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# CORONADO RESOURCES LTD.

## MANAGEMENT'S DISCUSSION AND ANALYSIS FORM 51-102F1

FOR THE YEAR ENDED FEBRUARY 28, 2018

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The following Management's Discussion and Analysis ("MD&A") is dated June 19, 2018, for the year ended February 28, 2018 and should be read in conjunction with the Coronado Resources Ltd. ("Coronado" or the "Company") accompanying audited consolidated financial statements for the year ended February 28, 2018 and February 28, 2017.

These audited consolidated financial statements for the year ended February 28, 2018 have been prepared in accordance with and comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and its interpretation of the International Financial Reporting Interpretations Committee ("IFRIC"). These consolidated financial statements have been prepared on a historical cost basis and have been prepared using the accrual basis of accounting, except for cash flow information. The MD&A supplement does not form part of the audited consolidated financial statements for the year ended February 28, 2018 and the notes thereto for the year ended February 28, 2018. All amounts are expressed in Canadian dollars unless otherwise indicated. In addition, readers are directed herein to discussions under the headings "*Forward-Looking Statements*", "*Critical Accounting Estimates*" and "*Risk Factors*".

Coronado management is responsible for the integrity of the information contained in this report and for the consistency between the MD&A and the financial statements.

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## CURRENT DEVELOPMENTS

### Corporate

On January 18, 2018, the Company issued 400,000 units (“Units”), at a price of \$0.375 per Unit, for proceeds of \$150,000 in a non-brokered private placement. Each Unit consists of one common share and one common share purchase warrant allowing the holder to purchase an additional common share of the Company at a price of \$0.50 per common share for a period of one year from the date of closing.

On October 20, 2017, the Company consolidated its outstanding share capital on the basis of two pre-consolidation common shares for one post consolidation common share.

On October 6, 2017, Mr. Hugh Rogers tendered his resignation as CEO and Director of the Company and was subsequently replaced by Mr. Giuseppe (Pino) Perone as CEO and Director.

On October 13, 2016, the Company and its wholly owned subsidiary, Coronado Resources USA LLC (“Coronado USA”), completed the asset purchase and sale agreement (“APA”) with Broadway Gold Mining Ltd. (formerly Carolina Capital Corp.) (“Broadway”), pursuant to which Coronado USA sold its copper and gold mining property located in Silverstar, Montana and related assets (the “Madison Property”), in exchange for the following:

- 1) \$250,000 on the closing date (received);
- 2) 1,000,000 common shares of Broadway as follows:
  - i. 500,000 shares upon the first anniversary of the closing date (received); and
  - ii. 500,000 shares upon the second anniversary of the closing date; and
- 3) the sum of \$100,000, within 30 days of the commencement of commercial production.

### COMPANY OVERVIEW

The Company was incorporated under the *Business Corporations Act* (British Columbia) and its head office is in Vancouver, British Columbia, Canada. As of March 1, 2017, Coronado’s common shares trade on the NEX board of the TSX Venture Exchange (“TSX-V”) under the symbol “CRD.H”, and on the OTC Pink Sheet market under the symbol “CRDAF”.

During the year ended February 28, 2017, the Company entered into the APA to sell the Madison Property and that transaction closed on October 13, 2016, when all requisite approvals were received by the parties. The Company continues to review opportunities and is focused on maximizing shareholder value.

The Company is continuing to explore business opportunities, primarily in the technology space. In this regard, Coronado has engaged with expert technology and capital markets advisors with a view to potentially pursue an organic growth strategy.

### OVERALL PERFORMANCE

The Company’s objectives have been to reduce losses and stabilize working capital to allow it to pursue value generating opportunities for the shareholders. The overall performance for the year ended February 28, 2018, reflected a net loss of \$90,679 and working capital of \$1,572,606. Coronado is able to fund its operations for a further 12 months.

	2018	2018	2017	Years ended February 28,	
	Q4	Q3	Q4	2018	2017
Sales	\$ -	\$ -	\$ -	\$ -	\$ -
Gross profit	\$ -	\$ -	\$ -	\$ -	\$ -

Gross profit percentage	0%	0%	0%	0%	0%
(Loss) income for the period	\$ (134,461)	\$ 81,318	\$ (124,070)	\$ (90,679)	\$ (5,442,967)

The Company's current quarter loss is mainly driven from the unrealized loss of marketable securities of \$49,875, and by the three largest expenses, business development, audit and accounting and travel of \$40,587, \$14,000 and \$10,348 respectively, which relate to monthly operations.

#### Madison Property, Montana

	2018	2018	2017	Years ended February 28,	
	Q4	Q3	Q4	2018	2017
Amortization	\$ -	\$ -	\$ -	\$ -	\$ 32,797
Assessment and taxes	-	-	-	-	68,046
Camp costs	-	-	-	-	3,815
Consulting engineering	-	-	-	-	-
Fieldwork and wages	-	-	(6,080)	-	85,130
Permits, assay and testing	-	-	-	-	6,438
Power utilities	-	-	(9,368)	-	(7,999)
Net expenditures in period	\$ -	\$ -	\$ (15,448)	\$ -	\$ 188,227

The Madison Property was sold during the year ended February 28, 2017.

## FINANCIAL RESULTS OF OPERATIONS

### Selected Annual Information

For the years ended	February 28, 2018	February 28, 2017	February 29, 2016
	\$	\$	\$
Net sales	-	-	-
Gross profit	-	-	-
Loss from continuing operations	(90,679)	(5,442,967)	(980,191)
Loss from discontinued operations	-	-	(6,628,042)
Loss for the year	(90,679)	(5,442,967)	(7,608,233)
Loss for the year per share	(0.03)	(1.92)	(2.69)
Total assets	1,634,422	1,598,037	6,974,274
Total liabilities	27,231	50,167	59,264
Total long-term financial liabilities	-	-	-
Shares outstanding – end of year (millions)	3.23	2.83	2.83
Dividends declared	-	-	-

### Net Sales

In the prior fiscal year, the Company sold its remaining operation consisting of exploration and evaluation assets. In the year ended February 29, 2016, the Company sold the electricity generation and retail power segment and disposed of all the related assets and operations. The Company does not currently have any remaining operations.

### Sales from Discontinued Operations

For the years ended	February 28,	February 28,	February 29,
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	<b>2018</b>		<b>2017</b>		<b>2016</b>
Electricity generation and retail power	\$	-	\$	-	\$ 7,257,174

Electricity generation and retail power sales of \$7,257,174 represent the revenue reported for the period ended from March 1, 2015 to February 18, 2016.

### Loss for the Year

<b>For the years ended</b>	<b>February 28, 2018</b>	<b>February 28, 2017</b>	<b>February 29, 2016</b>
<b>Loss from operations</b>	\$ (90,679)	\$ (5,442,967)	\$ (980,191)
<b>Loss from discontinued operations,</b>			
Electricity generation and retail power	-	-	(6,628,042)
	\$ (90,679)	\$ (5,442,967)	\$ (7,608,233)

The Company's operations for the year ended February 28, 2018 produced a loss of \$90,679 compared to loss of \$5,442,967 in the previous year. The previous year showed a loss of \$5,442,967 from continuing operations, which includes the loss on sale of the mineral property and equipment amounting to \$5,105,607. In the year ended February 29, 2016, the loss from discontinued operations included the loss on the disposal of all the assets, liabilities and operations of the electricity generation and retail power segment in the amount of \$6,628,042.

The current loss from operations also includes the costs of maintaining the corporate operations of the Company. Included in the year were management fees of \$24,593 incurred for services provided by a Canadian related company with significant influence. These services are provided as needed on a cost plus basis for operational support.

### Total Assets

<b>For the years ended</b>	<b>February 28, 2018</b>	<b>February 28, 2017</b>	<b>February 29, 2016</b>
	\$ 1,634,422	\$ 1,598,037	\$ 6,974,274

The Company's total assets increased in the year by \$36,385. The increase was the result of a private placement raising \$150,000, offset by operational expenses.

### Total Liabilities

<b>For the years ended</b>	<b>February 28, 2018</b>	<b>February 28, 2017</b>	<b>February 29, 2016</b>
	\$ 27,231	\$ 50,167	\$ 59,264

In the current year, the Company's payables decreased by \$22,936. In the year ended February 28, 2017, the company had no major change in payables.

## RESULTS FOR THE QUARTER

### Summary of Quarterly Results

	Three Months Ended			
	February 28, 2018	November 30, 2017	August 31, 2017	May 31, 2017
Sales	\$ -	\$ -	\$ -	\$ -
Gross profit	\$ -	\$ -	\$ -	\$ -
(Loss) income for the period	\$ (134,461)	\$ 81,318	\$ (21,356)	\$ (16,180)
(Loss) income per share	\$ (0.04)	\$ 0.03	\$ (0.01)	\$ (0.01)
	February 28, 2017	November 30, 2016	August 31, 2016	May 31, 2016
Sales	\$ -	\$ -	\$ -	\$ -
Gross profit	\$ -	\$ -	\$ -	\$ -
Loss for the period	\$ (124,070)	\$ (614,297)	\$ (4,640,815)	\$ (63,785)
Loss per share	\$ (0.04)	\$ (0.22)	\$ (1.64)	\$ (0.02)

### Sales

	2018 Q4	2018 Q3	2017 Q4	Years ended February 28, 2018 2017	
Mining Exploration and Development	\$ -	\$ -	\$ -	\$ -	\$ -

The Company did not produce any sales for the three months ended February 28, 2018, nor any for the same quarter in the previous year.

### Gross Profit

	2018 Q4	2018 Q3	2017 Q4	Year ended February 28, 2018 2017	
Mining Exploration and Development	\$ -	\$ -	\$ -	\$ -	\$ -

The Company had no active business and did not produce any revenue, cost of production, or gross profit.

### (Loss) Income for the Period

	2018 Q4	2018 Q3	2017 Q4	Years ended February 28, 2018 2017	
<b>(Loss) income from operations</b>	\$ (134,461)	\$ 81,318	\$ (124,070)	\$ (90,679)	\$ (5,449,967)

The Company's operations for the three months ended February 28, 2018 produced a loss of \$134,461 compared to a loss of \$124,070 for the same quarter in the previous year.

The current loss includes the costs of maintaining the corporate operations of the Company. Included in the period were management fees of \$6,518 incurred for services provided by a related party. These services are provided as needed on a cost plus basis for operational support in assisting in further advances and evaluating business opportunities and activities.

## LIQUIDITY AND CAPITAL RESOURCES

	2018	2018	2017	Years ended February 28,	
	Q4	Q3	Q4	2018	2017
Cash and cash equivalents	\$1,479,901	\$1,390,567	\$1,463,241	\$1,479,901	\$1,463,241
Working capital	\$1,572,606	\$1,557,131	\$1,484,846	\$1,572,606	\$1,484,846

As at the date of this report, the Company has adequate cash and working capital to fund its operations and planned capital expenditures for the next 12 months. Any additional material capital expenditures or commitments may require a source of additional financing, which may come from funds through equity financing.

	2018	2018	2017	Years ended February 28,	
	Q4	Q3	Q4	2018	2017
Issued and outstanding shares	3,231,411	2,831,411	2,831,411	3,231,411	2,831,411
Issued and outstanding shares, fully diluted	3,231,411	2,831,411	2,831,411	3,231,411	2,831,411

On January 18, 2018, the Company issued 400,000 common shares and 400,000 warrants for proceeds of \$150,000.

On October 20, 2017, the Company consolidated the outstanding share capital of the Company on the basis of two pre-consolidation common shares for one post consolidation common share. The difference of shares is due to rounding.

During the year ended February 28, 2018, the Company did not issue or grant any stock options.

The absence of an active business may affect the Company's ability to raise capital to acquire properties and/or pursue other opportunities in the future.

## RELATED PARTY TRANSACTIONS

The aggregate value of transactions and outstanding balances relating to key management personnel were as follows:

	2018	2018	2017	Years ended February 28,	
	Q4	Q3	Q4	2018	2017
Consulting fees	\$ -	\$ -	\$ -	\$ -	\$ 12,000
Directors fees	250	250	500	1,000	1,250
Management fees	-	2,000	6,000	14,000	42,000
	\$ 250	\$ 2,250	\$ 6,500	\$ 15,000	\$ 55,250

During the year ended February 28, 2018, the Company was charged by a Canadian related company with similar key management personnel \$24,593 (2017 - \$42,569) for management fees. At February 28, 2018, \$6,057 (2017 - \$24,056) owing to the Canadian related company with similar key management personnel is included in accounts payable and accrued liabilities.

During the year ended February 28, 2018, the Company paid \$15,000 (2017 - Nil) to a related party for business development purposes.

All transactions and balances are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

## **SHARE CAPITAL**

- a. At February 28, 2018, there were 3,231,411 common shares, 400,000 warrants and no stock options outstanding.
- b. At June 19, 2018, there were 3,231,411 common shares, 400,000 warrants and no stock options outstanding.

The Company has one class of common shares. No class A or class B preference shares have been issued.

## **SUBSEQUENT EVENTS**

None noted.

## **CAPITAL MANAGEMENT**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support future business opportunities. The Company defines its capital as shareholders' equity, loans and advances payable. The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

## **COMPETITION**

Competitors for acquisition opportunities include well-capitalized companies, independent companies and other companies having financial and other resources far greater than those of Coronado, thus a degree of competition exists between those engaged in acquiring attractive assets.

## **CRITICAL ACCOUNTING ESTIMATES**

Management is required to make decisions with respect to estimates and assumptions for certain accounting policies that affect the reported amounts of assets, liabilities, revenues and expenses. These accounting policies are discussed below and are included to highlight the critical accounting policies and practices used by the Company. Note the use of different policies and practices could create different results being reported. The Company's management reviews these estimates regularly. New information and changes in circumstance may result in changes to estimated amounts that differ materially from current estimates.

The following assessment of significant accounting policies and associated estimates is not meant to be exhaustive. In the future, the Company might realize different results from the application of new accounting standards issued by regulatory bodies.

To recognize the share based payment expense, the Company estimates the fair value of stock options granted using assumptions related to interest rates, expected life of the option, volatility of the underlying security and expected dividend yields. These assumptions may vary over time.

The accrual method of accounting requires management to incorporate certain estimates of costs as at a specific reporting date.

## **CHANGES IN ACCOUNTING POLICIES**

Certain pronouncements were issued by the IASB or the IFRIC, but not yet effective as at February 28, 2018. The Company intends to adopt these standards and interpretations when they become effective. The Company does not expect these standards to have an impact on its financial statements. Pronouncements that are not applicable to the Company have been excluded from those described below.

The following standards or amendments are effective for annual periods beginning on or after March 1, 2018:

- 1) IFRS 9 – Financial Instruments (annual periods beginning March 1, 2018)



## **PROPOSED TRANSACTIONS**

The Company has no proposed transactions that have not been disclosed.

## **FINANCIAL INSTRUMENTS RISK**

The Company's financial instruments are exposed to the following risks:

### *Credit Risk*

Credit risk is the risk of financial loss to the Company if counterparties do not fulfill their contractual obligations.

Cash and cash equivalents consist of cash bank balances and short-term deposits. The Company's short-term investments are held with a Canadian chartered bank and are monitored to ensure a stable return. The Company's short-term investments currently consist of term deposits as it is not the Company's policy to utilize complex, higher-risk investment vehicles.

The carrying amount of accounts receivable and cash and cash equivalents represents the maximum credit exposure. The Company does not have an allowance for doubtful accounts. As at February 28, 2018, there were no significant amounts past due or impaired.

### *Market Risk*

Market risk is the risk that changes in foreign exchange rates and interest rates will affect the Company's cash flows, net income and comprehensive income. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

### *Liquidity Risk*

Liquidity risk is the risk that the Company will not be able to meet its purchases and capital commitments, and other financial obligations as they are due. The Company's approach to managing liquidity is to ensure, to the extent possible, that it will have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking harm to the Company's reputation.

The Company's liquidity is dependent upon maintaining its current working capital balances, operating cash flows and ability to raise funds. To forecast and monitor liquidity, the Company prepares operating and capital expenditure budgets which are monitored and updated as considered necessary. Considering these circumstances and the Company's cash balance liquidity risk is assessed as low.

### *Interest Rate Risk*

The Company is exposed to interest rate risk on its cash and cash equivalents. The majority of these deposits have been in discounted instruments with pre-determined fixed yields. Interest rate movements will affect the fair value of these instruments, so the Company manages maturity dates of these instruments to match cash flow needs, enabling realization at no loss in almost all cases.

## Fair Value of Financial Instruments

The fair value of the Company's financial assets and liabilities approximates the carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value classification of the Company's financial instruments are as follows:

As at February 28,		2018		2017	
	Fair Value Level	Fair value through profit or loss \$	Loans and receivables and other financial liabilities at amortized cost \$	Fair value through profit or loss \$	Loans and receivables and other financial liabilities at amortized cost \$
<i>Financial assets:</i>					
Cash and cash equivalents	1	1,479,901	-	1,463,241	-
Marketable securities	1	56,375			
Reclamation deposits and restricted cash		-	34,585	-	11,601
Shares receivable		-	54,812	-	106,235
		1,536,276	89,397	1,463,241	117,836
<i>Financial liabilities:</i>					
Accounts payable and accrued liabilities		-	27,231	-	50,167
		-	27,231	-	50,167

The Company's cash and cash equivalents are classified as level 1. During the years ended February 28, 2018 and 2017, there were no transfers between level 1, level 2 and level 3.

## FINANCIAL INSTRUMENTS

The Company's financial instruments consist of short-term investments; cheques issued in excess of funds on deposit, accounts payable and accrued liabilities. Terms of the financial instruments, where relevant, are fully disclosed in the Company's financial statements. It is management's opinion that the Company is not exposed to significant currency, or credit risks but is exposed to interest rate cash flow risk arising from its financial instruments and that their fair values approximate their carrying values unless otherwise noted.

## RISKS

While the terms of the APA transaction are intended to result in the Company having cash and cash equivalents, the Company has no active business. The Company has adequate cash for its current obligations, but may not have sufficient cash to sustain operations indefinitely. With limited financial resources and no revenue, there is no assurance that future funding will be available to the Company to pursue future endeavours. There is a risk that the Company could be forced to cease operations and become insolvent.

Following completion of the APA transaction, there is no guarantee that the Company will be able to attract interest to participate in an acquisition or another business opportunity. Also, the Company will no longer own any significant assets and without a business or sufficient capital, the Company is not able to maintain its listing on the TSX-V and as of March 1, 2017, its common shares were downgraded to the NEX board of the TSX-V. There can be no assurance that an active and liquid market for the Company's securities will develop and shareholders may find it difficult to resell the securities of the Company.

The factors identified above are not intended to represent a complete list of the risks faced by Coronado. Coronado's management believes that the foregoing risks and uncertainties are a fair indication of the risks and uncertainties material to Coronado's business; however, additional risks and uncertainties, including those currently unknown to Coronado or not considered to be material by Coronado, may also adversely affect the business of Coronado.

## **OFF-BALANCE SHEET ARRANGMENTS**

None noted.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company and results of its operations may be found under Coronado's SEDAR profile at [www.sedar.com](http://www.sedar.com) or on Coronado's website at [www.coronadoresourcesltd.com](http://www.coronadoresourcesltd.com).

## **FORWARD LOOKING STATEMENTS**

The foregoing information contains forward-looking statements within the meaning of securities laws. Forward-looking statements are statements that are not historical fact and often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or states that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking information by its nature requires assumptions and involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Coronado to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information.

Forward-looking statements in this MD&A include, but are not limited to, the Transaction, and Coronado's overall strategic plan for assessing acquisition opportunities. In making the forward-looking statements in this MD&A, Coronado has applied certain factors and assumptions that are based on information currently available to Coronado as well as Coronado's current beliefs and assumptions made by Coronado, including that Coronado will maintain its business plan for the near and mid-term range. Although Coronado considers these beliefs and assumptions to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors include, among others, that Coronado will be unable to fulfill or will experience delays in fulfilling a strategic plan for the near and mid-term range. Additional risk factors are noted under the heading "*Risks*". The factors identified above and in the "*Risks*" section of this MD&A are not intended to represent a complete list of the factors that could affect Coronado. Although Coronado has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended.

There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Coronado does not undertake to update any forward-looking information, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.