forth the Company's financial assets measured at fair value by levels within the fair value hierarchy:

<b>August 31, 2018</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Marketable securities	\$ 269,563	\$ -	\$ 300,000	\$ 569,563

  

<b>August 31, 2017</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Marketable securities	\$ 662,070	\$ -	\$ -	\$ 662,070

Investment in IR Battery, a private entity, shares cost approximates the fair value as there is insufficient more recent information available to measure fair value.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

**Credit Risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing at major Canadian financial institutions. The Company's maximum exposure to credit risk at August 31, 2018 was \$1,241,166 (2017 - \$175,870).

**Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The contractual financial liabilities of the Company as of August 31, 2018 equal \$21,397 (2017 - \$67,668). All of the liabilities presented as accounts payable are due within 30 days of August 31, 2018. The cash available is sufficient to meet the Company's financial obligations at year end.

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**Market Risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

- i) *Currency risk* - The Company has no funds held in a foreign currency, and as a result, is not exposed to significant currency risk on its financial instruments at year-end.
- ii) *Interest rate risk* - Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash is at nominal interest rates, and therefore, the Company does not consider interest rate risk to be significant. The Company has no interest-bearing financial liabilities.
- iii) *Other price risk* - Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is exposed to other price risk with respect to its marketable securities

**Capital Management**

The Company considers its capital to be comprised of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

Management reviews the capital structure on a regular basis to ensure that the above objectives are met. There have been no changes to the Company's approach to capital management during the year ended August 31, 2018. The Company is not subject to externally imposed capital requirements.

**RISKS**

The following discussion reviews a number of important risks that management believes could impact the Company's business. There are other risks, not identified below, which currently or may in the future exist in the Company's operating environment.

**Exploration and Mining Risks**

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, there are no known bodies of commercial ore on the mineral properties of which the Company intends to acquire an interest and the proposed exploration program is an exploratory search for ore. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, cave-ins, landslides, and the inability to obtain suitable or adequate machinery, equipment or labor are other risks involved in the conduct of exploration programs. The Company from time to time augments its internal exploration and operating expertise with due advice from consultants and others as required. The economics of developing gold and other mineral properties is affected by many factors, including the cost of operations, variation of the grade of ore mined and fluctuations in the price of any minerals produced. There are no underground or surface plants or equipment on the Company's mineral properties, or any known body of commercial ore.

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**Titles to Property**

While the Company has diligently investigated title to the various properties in which it has interest, and to the best of its knowledge, title to those properties are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfer, or native or government land claims, and title may be affected by undetected defects.

**Permits and Licenses**

The Company's operations may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

**Metal Prices**

Even if the Company's exploration programs are successful, factors beyond the control of the Company may affect marketability of any minerals discovered. Metals prices have historically fluctuated widely and are affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot be accurately predicted.

**Competition**

The mining industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests, as well as for recruitment and retention of qualified employee. The current markets put additional pressure on the availability of contract suppliers, equipment and personnel.

**Environmental Regulations**

The Company's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner, which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

**First Nations**

First Nations are increasingly making lands and rights claims in respect of existing and prospective resource projects on lands asserted to be First Nations' traditional or treaty lands. Should a First Nation make such a claim in respect of Melkior's properties and should such claim be resolved by government or the courts in favor of the First Nation, it could materially adversely affect the business of the Company.

Many of Melkior's contractors and suppliers live and work in the local communities. The Company regularly consults with communities proximal to the Company's exploration activities to advise them of plans and answer any questions they may have about the activities.

**Conflicts of Interest**

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Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose that interest and abstain from voting on such matter. In determining whether the Company will participate in any project or opportunity the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

**Stage of Development**

The Company's properties are in the exploration stage and to date none of them have a proven ore body. The Company does not have a history of earnings or the provision of return on investment, and in future there is no assurance that it will produce revenue, operate profitably or provide a return on investment.

**Industry Conditions**

Mining and milling operations are subject to government regulations. Operations may be affected in varying degrees by government regulations, such as restrictions on production, price controls, tax increase, expropriation of property, pollution controls or changes in conditions under which minerals may be mined, milled or marketed. The marketability of minerals may be affected by numerous factors beyond the control of the Company, such as government regulations. The Company undertakes exploration in areas that are or could be the subject of native land claims. Such claims could delay work or increase exploration costs. The effect of these factors cannot be accurately determined.

**Uninsured Hazards**

Hazards, such as unusual geological conditions, are involved in exploring for and developing mineral deposits, The Company may become subject to liability for pollution or other hazards, which cannot be insured against or against which the Company may elect not to insure because of high premium costs or other reasons. The payment of any such liability could result in the loss of Company assets or the insolvency of the Company.

**Future Financing**

Completion of future programs may require additional financing, which may dilute the interests of existing shareholders. Access to future financing is not a certainty. The ongoing international financial crisis could have an impact.

**Key Personnel**

Management of the Company rests on a few key individuals some of whom are officers of the Company, the loss of any of whom could have a detrimental effect on its operations.

**Canada Revenue Agency and Provincial Agencies**

No assurance can be made that the Canada Revenue Agency or provincial agencies will agree with the Company's characterization of expenditures as Canadian exploration expenses or Canadian development expense or the eligibility of such expenses as Canadian exploration expense under the *Income Tax Act* (Canada) or any provincial equivalent.

**CRITICAL ACCOUNTING ESTIMATES**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience

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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.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

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 included in note 5 of the audited financial statements.

**FUTURE ACCOUNTING STANDARDS**

For details of the Company's future accounting standards, including accounting standards not yet adopted and accounting standards amended, but not yet effective, please refer to note 4 of the Company's audited financial statements.

**SUBSEQUENT EVENTS**

On October 21, 2018, 7,810,000 warrants expired unexercised.

On October 25, 2018, the 2,500,000 shares of Beaufield Resources Inc. ("Beaufield") held by the Company were exchanged for 120,500 shares of Osisko Mining Inc. ("Osisko") (TSX: OSK) as a result of Osisko's acquisition of Beaufield.

**DISCLOSURE OVER INTERNAL CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

There have been no significant changes to the Company's internal control environment during the year ended August 31, 2018 that would have materially affected the Company's internal controls over financial reporting.

The Company's certifying officers concluded that the Company's internal disclosure controls and procedures are effective and sufficient to execute its business plan.

**OUTSTANDING SHARE INFORMATION**

	<b>December 4, 2018</b>	<b>August 31, 2018</b>	<b>August 31, 2017</b>
Common Shares	175,173,272	175,173,272	146,180,965
Warrants	20,000,000	27,810,000	20,610,000
Finders' Warrants	461,538	461,538	840,000
Stock Options	2,200,000	2,200,000	5,400,000
<b>Fully Diluted Shares</b>	<b>197,834,810</b>	<b>205,644,810</b>	<b>173,030,965</b>