Management Discussion and Analysis
For the Year Ended November 30, 2019

The following is a discussion and analysis of the operations, results, and financial position of Zimtu Capital Corp. (the "Company") for the year ended November 30, 2019, and should be read in conjunction with the audited financial statements for the year ended November 30, 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 March 30, 2020.

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 712,000 units (the "Units") at a price of $0.25 per Unit, for gross proceeds of $178,000. 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. The Company intends to use the proceeds from the Private Placement for working capital.

On August 1, 2019, the Company announced an agreement to option its 100% owned Silver Lime Property, located in British Columbia, to Core Assets Corp., a private BC company.

On August 31, 2019, the Company announced it had signed an agreement with Commerce Resources Corp. for its ZimtuADVANTAGE program.

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 audited financial statements for the year ended November 30, 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 5,234,061 common shares of Commerce, with a market value of $549,576 ($0.105 per share, as at March 27, 2020).

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 6,260,000 common shares of Dimension Five with a market value of $438,200 ($0.07 per share, as at March 27, 2020).

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 was terminated and the Company will commence efforts in the exploration markets. 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 March 27, 2020).

Zinc8 Energy Solutions Inc. (formerly MGX Renewables Inc.) (CSE: ZAIR) ("Zinc8") has developed a unique flow battery technology using zinc and air as fuel. The Company currently has 4,027,732 common shares of Zinc8 with a market value of $1,329,152 ($0.33 per share, as at March 27, 2020).

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 7,371,000 common shares of Saville with a market value of $147,420 ($0.02 per share, as at March 27, 2020).

Core Assets Corp. ("Core"), a private company with common directors, has acquired two properties from Zimtu and is currently focusing on completing their IPO. The Company currently has 7,250,000 common shares of Core with a cost base of $205,100 ($0.028 per share, as at March 27, 2020).

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 November 30, 2019, the Company has interests in the following mineral resource properties:

Property Name	Partner	Balance, November 30, 2018 $	Additions $	Impairment $	Property sales $	Balance, November 30, 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	43,126	-	-	105,542
Nunavut	Various	27,005	24,417	-	-	51,422
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	82,431	(19,933)	(36,000)	168,911

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) Agreement terminated subsequent to November 30, 2019
Blue Property	Core Assets Corp.	$100,000 ($50,000 received) 3,000,000 common shares (1,000,000 common shares received)
Silver Lime Property	Core Assets Corp.	1,000,000 common shares (received)
Glenora/Bay Horse Property	Belmont Resources Inc.	280,000 common shares and warrants (140,000 common shares and warrants received)

<u>Mineral Resource – Joint Ventures</u>

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 year ended November 30, 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:

	2019 $	2018 $	2017 $
Total Revenues	1,487,267	2,468,238	3,315,501
(Loss) before other items and income taxes	(1,003,841)	(367,034)	355,272
(Loss) before other items and income taxes (per share)	(0.06)	(0.02)	0.02
(Loss) before other items and income taxes (per share, fully diluted)	(0.06)	(0.02)	0.02
Net Income (loss)	(2,742,553)	(5,622,919)	5,280,060
Net Income (loss) (per share)	(0.17)	(0.37)	0.34
Net income (loss) (per share, fully diluted)	(0.17)	(0.37)	0.34
Net comprehensive income (loss)	(2,742,553)	(5,622,919)	5,280,060
Net comprehensive income (loss) (per share)	(0.17)	(0.37)	0.34
Net comprehensive income (loss) (per share, fully diluted)	(0.17)	(0.37)	0.34
Total assets	6,329,101	9,169,820	14,414,275
Total long term financial liabilities	Nil	Nil	Nil
Cash dividend declared per share	Nil	Nil	Nil

The Company recorded a loss of $2,742,553 in the year ended November 30, 2019 compared to a loss of $5,622,919 in the year ended November 30, 2018 and an income of $5,280,060 during the year ended November 30, 2017. 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 year ended November 30, 2019, was $2,742,553 compared to net loss of $5,622,919 for the year ended November 30, 2018, for a difference of $2,880,366.

During the year ended November 30, 2019, the Company:

- recorded administration fees of $621,500 (2018: $722,500),
- recorded corporate development services income of $746,167 (2018: $1,202,112) for services provided by the ZimtuADVANTAGE program,
- recorded income from property sales of $119,600 (2018: $543,626),
- recorded a loss on sale of investments of $3,253,832 (2018: $196,306),
- recorded an equity loss from investment in associates of $156,582 (2018: $26,008),
- recorded a gain on the settlement of debt of $nil (2018: $54,750) for the settlement of shares for debt,
- recorded an unrealized gain on investments of $1,783,055 (2018: $5,235,542 loss) due to changes in market share prices of the Company's investments,
- recorded an unrealized loss on notes receivable of $nil (2018: $148,125) due to the decreased fair value of the notes,
- recorded a gain on the sale of software of $nil (2018: $135,321),
- wrote off marketable securities of $182,074 (2018: $nil),
- recorded an impairment of mineral properties of $19,933 (2018: $134,665),
- recorded an unrealized gain on private companies of $67,181 (2018: $292,413),
- recorded other income of $20,850 (2018: $278) for shares received from a spinoff of a current investment, and
- recorded general and administrative expenses of $2,491,108 (2018: $2,835,272) as detailed below.

General and administrative expenses

During the year ended November 30, 2019 and 2018, Company incurred the following general and administrative expenses:

		2019	2018
Expenses			
Advertising and promotion	$	**562,648**	452,519
Bad debts		**71,756**	16,787
Filing fees and transfer agent expenses		**17,343**	19,112
Office, rent and telephone		**298,955**	298,033
Professional fees		**113,479**	213,918
Share-based payments		**-**	273,071
Wages and benefits		**1,426,927**	1,561,832
		2,491,108	2,835,272

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

- advertising & promotion expenses (2019: $562,648, 2018: $452,519) increased as the Company engaged in additional promotions during the year,
- bad debts (2019: $71,756, 2018: $16,787) increased as some of the Company's accounts receivable became uncollectible,
- filing fees and transfer agent costs (2019: $17,343, 2018: $19,112) for regulatory filings were consistent with the prior year,

- office, rent and telephone expenses were consistent with the prior year (2019: $298,955, 2018: $298,033),
- professional fees, including legal, accounting, and consulting fees, decreased in the year (2019: $113,479, 2018: $213,918) due to an increase in the hiring of consultants for project specific work in the prior year,
- share-based payments decreased (2019: $nil, 2018: $273,071) as no options were granted in the current year, and
- wages and benefits decreased due to a reduction in the number of employees from the prior year (2019: $1,426,927, 2018: $1,561,832).

Summary of Quarterly Results

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

	November 30, 2019	**August 31, 2019**	**May 31, 2019**	**February 28, 2019**
	$	$	$	$
Revenue (loss)	381,866	342,906	337,370	425,125
Net Income (loss)	(274,840)	(1,596,368)	(500,768)	(370,577)
Total assets	6,329,101	6,616,024	8,399,636	8,704,527
Working capital	5,512,808	5,806,169	7,513,683	7,739,073
Total liabilities	375,275	387,358	473,902	553,885
Equity	5,953,826	6,228,666	7,925,734	8,150,527

	November 30, 2018	**August 31, 2018**	**May 31, 2018**	**February 28, 2018**
	$	$	$	$
Revenue (loss)	623,110	364,447	488,333	992,348
Net Income (loss)	(1,554,493)	(2,034,017)	(2,249,997)	215,588
Total assets	9,169,820	10,962,590	12,532,802	14,595,890
Working capital	8,184,814	9,803,621	11,534,603	13,532,538
Total liabilities	648,601	886,878	423,073	509,235
Equity	8,521,219	10,075,712	12,109,729	14,086,655

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 November 30, 2019, was $274,840 compared to net loss of $1,554,493 for the three months ended November 30, 2018, for a difference of $1,279,653.

During the three months ended November 30, 2019, the Company:

- recorded administration fees of $148,500 (2018: $165,000),
- recorded corporate development services income of $137,266 (2018: $381,860) for services provided by the ZimtuADVANTAGE program,
- recorded income from property sales of $96,100 (2018: $76,250),
- recorded a loss on sale of investments of $1,403,225 (2018: $28,059),
- recorded an equity loss from investment in associates of $101,687 (2018: $26,008),

- recorded an unrealized gain on investments of $1,797,997 (2018: $1,478,845 loss) due to changes in market share prices of the Company's investments,
- wrote off marketable securities of $180,142 (2018: $nil),
- recorded an impairment of mineral properties of $19,933 (2018: $134,665),
- recorded an unrealized gain on private companies of $67,181 (2018: $292,413),
- recorded an unrealized loss on notes receivable of $112,875 (2018: $148,125) due to the increased fair value of the notes, and
- recorded general and administrative expenses of $705,894 (2018: $654,429) as detailed below.

General and administrative expenses

During the three months ended November 30, 2019 and 2018, Company incurred the following general and administrative expenses:

		2019		2018
Expenses				
Advertising and promotion	$	**157,648**	$	127,855
Bad debts		**67,256**		16,787
Filing fees and transfer agent expenses		**1,329**		1,924
Office, rent and telephone		**77,891**		84,650
Professional fees		**55,479**		62,521
Wages and benefits		**346,291**		360,692
		705,894		654,429

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

- advertising & promotion expenses (2019: $157,648, 2018: $127,855) increased as the Company engaged in additional promotions during the period,
- bad debts (2019: $67,256, 2018: $16,787) increased as some of the Company's accounts receivable became uncollectible,
- filing fees and transfer agent costs (2019: $1,329, 2018: $1,924) were consistent with the prior year's period,
- office, rent and telephone expenses decreased compared to the prior year's period due to decreased network related costs (2019: $77,891, 2018: $84,650),
- professional fees, including legal, accounting, and consulting fees (2019: $55,479, 2018: $62,521) decreased due to a credit for audit costs received due to overpayment in a previous period, and
- wages and benefits decreased due to a reduction in employees from the prior year's period (2019: $346,291, 2018: $360,692).

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 $4,081,007 held at fair market value and mineral properties valued at $168,911. 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 November 30, 2019, the Company had total assets of $6,329,101 as compared to $9,169,820 for the year ended November 30, 2018.

The primary assets of the Company as at November 30, 2019 are cash of $35,996 (2018: $287,870), investments of $4,081,007 (2018: $6,474,729) held at fair market value, advances and accounts receivables of $967,298 (2018: $961,603), due from related parties of $356,452 (2018: $1,008,826), prepaid expenses of $360,456 (2018: $100,387), convertible note receivable of $86,874 (2018: $nil), investment in associates of $256,545 (2018: $193,992), deposits of $15,562 (2018: $nil), and mineral property interests of $168,911 (2018: $142,413).

As at November 30, 2019, the Company has long-term liabilities of $nil (2018: $nil) and has working capital of $5,512,808 (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 year ended November 30, 2019 was $1,069,800, compared with $1,968,044 of cash used in operating activities during the year ended November 30, 2018. Cash was mostly spent on advertising, general office expenses, professional fees, wages and benefits, prepaid expenses, accounts receivables, and adjusted for items not involving cash.

Cash Provided by Investing Activities: Total cash provided by investing activities during the year ended November 30, 2019 was $642,766, compared to $2,120,996 of cash provided by investing activities during the year ended November 30, 2018.

During the year ended November 30, 2019, the Company:

- spent $3,062,763 (2018: $2,413,727) on the acquisition of investments,
- received $3,768,190 (2018: $4,264,971) from the proceeds of disposition of investments,
- received $50,000 (2018: $380,000) for the sale of mineral property interests,
- received $740 (2018: $nil) from the sale of equity investment shares,
- spent $50,000 (2018: $nil) on the purchase of convertible notes, and
- spent $63,401 (2018: $110,248) on the acquisition and exploration of mineral property interests.

Cash Provided by Financing Activities: Total cash provided by financing activities during the year ended November 30, 2019 was $175,160, compared to $nil of cash provided by investing activities during the year ended November 30, 2018. The Company received $178,000 (2018: $nil) from the issuance of shares and spent $2,840 (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.

Year ended November 30,	**2019**	**2018**
Key management compensation*	**$**	**$**
Key management compensation	676,975	657,196
Share-based compensation	-	129,286

Year ended November 30,	2019	2018
Revenue**	**$**	**$**
Management administration fees	409,500	360,000
Corp development and advertising income	-	8,000
Other income	15,350	1,500
Expenses		
App development and marketing fees	50,000	-
Licensing fees	128,400	50,000

Amounts due from related parties	November 30, 2019 $	November 30, 2018 $
Commerce Resources Corp.***	2,297	684,309
David Hodge, CEO and director	12,819	-
Sean Charland, director	9,919	-
Promissory note receivable - Fair Value		
David Hodge, CEO and director	52,250	52,250
Jody Bellefleur, CFO	29,000	25,000
Kevin Bottomley, director	115,750	113,750
Sean Charland, director	47,000	43,000
Chris Grove, director	87,417	85,417
Loan receivable		
Core Assets Corp.	-	5,100
Total amount due from related parties	**356,452**	**1,008,826**

* 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.

*** Commerce Resources Corp. ("Commerce") is a company with common directors and management of the Company. The Company provides key management services to Commerce

Investment in Associates

	Core Assets	Dimension Five	Total
At November 30, 2017	$ -	$ -	$ -
Shares received for sale of software	-	300,000	300,000
Sale of shares	-	(180,000)	(180,000)
Purchase of shares in private placement	-	100,000	100,000
Loss from equity investee	-	(26,008)	(26,008)
At November 30, 2018	-	193,992	193,992
Acquisition of shares	105,100	14,775	119,875
Sale of shares	-	(740)	(740)
Shares received for property sale	100,000	-	100,000
Loss from equity investee	(10,940)	(145,642)	(156,582)
At November 30, 2019	$ 194,160	$ 62,385	$ 256,545

Dimension Five Technologies Inc. (“D5”)

On July 1, 2018, the Company received 10,000,000 shares of Dimension Five Technologies Inc. (“D5”) valued at $300,000 for the sale of the Zimtu App (see Note 21) and immediately sold 6,000,000 of the received shares to management and employees of the Company, for $0.03 per share for gross proceeds of $180,000, all covered by promissory notes. On July 27, 2018, the Company acquired 2,000,000 shares valued at $0.05 in a private placement.

During the year ended November 30, 2019, the investment was adjusted for $145,642 (2018: $26,008) of equity loss due to the decrease of net assets of D5. As at November 30, 2019 and 2018, the Company holds 6,260,000 shares of D5, equal to 27% (2018: 26%) of D5’s outstanding common shares.

Core Assets Corp. (“Core”)

On December 10, 2018 and August 1, 2019, the Company signed an agreement with Core, a private company with common directors, whereby Core can earn a 100% interest in and to the Blue Property and Silver Lime Property respectively (See Note 12(f) and Note 12(g)). The Company received 2,000,000 shares, valued at total of $100,000. On August 14, 2019, the Company acquired 5,250,000 shares of Core valued at $105,100.

During the year ended November 30, 2019, the investment was adjusted for $10,940 (2018: $nil) of equity loss due to the decrease of net assets of Core. As at November 30, 2019, the Company holds 7,250,000 shares of Core, equal to 40% (2018: nil%) of Core’s outstanding common shares.

For further information on the Company’s investments in associates, refer to Note 7 of the audited financial statements for the year ended November 30, 2019.

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:

	March 30, 2020	**November 30, 2019**	**November 30, 2018**	**November 30, 2017**
Common Shares	16,106,483	16,106,483	15,394,483	15,394,483
Stock Options	2,760,000	2,760,000	3,010,000	2,140,000
Warrants	712,000	712,000	-	-
Fully Diluted Shares	19,578,483	19,578,483	18,404,483	17,534,483

For additional details of outstanding share capital, refer to the audited financial statements for the year ended November 30, 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 year ended November 30, 2019

	Investment in mineral properties $	Management services $	Corporate $	Total $
Revenue				
Administrative fees	-	621,500	-	621,500
Corporate development fees	-	746,167	-	746,167
Income from property sale	119,600	-	-	119,600
	119,600	1,367,667	-	1,487,267
Segment assets	168,911	-	6,161,190	6,329,101
Expenditure for segment capital assets	82,431	-	-	82,431

For the year ended November 30, 2018

	Investment in mineral properties $	Management services $	Corporate $	Total $
Revenue				
Administrative fees	-	722,500	-	722,500
Corporate development fees	-	1,202,112	-	1,202,112
Income from property sale	543,626	-	-	543,626
	543,626	1,924,612	-	2,468,238
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.

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.

	November 30, 2019			
	Level 1 **$**	**Level 2** **$**	**Level 3** **$**	**Total** **$**
Fair value through profit or loss				
Promissory note receivables	555,958	-	-	555,958
Promissory note receivables – related parties	331,417	-	-	331,417
Convertible debentures	-	51,874	35,000	86,874
Investment in public company shareholdings	2,864,365	-	-	2,864,365
Investment in private company shareholdings	-	-	33,000	33,000
Investment in warrants	-	1,149,142	-	1,149,142
	3,751,740	1,201,016	68,000	5,020,756

	November 30, 2018			
	Level 1 **$**	**Level 2** **$**	**Level 3** **$**	**Total** **$**
Fair value through profit or loss				
Promissory note receivables	516,208	-	-	516,208
Promissory note receivables – related parties	319,417	-	-	319,417
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
	5,962,322	1,036,183	277,349	7,275,854

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 variable 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 decrease/increase the net loss of the Company by $345. The convertible debentures bear interest at a fixed rate and therefore not exposed to interest rate risk as well. 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 GIC due to its cash is 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.

With the adoption of IFRS 9 – Financial Instruments, the Company now uses the new expected credit loss impairment model, as opposed to the incurred loss model under the previous standard, IAS 39 – Financial Instruments: Recognition and Measurement. The change to the new model did not have an impact on the carrying amounts of the Company's financial assets on the date of adoption. Under IFRS 9, the Company is required to review impairment of its financial assets at amortized costs at each reporting period and to review its allowance for doubtful accounts for expected future credit losses.

The Company continues to minimize credit risk by performing credit reviews, ongoing credit evaluation and account monitoring procedures. Management believes that the credit risk with respect to advances and amounts receivables is remote. One customer accounted for 58% (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' 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 years ended November 30, 2019 and 2018. The Company is not subject to externally imposed capital requirements.

Adoption of New Accounting Standards and Amendments

(i) *IFRS 15 – Revenue from Contracts with Customers*

IFRS 15, Revenue from Contracts with Customers ("IFRS 15") was issued to replace IAS 18 Revenue and IAS 11 Construction Contracts and related interpretations. IFRS 15 introduces a single contract-based five-step model that applies to contracts with customers and two approaches for the recognition of revenue: at a point in time or over time. The five steps are: identify the contract(s) with the customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price, and recognize revenue when the performance obligation is satisfied. Revenue is recognized when a customer obtains control of a good or service and has the ability to direct the use and obtain the benefits from the good or service. IFRS 15 also requires enhanced disclosures about revenue to help investors better understand the nature, amount, timing and uncertainty of revenue and cash flows from contracts with customers and improve the comparability of revenue from contracts with customers.

The Company adopted IFRS 15 retrospectively on December 1, 2018, using the modified retrospective approach.

The Company has evaluated the impact of applying IFRS 15 by performing a comprehensive review of existing sale contracts, control processes and revenue recognition methodology.

Revenue from management and administrative services and corporate development and marketing services is recognized as control of the services passes from the Company to the customer over time, revenue is recognized based on the extent of progress towards completion of the performance obligation.

Revenue from mineral property sales is recognized at the point of transfer of risk and reward for goods and services and transfer of control with the fulfilment of performance obligations. Proceeds received on the sale of interests in mineral properties are credited to the carrying value of the mineral properties, with any excess included in statements of income and comprehensive income; and

There is no change in the timing of revenue recognized under the new standard, as the point of transfer of risk and reward for goods and services and transfer of control with the fulfilment of performance obligations occurs at the same time.

The Company will continue to recognize revenue by applying the five-step model under IFRS 15. The Company continues to recognize revenue at a contract level as performance obligations are satisfied over time, using project stage of completion or as performance obligations are satisfied at a point in time as the control of goods or services are transferred to the customer.

(ii) *IFRS 9 – Financial Instruments*

IFRS 9, Financial Instruments ("IFRS 9") was issued to replace IAS 39 Financial Instruments: Recognition and Measurement. The Company adopted IFRS 9 retrospectively on December 1, 2018. IFRS 9 introduces new requirements for the classification and measurements of financial assets. Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. The standard introduces additional changes relating to financial liabilities and amends the impairment model by introducing a new "expected credit loss" model for calculating impairment. It also includes a new general hedge accounting standard which aligns hedge accounting more closely with risk management. The adoption of this standard did not have material impact to the Company's financial statements. The Company's policies and procedures surrounding the identification of credit risk and the recognition of credit losses comply with the requirements of this standard.

<u>Financial assets</u>
The Company classifies its financial assets in the following categories:

- Fair value through profit or loss (FVTPL)
- Fair value through other comprehensive income (FVTOCI)
- Amortized cost

The determination of the classification of financial assets is made at initial recognition. Cash, fixed term deposits held at the bank with a maturity more than three months ("GIC"), investment in public company shareholdings and private company shareholdings, promissory note receivable and convertible debentures are included in this category of financial assets. Investments in warrants are also classified as FVTPL and are carried at fair market value by using Black-Scholes option model if there is no active market for the warrants, as this is a commonly used valuation technique by market participants. If there exists an active market for the warrants and options, they are valued at closing ask prices at year-end.

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of operations and comprehensive income (loss). Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in the statements of operations and comprehensive income (loss).

Financial assets at FVTOCI

Financial assets carried at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income (loss). The Company does not have any assets classified as FVTOCI.

Financial assets at amortized cost

A financial asset is measured at amortized cost if the objective is to hold the financial asset for the collection on contractual cash flows and the asset's contractual cash flows are comprised solely of payments of principal and interest. The financial asset is classified as current or non-current based on its maturity date and is initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Financial liabilities at FVTPL

This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the consolidated statements of operations and comprehensive income (loss).

Financial liabilities at amortized cost

This category includes accounts payable and accrued liabilities, promissory notes payable, which are recognized at amortized cost using the effective interest method.

The effective interest method calculates the amortized cost of a financial liability and allocates interest expense over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial liability, or, where appropriate, a shorter period.

Transaction costs in respect of financial liabilities at fair value through profit or loss are recognized in the statements of operations and comprehensive income (loss) immediately while transaction costs associated with other financial liabilities are included in the initial measurement of the financial liability.

The following table shows the classification of the Company's financial assets under IFRS 9 and IAS 39:

	IAS 39 Classification	IFRS 9 Classification
Financial Assets		
Cash and Guaranteed investment certificate ("GIC")	Loans and receivables	Amortized cost
Accounts receivables	Loans and receivables	Amortized cost
Convertible debentures	FVTPL	FVTPL
Promissory note receivables	FVTPL	FVTPL
Investments (Excl. GIC)	FVTPL	FVTPL
Due from related parties	Loans and receivables	Amortized cost
Financial Liabilities		
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Promissory note payable	Other financial liabilities	Amortized cost

The adoption of IFRS 9 did not have an impact on the Company's classification and measurement of financial assets and liabilities.

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, 2019.

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 March 30, 2020, 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 or on SEDAR at www.sedar.com.