



## **Management Discussion and Analysis For the Six Months Ended May 31, 2019**

The following is a discussion and analysis of the operations, results, and financial position of Zimtu Capital Corp. (the “Company”) for the six months ended May 31, 2019, and should be read in conjunction with the condensed interim financial statements for the six months ended May 31, 2019, all of which are prepared in Canadian dollars and in accordance with International Financial Reporting Standards (“IFRS”).

The effective date of this report is July 17, 2019.

### **Nature of Business and Overall Performance**

#### History of the Company

The Company was incorporated on July 4, 2006, under the Business Corporations Act of British Columbia and was listed on the TSX Venture Exchange (the “TSX-V”) as a Capital Pool Company on January 31, 2007. The Company is a reporting issuer in British Columbia, Alberta and Ontario and trades as a Tier 2 Financial Services Issuer on the TSX-V under the symbol ‘ZC’. The Company also trades on the Frankfurt Stock Exchange under the symbol ‘ZCT1’.

#### Year-to-date Highlights

On December 7, 2018, the Company announced it had signed an agreement with Ximen Mining Corp. for its ZimtuADVANTAGE program.

On December 10, 2018, the Company announced an agreement to option its 100% owned Blue Copper-Cobalt Property, located in Atlin, British Columbia, to Core Assets Corp., a private BC company.

On March 20, 2019, the Company closed a non-brokered private placement (the “Private Placement”) of 1,112,000 units (the “Units”) at a price of \$0.25 per Unit, for gross proceeds of \$278,000. Each Unit is comprised of one common share and one non-transferable share purchase warrant (a “Warrant”). Each Warrant will entitle the holder to purchase one additional common share in the capital of the Company for a period of 24 months from the date of closing at an exercise price of \$0.30. Finder’s fees or brokers’ commissions may be paid in accordance with TSX Venture Exchange (“TSX-V”) policies. All securities will be subject to a four-month hold period from the closing date. The Private Placement is subject to TSX-V approval. The Company intends to use the proceeds from the Private Placement for working capital.

#### Business of the Company

The business of the Company focuses on giving its shareholders the opportunity to indirectly invest in diverse early-stage resource investments. The Company’s goal is to take advantage of the favourable investment opportunities that arise between the private and public phases of a given investment in the natural resources sector. To that end, the Company conducts its business along four distinct segments: 1. Investment in stock, warrants, and others, 2. Property acquisitions, dispositions, and management, 3. Company management services, and 4. Corporate development and marketing services.

## 1. *Investment*

The principal investment objectives of the Company are:

- to seek and identify high return investment opportunities in the resource sector through direct investments in project interests or indirect investments by means of equity shareholdings;
- to minimize the risk associated with investments in securities by offering assistance to the target investment through management's industry contacts;
- to preserve its capital and limit the downside risk of its capital;
- to achieve a reasonable rate of capital appreciation; and
- to seek liquidity in its investments.

In pursuit of greater returns and to achieve investment objectives while mitigating risk, the Company, when appropriate, shall focus on natural resource industries, concentrating on early stage exploration and development companies. The Company will obtain detailed knowledge of the relevant business that the investment shall be made in, as well as knowledge about the investee company. The Company will endeavour to work closely with the investee company's management and boards and in some cases, assist in sourcing experienced and qualified persons to add to the board and/or management of the investee companies. The Company will maintain a flexible position with respect to the form of investment taken. Investments will be made in either private or public companies or directly into project title. As a result, the Company may own 100% of the opportunity in the initial stages.

**Composition of Investment Portfolio:** The nature and timing of the Company's investments depend, in part, on available capital at any particular time and the investment opportunities identified and available to the Company. Subject to the availability of capital, the Company intends to create a diversified portfolio of investments. The composition of its investment portfolio will vary over time depending on its assessment of a number of factors including the performance of financial markets and credit risk.

**Investment Committee:** The Company has an investment committee to monitor its investment portfolio on an ongoing basis. The investment committee's mandate is to review the status of each investment as well as the status of potential investments at least once a month or on an as needed basis. Nominees for the investment committee are recommended by the Board of Directors.

**Trading Committee:** The Company has a trading committee consisting of three members of the Board of Directors and may also include any consultants with relevant experience to the opportunity. On a weekly basis, the trading committee discusses and evaluates the investments of the Company.

**Market Conditions:** In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continuing fluctuations in price will not occur. The market for the common shares of the Company will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the common shares of the Company will be affected by such volatility.

**Shareholdings:** A complete list of the specific shareholdings of the Company is listed in Note 6 of the Company's condensed interim financial statements for the six months ended May 31, 2019. The Company considers the following as its core portfolio shareholdings:

Commerce Resources Corp. (TSX-V: CCE) ("Commerce") is an exploration and development company with a particular focus on tantalum, niobium and rare earth element deposits with a potential for economic grades and large tonnages. Commerce is developing its Upper Fir Tantalum and Niobium Deposit in British Columbia, at the Blue River Project, and is also exploring its Eldor Rare Earth Project in northern Quebec.

The Company currently has 16,784,178 common shares of Commerce, with a market value of \$1,090,972 (\$0.065 per share, as at July 16, 2019).

Dimension Five Technologies Inc. (CSE: DFT) ("Dimension Five") is in the business of developing, marketing, and acquiring software and mobile applications of the future. The Company currently has 6,000,000 common shares of Dimension Five with a market value of \$270,000 (\$0.045 per share, as at July 16, 2019).

King's Bay Resources Corp. (TSX-V: KBG) ("King's Bay") previously focused on the exploration of cobalt, and other high-tech metals in North America. On March 29, 2019, the Company entered into an arm's length agreement to acquire all of the issued and outstanding equity of S&S Company, LLC ("S&S"), which owns and operates the licensed S&S California cannabis production and extraction lab ("Proposed Transaction"). This Proposed Transaction is subject to the approvals from shareholders and TSX Venture Exchange and if it is successfully completed, the Company will change its business focus from exploration and evaluation of mineral resources to production and extraction of cannabis. The Company currently has 5,600,000 common shares of King's Bay, with a market value of \$224,000 (\$0.04 per share, as at July 16, 2019).

MGX Minerals Inc. (CSE: XMG) ("MGX") is currently leading the transition from fossil fuels to renewables through investments in battery commodities, extraction process and clean technologies. The Company currently has 964,846 common shares of MGX with a market value of \$241,211 (\$0.25 per share, as at July 16, 2019).

Saville Resources Inc. (TSX-V: SRE) ("Saville") is currently focusing on the exploration and development of its Niobium Claim Group in Quebec. The Company currently has 6,871,000 common shares of Saville with a market value of \$309,195 (\$0.045 per share, as at July 16, 2019).

## 2. *Property Acquisitions, Dispositions, and Management*

### Mineral Resource Project Management

The Company evaluates and acquires prospective resource properties to make available for sale, option or joint venture. The Company has interests in several mineral property claims.

As at May 31, 2019, the Company has interests in the following mineral resource properties:

Property Name	Partner	Balance, November 30, 2018 \$	Additions \$	Impairment \$	Property sales \$	Balance, May 31, 2019 \$
Blue Property	N/A	26,500	-	-	-	26,500
Carbonatite Ridge	N/A	-	888	-	-	888
Covette II Property	N/A	3,712	-	-	-	3,712
Deep Bay/Simon Lake	Dahrouge	4,847	-	-	-	4,847
Glenora/Bay Horse	N/A	-	1,500	-	-	1,500
Mell & Tucha Claims	Dahrouge	7,045	-	-	-	7,045
Munn Lake	Dahrouge	62,416	9,158	-	-	71,574
Nunavut	Various	27,005	-	-	-	27,005
Rare Metal Belt	N/A	-	10,000	-	-	10,000
Pell Claims	Dahrouge	2,888	-	-	-	2,888
Silver Lime	N/A	8,000	-	-	-	8,000
Sunny Boy	N/A	-	2,500	-	-	2,500
		142,413	24,046	-	-	166,459

The following is a list of the farmed out properties during the past two fiscal years:

Property Name	Sold to	Consideration
Alberta Lithium/Two Creeks	MGX Minerals Inc.	\$10,000 (received) 750,000 common shares (received)
Johnson Croft Property	Mr. Karim Rayani	\$7,500 (received)
Covette Property	Saville Resources Inc.	\$350,000 (received)
Lac Patu Vandium Project	Maxtech Ventures Inc.	\$92,500 (\$22,500 received) 1,625,000 common shares (375,000 shares received)

#### Mineral Resource – Joint Ventures

*Dahrouge Geological Consulting Corp., 877384 Alberta Ltd., and DG Resource Management Ltd. (“Dahrouge”)*

The Company entered into verbal mutual agreements with Dahrouge Geological Consulting Corp. (“Dahrouge”), 877384 Alberta Ltd. (“877384”), and DG Resource Management Ltd. (“DG Resource”), in which Dahrouge, 877384, and/or DG Resource will stake and hold the ownerships of the properties on behalf of the Company.

#### *3. Company Management Services*

The Company provides management and administrative services to various private and public companies.

During the six months ended May 31, 2019, the Company has contracts in place with Commerce Resources Corp., Saville Resources Inc., and Dimension Five Technologies Inc.

Under the terms of the contracts, these services may include rent and office administration, continuous disclosure services and compliance services. These contracts generate sufficient cash for the Company to meet its operating needs in the current market environment and the Company expects these contracts to continue.

#### *4. Corporate Development and Marketing Services*

The Company offers corporate development services and a cooperative marketing program to companies through its ZimtuADVANTAGE program. ZimtuADVANTAGE is a program designed to provide opportunities, guidance, cost savings and assistance to companies covering multiple aspects of being a public company. The services may include building financial networks, building business networks, shared costs with other public companies, building a social media presence, conference opportunities, media outlets and guidance and special group pricing provided by Zimtu's network of public company professionals. The program provides the flexibility to allow companies to customize the products and services to best support their needs. The program also provides participating companies access to and meetings with Zimtu's market participants in Europe and North America.

#### *Summary:*

In keeping with its business model, the Company has successfully:

- a) Increased its investment shareholdings through participation in private placements in several publicly listed companies;
- b) Acquired or increased its investment shareholdings through the sale of interest in several mineral property claims and/or permits, either by selling the property in its entirety or by optioning the property;

- c) Provided corporate development and administrative assistance to both private and public companies; and
- d) Provided assistance and support to select equity holdings in their dissemination and corporate awareness activities.

### Selected Annual Information

The following is a summary of the financial data of the Company for the last three fiscal years ending November 30, and are derived from the audited financial statements of the Company:

	2018 \$	2017 \$	2016 \$
Total Revenues	2,468,238	3,315,501	3,811,494
(Loss) before other items and income taxes	(367,034)	355,272	370,712
(Loss) before other items and income taxes (per share)	(0.02)	0.02	0.02
(Loss) before other items and income taxes (per share, fully diluted)	(0.02)	0.02	0.02
Net Income (loss)	(5,622,919)	5,280,060	938,044
Net Income (loss) (per share)	(0.37)	0.34	0.06
Net income (loss) (per share, fully diluted)	(0.37)	0.34	0.06
Net comprehensive income (loss)	(5,622,919)	5,280,060	938,044
Net comprehensive income (loss) (per share)	(0.37)	0.34	0.06
Net comprehensive income (loss) (per share, fully diluted)	(0.37)	0.34	0.06
Total assets	9,169,820	14,414,275	9,880,591
Total long term financial liabilities	Nil	Nil	Nil
Cash dividend declared per share	Nil	Nil	Nil

The Company recorded a loss of \$5,622,919 in the year ended November 30, 2018 compared to an income of \$5,280,060 in the year ended November 30, 2017 and an income of \$938,044 during the year ended November 30, 2016. The Company's revenue provided from corporate development and marketing and administration fees have decreased from the prior years. The significant change in income over the years is due to the increase in the unrealized loss of investments held by the Company due to decreased market values.

### Results of Operations

Net loss for the six months ended May 31, 2019, was \$871,345 compared to net loss of \$2,034,409 for the six months ended May 31, 2018, for a difference of \$1,163,064.

During the six months ended May 31, 2019, the Company:

- recorded administration fees of \$324,500 (2018: \$392,500),
- recorded corporate development services income of \$437,995 (2018: \$638,541) for services provided by the ZimtuADVANTAGE program,
- recorded income from property sales of \$nil (2018: \$449,640),
- recorded a gain on sale of investments of \$92,478 (2018: \$429,928 loss),
- recorded an equity loss from investment in associates of \$28,400 (2018: \$nil),
- recorded a gain on the settlement of debt of \$nil (2018 - \$54,750) for the settlement of shares for debt,

- recorded an unrealized loss on investments of \$503,565 (2018: \$1,528,377) due to changes in market share prices of the Company's investments,
- recorded an unrealized gain on notes receivable of \$37,625 (2018: \$nil) due to the increased fair value of the notes, and
- recorded general and administrative expenses of \$1,230,422 (2018: \$1,613,250) as detailed below.

#### General and administrative expenses

During the six months ended May 31, 2019 and 2018, Company incurred the following general and administrative expenses:

	2019	2018
<b>Expenses</b>		
Advertising and promotion	\$ 295,532	\$ 224,755
Filing fees and transfer agent expenses	11,672	16,541
Office, rent and telephone	142,612	142,466
Professional fees	40,510	137,159
Share-based payments	-	273,071
Wages and benefits	740,096	819,258
	<b>1,230,422</b>	<b>1,613,250</b>

The overall operating expenses of the Company decreased when compared to the prior period:

- advertising & promotion expenses (2019: \$295,532, 2018: \$224,755) increased as the Company engaged in additional promotions during the period,
- filing fees and transfer agent costs (2019: \$11,672, 2018: \$16,541) for regulatory filings decreased due to savings in costs for the Company's annual general meeting,
- office, rent and telephone expenses were consistent with expenses in the prior year (2019: \$142,612, 2018: \$142,466),
- professional fees, including legal, accounting, and consulting fees, decreased in the period (2019: \$40,510, 2018: \$137,159) due to an increase in the hiring of consultants for project specific work in the prior year's period,
- share-based payments decreases in the period (2019: \$nil, 2018: \$273,071) as no options were granted in the current year's period, and
- wages and benefits decreased due to a reduction in the number of employees from the prior year's period (2019: \$740,096, 2018: \$819,258).

#### **Summary of Quarterly Results**

The following is a summary of the results from the eight most recently completed financial quarters ending:

	May 31, 2019	February 28, 2019	November 30, 2018	August 31, 2018
	\$	\$	\$	\$
Revenue (loss)	337,370	425,125	623,110	364,447
Net Income (loss)	(500,768)	(370,577)	(1,554,493)	(2,034,017)
Total assets	8,399,636	8,704,527	9,169,820	10,962,590
Working capital	7,513,683	7,739,073	8,184,814	9,803,621
Total liabilities	473,902	553,885	648,601	886,878
Equity	7,925,734	8,150,527	8,521,219	10,075,712

	May 31, 2018	February 28, 2018	November 30, 2017	August 31, 2017
	\$	\$	\$	\$
Revenue (loss)	488,333	992,348	165,878	724,141
Net Income (loss)	(2,249,997)	215,588	1,364,453	(372,692)
Total assets	12,532,802	14,595,890	14,414,275	12,579,623
Working capital	11,534,603	13,532,538	13,341,489	11,993,660
Total liabilities	423,073	509,235	543,208	585,963
Equity	12,109,729	14,086,655	13,871,067	12,506,614

The fluctuations between the eight quarters shown above are generally caused by the gains or losses on the sale of investments and/or the unrealized gains or losses for the investments held by the Company. Income from property sales changes each quarter, and is market dependent. Revenues from services provided to other companies has decreased over the last four quarters, as have the associated advertising costs. Share-based compensation costs were incurred in the second quarter of 2018 due to the granting of options.

Net loss for the three months ended May 31, 2019, was \$500,768 compared to net loss of \$2,249,997 for the three months ended May 31, 2018, for a difference of \$1,749,229.

During the three months ended May 31, 2019, the Company:

- recorded administration fees of \$159,500 (2018: \$190,000),
- recorded corporate development services income of \$177,870 (2018: \$298,333) for services provided by the ZimtuADVANTAGE program,
- recorded a loss on sale of investments of \$95,973 (2018: \$380,411),
- recorded an equity loss from investment in associates of \$12,676 (2018: \$nil),
- recorded an unrealized loss on investments of \$75,747 (2018: \$1,475,688) due to changes in market share prices of the Company's investments, and
- recorded general and administrative expenses of \$654,026 (2018: \$882,820) as detailed below.

#### General and administrative expenses

During the three months ended May 31, 2019 and 2018, Company incurred the following general and administrative expenses:

	2019	2018
<b>Expenses</b>		
Advertising and promotion	\$ 191,703	\$ 109,457
Filing fees and transfer agent expenses	5,978	10,521
Office, rent and telephone	66,779	70,090
Professional fees	23,039	22,751
Share-based payments	-	273,071
Wages and benefits	366,527	396,930
	<b>654,026</b>	<b>882,820</b>

The overall operating expenses of the Company decreased when compared to the prior period:

- advertising & promotion expenses (2019: \$191,703, 2018: \$109,457) increased as the Company engaged in additional promotions during the period,

- filing fees and transfer agent costs (2019: \$5,978, 2018: \$10,521) for regulatory filings decreased due to savings in costs for the Company's annual general meeting,
- office, rent and telephone expenses decreased slightly compared to the prior year's period (2019: \$66,779, 2018: \$70,090),
- professional fees, including legal, accounting, and consulting fees (2019: \$23,039, 2018: \$22,751) were consistent with the prior year's period,
- share-based payments decreased (2019: \$nil, 2018: \$273,071) as no options were granted in the current year's period, and
- wages and benefits decreased due to a reduction in employees from the prior year's period (2019: \$366,527, 2018: \$396,930).

### ***Liquidity and Capital Resources***

The Company has had to rely upon the sale of equity securities for the cash required for capital acquisitions, exploration and development, and administration, among other things.

The capital resources of the Company include investments of \$5,320,621 held at fair market value and mineral properties valued at \$166,459. The Company's intention is to commit further funds for continuing its investment strategies.

The Company will continue to require funds to meet its investment objectives of giving its shareholders the opportunity to indirectly invest in a diversified series of early stage resource investments, which would not otherwise be available to them. As a result, the Company will have to continue to rely on equity and debt financing during such period as well as rely on the income generated through the provision of administration and management services to other companies.

There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

As the Company's revenues are expected to be in large part derived from provision of management and administration services to other companies, there can be no assurance that those management and administration contracts currently in place will continue at the rates that they are at or that the companies will continue to pay the Company for the services being provided.

*Working Capital:* As at May 31, 2019, the Company had total assets of \$8,399,636 as compared to \$9,169,820 for the year ended November 30, 2018.

The primary assets of the Company as at May 31, 2019 are cash of \$56,751 (November 30, 2018: \$287,870), investments of \$5,320,621 (November 30, 2018: \$6,474,729) held at fair market value, advances and accounts receivables of \$941,309 (November 30, 2018: \$961,603), due from related parties of \$1,320,606 (November 30, 2018: \$1,008,826), prepaid expenses of \$348,298 (November 30, 2018: \$100,387), investment in associates of \$245,592 (November 30, 2018: \$193,992), and mineral property interests of \$166,459 (November 30, 2018: \$142,413).

As at May 31, 2019, the Company has long-term liabilities of \$nil (November 30, 2018: \$nil) and has working capital of \$7,513,683 (November 30, 2018: \$8,184,814).

Management of cash balances is conducted in-house based on internal investment guidelines.

*Cash Used in Operating Activities:* Cash used in operating activities during the six months ended May 31, 2019 was \$1,134,822, compared with \$1,094,436 of cash used in operating activities during the six months ended May 31, 2018. Cash was mostly spent on advertising, general office expenses, professional fees, and wages and benefits and adjusted for items not involving cash.

*Cash Provided by Investing Activities:* Total cash provided by investing activities during the six months ended May 31, 2019 was \$627,843, compared to \$1,123,219 of cash provided by investing activities during the six months ended May 31, 2018.

During the six months ended May 31, 2019, the Company:

- spent \$1,255,028 (2018 – \$1,102,224) on the acquisition of investments,
- received \$1,906,917 (2018 – \$2,268,851) from the proceeds of disposition of investments,
- received \$nil (2018 – \$2,500) for the sale of mineral property interests, and
- spent \$24,046 (2018 – \$45,908) on the acquisition and exploration of mineral property interests.

*Cash Provided by Financing Activities:* Total cash provided by financing activities during the six months ended May 31, 2019 was \$275,860, compared to \$nil of cash provided by investing activities during the six months ended May 31, 2018. The Company received \$278,000 (2018: \$nil) from the issuance of shares and spent \$2,140 (2018: \$nil) on share issuance costs.

### Related Party Transactions

The Company incurred the following fees and expenses in the normal course of operations and are measured at the exchange amount.

<b>Six Months ended May 31,</b>	<b>2019</b>	<b>2018</b>
<b>Key management compensation*</b>	<b>\$</b>	<b>\$</b>
Key management compensation	340,281	327,196
Share-based compensation	-	129,286

<b>Six Months ended May 31,</b>	<b>2019</b>	<b>2018</b>
<b>Revenue**</b>	<b>\$</b>	<b>\$</b>
Management administration fees	180,000	242,500
Corp development and advertising income	11,111	7,700
Other income	-	1,500
<b>Expenses</b>		
Licensing fees (Note 19)	64,200	-

<b>Amounts due from related parties</b>	<b>May 31, 2019</b>	<b>November 30, 2018</b>
	<b>\$</b>	<b>\$</b>
Commerce Resources Corp.	986,273	684,309
<b>Promissory note receivable - Fair Value</b>		
David Hodge, CEO and director	54,000	52,250
Jody Bellefleur, CFO	26,000	25,000
Kevin Bottomley, director	114,000	113,750
Sean Charland, director	44,000	43,000
Chris Grove, director	96,333	85,417
<b>Loan receivable</b>		
Core Assets Corp.	-	5,100
<b>Total amount due from related parties</b>	<b>1,320,606</b>	<b>1,008,826</b>

\* Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and certain members of its Board of Directors.

\*\* The Company provides Management and Administrative services to related parties. These services include rent, office costs, administration, and staffing.

## Other MD&A Requirements

### Disclosure of Outstanding Share Capital

The Company has an authorized share capital of an unlimited number of common shares without par value. The following table describes the issued and outstanding share capital of the Company:

	<b>July 17, 2019</b>	<b>May 31, 2019</b>	<b>November 30, 2018</b>	<b>November 30, 2017</b>
Common Shares	16,506,483	16,506,483	15,394,483	15,394,483
Stock Options	2,760,000	2,760,000	3,010,000	2,140,000
Warrants	1,112,000	1,112,000	-	-
Finders Warrants	-	-	-	-
Fully Diluted Shares	20,378,483	20,378,483	18,404,483	17,534,483

For additional details of outstanding share capital, refer to the condensed interim financial statements for the six months ended May 31, 2019.

### Segmented Information

All of the Company's business is located in Canada. The Company's segment information is presented by industry according to the nature of their operations and the products and services they provide. Each of the Company's industry segments represents a strategic business unit offering products and services subject to different risks and returns from those of the other industry segments. Summary details of the industry segments are as follows:

- (a) Investment in stock, warrants and others
- (b) Investments in mineral resource property acquisitions and dispositions segment and project management;
- (c) Management services segment;
- (d) Corporate segment

#### For the six months ended May 31, 2019

	<b>Investment in mineral properties \$</b>	<b>Management services \$</b>	<b>Corporate \$</b>	<b>Total \$</b>
<b>Revenue</b>				
Administrative fees	-	324,500	-	324,500
Corporate development fees	-	437,995	-	437,995
Income from property sale	-	-	-	-
	-	762,495	-	762,495
Segment assets	166,459	-	8,233,177	8,399,636
Expenditure for segment capital assets	24,046	-	-	24,046

**For the six months ended May 31, 2018**

	Investment in mineral properties \$	Management services \$	Corporate \$	Total \$
<b>Revenue</b>				
Administrative fees	-	392,500	-	392,500
Corporate development fees	-	638,541	-	638,541
Income from property sale	449,640	-	-	449,640
	449,640	1,031,041	-	1,480,681

**For the year ended November 30, 2018**

Segment assets	142,413	-	9,027,407	9,169,820
Expenditure for segment capital assets	110,248	-	-	110,248

**Risk Factors**

The following is factors, trends and risks may affect the Company's liquidity, capital resources and solvency. Readers are cautioned that this is not an exhaustive list and should refer to the Company's Filing Statement dated July 25, 2008, which can be found at [www.sedar.com](http://www.sedar.com).

*Business History:* The Company has a limited business history and a limited history of operating earnings and the likelihood of success of the Company therefore must be considered in light of the problems, expenses, difficulties, complication and delays frequently encountered in connection with the establishment of any business.

*Limited Financial Resources:* The Company has limited financial resources and there is no assurance that additional funding will be available to it. There is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans. The Company may require additional financing to continue its operations and there can be no assurance that the Company will be able to obtain adequate financing in the future. Failure to obtain such additional financing could result in delay or indefinite postponement of further investments of the Company. The Company may issue additional securities from time to time which may be dilutive to Shareholders.

The Company will be neither a mutual fund nor an investment fund and due to the nature of its business and investment strategy and the composition of its investment portfolio, the market price of its common shares, at any time, may vary significantly from the Company's net asset value per share. This risk is separate and distinct from the risk that the market price of the common shares may decrease.

*Revenue & Investments:* Revenues received by the Company has been generated by management fees paid by corporations which may have directors and officers in common. In the event that there is a change in the management of these corporations there is no certainty that these management contracts will continue.

*Composition of Portfolio:* The composition of the Company's securities portfolio taken as a whole may vary widely from time to time. Investments by the Company in private issuers cannot be resold without a prospectus, an available exemption or an appropriate ruling under relevant securities legislation and there may not be any market for such securities. This shall impair the Company's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private issuers may offer relatively high potential returns, but will also be subject to a relatively high degree of risk and are subject to indefinite hold periods.

The Company may make investments in securities that have low trading volumes. Accordingly, it may be difficult for the Company to make trades in these securities without adversely affecting the price of such securities.

*Stock Price and Performance:* The Company's stock price may vary according to the value of the securities in which it invests, which will depend, in part, upon the performance of the issuers of such securities. The value of the securities acquired by the Company will be affected by business factors and risks that are beyond the control of the Company. In addition, the performance of certain of the securities may be affected by business factors and risks other than their exposure to metal and mineral prices, which may be more determinative of such securities' performance. Some of these factors and risks are: (i) some of the issuers in which the Company invests may have limited operating histories; (ii) operational risks related to specific business activities of the respective issuers; (iii) quality of underlying assets; (iv) financial performance of the respective issuers and their competitors; (v) volatility in the price of metal and mineral prices; (vi) environmental risks; (vii) political risks; (viii) fluctuations in exchange rates; (ix) fluctuations in interest rates; and (x) government regulations, including regulations to prices, taxes, royalties, land tenure, land use, importing and exporting of materials and environmental protection.

There is no assurance that the investment objectives of the Company will actually be achieved. The value of the shares of the Company will increase or decrease with the value of its investment portfolio and general economic conditions beyond the control of the Company's management, including the level of interest rates, corporate earnings, economic activity, the value of the Canadian dollar and other factors.

*Key Personnel:* Prospective investors assessing the risks and rewards of an investment in the Company should appreciate that they will, in large part, be relying on the good faith and expertise of the Company and will have to rely on the discretion and ability of the Company in determining the composition of the portfolio of assets, and in negotiating the pricing and other terms of the agreements leading to the acquisition of assets.

*Conflicts of Interest:* Directors and officers of the Company are or may become directors or officers of other reporting companies or have significant shareholdings in other investment companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The ability to liquidate investments held by the Company in corporations with common directors may be impaired by trading black-out periods imposed in insiders of such entities.

The Company and its directors and officers will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict is obligated to disclose any interest in the potential investment. In the event that a conflict is detected, the target company may be notified of the conflict. Depending on the circumstances of the potential investment, the director in conflict may be asked to abstain from voting for or against the approval of such participation. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or officers, may have a conflict. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

## **Financial Instruments and Capital Disclosures**

The investment operations of the Company's business involve the purchase and sale of securities and, accordingly, the majority of the Company's assets are currently comprised of financial instruments. The use of financial instruments can expose the Company to several risks, including interest rate, credit, currency, liquidity and market risk. A discussion of the Company's use of financial instruments and their associated risk is provided below:

a) Fair value - The Company classifies its financial instruments using a fair value hierarchy as a framework for disclosing fair value of financial instruments based on inputs used to value the Company's investments. The hierarchy of inputs and description of inputs is described as follows:

Level 1 – fair values are based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – fair values are based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); or

Level 3 – fair values are based on inputs for the asset or liability that are not based on observable market data, which are unobservable inputs.

	<b>May 31, 2019</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Fair value through profit or loss</b>				
Cash	56,751	-	-	56,751
Promissory note receivables	537,417	-	-	537,417
Promissory note receivables – related parties	334,333	-	-	334,333
GIC	34,500	-	-	34,500
Investment in public company shareholdings	4,446,988	-	-	4,446,988
Investment in private company shareholdings	-	-	412,504	412,504
Investment in warrants	-	426,629	-	426,629
	<b>5,409,989</b>	<b>426,629</b>	<b>412,504</b>	<b>6,249,122</b>

	<b>November 30, 2018</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Fair value through profit or loss</b>				
Cash	287,870	-	-	287,870
Promissory note receivables	516,208	-	-	516,208
Promissory note receivables – related parties	319,417	-	-	319,417
GIC	34,500	-	-	34,500
Investment in public company shareholdings	5,126,697	-	-	5,126,697
Investment in private company shareholdings	-	-	277,349	277,349
Investment in warrants	-	1,036,183	-	1,036,183
	<b>6,284,692</b>	<b>1,036,183</b>	<b>277,349</b>	<b>7,598,224</b>

b) Interest rate risk - The Company is not exposed to significant interest rate risk even though the Company has cash balances, and its current policy is to invest excess cash in certificates of deposit or money market funds of major Canadian chartered banks. The GIC included in investment bear interest at a fixed rate, and the Company is, therefore, exposed to the risk of changes in fair value resulting from interest rate fluctuations. The sensitivity of the Company to a variation of 1% in the interest rate would not have a significant impact. The Company's other financial assets and financial liabilities do not comprise any interest rate risk since they do not bear interest.

c) Credit risk - The Company is not exposed to significant credit risk on its cash and cash equivalents and investments due to its cash and cash equivalents are placed with major financial institutions and investments are placed with a Canadian chartered bank or with independent investment dealer member of the Canadian Investor Protection Fund. All transactions executed by the Company in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Management believes that the credit risk with respect to advances and amounts receivables is remote. One customer accounted for 55% (November 30, 2018: 50%) of the Company's administrative revenue.

d) Currency risk - The Company is not exposed to significant currency risk on fluctuations considering that its assets and liabilities are stated in Canadian dollars.

e) Liquidity risk - Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected as a result of downturn in stock market conditions generally or related to matters specific to the Company, or if the value of the Company's investments declines, resulting in losses upon disposition. The Company generates cash flow primarily from its administrative activities and proceeds from the disposition of its investments. The Company has sufficient investments that are freely tradable and relatively liquid to fund its obligations as they become due under normal operating conditions.

f) Market risk - Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate because of changes in market prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices.

The Company manages market risk by having a portfolio that is not singularly exposed to any one issuer or class of issuers. The Company's investment activities are currently concentrated primarily across several sectors in the natural resource industry, potash, precious metals, base metals, coal, graphite, rare earth elements, and rare metals. The Company also has set thresholds on purchases of investments. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar. The Company is not exposed to commodity price at this time.

g) Capital management - The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to meet its daily operating expenses. The Company may raise additional capital for additional cash required. 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 identify and acquire new investment or business opportunities.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the six months ended May 31, 2019 or the year ended November 30, 2018. The Company is not subject to externally imposed capital requirements.

### **Changes in Accounting Policies**

There have been no changes in the accounting policies.

### **Future Accounting Standards, Amendments, and Interpretations Not Yet Effective**

For details of the Company's Future Accounting Standards, including accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Note 4 of the Company's audited financial statements for the year ended November 30, 2018.

### **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

### **Forward Looking Statements**

All statements other than statements of historical fact contained in this Management Discussion & Analysis are forward looking statements, including, without limitation, statements regarding the future financial position, business strategy, proposed acquisitions, budgets, litigation, projected costs and plans and objectives of or involving the Company. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements should not be in any way construed as guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements.

Readers can identify many of these statements by looking for words such as "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof. Examples of forward looking statements in this Management Discussion & Analysis include that:

- the Company's goal is to take advantage of the favourable investment opportunities that arise between the private and public phases of a given investment in the natural resources sector and to seek and identify high return investment opportunities in the resource sector through direct investments in project interests or indirect investments by means of equity shareholdings;
- the Company's objective is to preserve its capital and limit the downside risk of its capital and to achieve a reasonable rate of capital appreciation;
- the Company shall focus on natural resource industries, concentrating on early stage exploration and development companies
- the Company may employ a wide range of investment instruments, including equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, royalties, net profit interests and other hybrid instruments.
- the Company intends to create a diversified portfolio of investments, which composition will vary over time depending on its assessment of a number of factors including the performance of financial markets and credit risk; and
- the Company expects its Management Services Revenue to continue.
- the Company expects its corporate development and marketing revenue to continue.

There can be no assurance that the plan, intentions or expectations upon which these forward looking statements are based will occur. Forward looking statements are subject to risks, uncertainties and assumptions. Readers are cautioned not to put undue reliance on forward looking statements. The Company does not undertake to update any forward-looking statements that are contained herein, except in accordance with applicable securities laws.

#### **Directors and Officers**

As at July 17, 2019, the Company had the following directors and officers:

David Hodge – Director, President and CEO  
Sean Charland\* – Director  
Chris Grove\* – Director  
Kevin Bottomley\* – Director  
Jody Bellefleur – CFO

\* Member of the Company's Audit Committee

#### **Approval**

The Board of Directors of Zimtu Capital Corp. has approved the disclosure contained in this MD&A.

#### **Additional Information**

Additional information related to the Company can be found on the Company's website at [www.zimtu.com](http://www.zimtu.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).