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# CORONADO RESOURCES LTD.

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

FOR THE NINE MONTHS ENDED NOVEMBER 30, 2018

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The following Management's Discussion and Analysis ("MD&A") is dated January 7, 2019, for the period ended November 30, 2018 and should be read in conjunction with the Coronado Resources Ltd. ("Coronado" or the "Company") accompanying condensed consolidated interim financial statements for the period ended November 30, 2018 and the audited consolidated financial statements for the year ended February 28, 2018.

These condensed consolidated interim financial statements for the period ended November 30, 2018 have been prepared in accordance with and comply with International Financial Reporting Standards as issued by the International Accounting Standards Board and its interpretation of the International Financial Reporting Interpretations Committee. These condensed consolidated interim 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 unaudited condensed consolidated interim financial statements for the nine month period ended November 30, 2018 or the audited financial statements of the Company 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 August 28, 2018, the Company entered into a binding share purchase agreement to acquire 100% of the outstanding common shares of Skyrun Technology Corp. (“Skyrun”), a Vancouver-based company developing a digital currency brokerage platform. Trading in the Company's shares will remain halted pending final review and approval by the TSX Venture Exchange (“TSX-V”) and final closing of the Skyrun acquisition.

Under the terms of the share purchase agreement, the Company will issue up to 660,000 common shares in exchange for 100% of the issued and outstanding shares of Skyrun, which is equal to approximately 10% of the Company's current issued and outstanding shares. The shares of the Company will be released to the principals of Skyrun, Wayne Chen and Rod Hsu, when certain milestones are reached that are linked directly to the development, operations and overall success of the Company.

The completion of the Skyrun acquisition is subject to several conditions, including:

- Receipt of TSX-V approval, including a change of the Company's business and a reactivation from the NEX board to the TSX-V;
- Compliance by the parties to the share purchase agreement with all covenants and agreements in such agreement; and
- Other conditions precedent set forth in the share purchase agreement.

On August 20, 2018, the Company's outstanding share capital was forward split on the basis of two (2) new common shares for each one (1) old common share.

On January 18, 2018, the Company issued 800,000 units (“Units”), at a price of \$0.1875 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 \$0.25 per common share for a period of one year from the date of closing.

## COMPANY OVERVIEW

The Company was incorporated under the *Business Corporations Act* (British Columbia) and its head office is located in Vancouver, British Columbia, Canada. Coronado's common shares trade on the NEX as of March 1, 2017, a separate board of the TSX-V, under the symbol “CRD.H”, and on the OTC Pink market network in the United States under the symbol “CRDAF”. Management is currently seeking approval for a proposed transaction to acquire a technology company and apply for a change of business.

There have been no significant changes in the composition of the Company's management and Board during the quarter.

## 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 Company's overall performance for the three month period ended November 30, 2018, reflected a net loss of \$213,282 and a reduction in working capital of \$213,091. The Company currently has a working capital of \$1,039,810 and is in position to fund its operations for a further 12 months.

	2019 Q3	2019 Q2	2018 Q3	Nine months ended November 30, 2018 2017	
Sales	\$ -	\$ -	\$ -	\$ -	\$ -
Gross profit	\$ -	\$ -	\$ -	\$ -	\$ -
Gross profit percentage	0%	0%	0%	0%	0%
(Loss) income for the period	\$ (213,282)	\$ (192,352)	\$ 81,318	\$ (532,860)	\$ 43,782

The loss in the current quarter is mainly driven from these three largest expenses, business development, legal and shareholder relations of \$75,000, \$45,421 and \$33,478 respectively. The increase in costs is due to the hiring of a consulting company to explore various business and investment opportunities for the Company to consider during the three months ended November 30, 2018.

## FINANCIAL RESULTS OF OPERATIONS

### RESULTS FOR THE QUARTER

#### Summary of Quarterly Results

	Three Months Ended			
	November 30, 2018	August 31, 2018	May 31, 2018	February 28, 2018
Sales	\$ -	\$ -	\$ -	\$ -
Gross profit	\$ -	\$ -	\$ -	\$ -
Loss for the period	\$ (213,282)	\$ (192,352)	\$ (127,226)	\$ (134,461)
Loss per share	\$ (0.03)	\$ (0.03)	\$ (0.02)	\$ (0.02)
	November 30, 2017	August 31, 2017	May 31, 2017	February 29, 2017
Sales	\$ -	\$ -	\$ -	\$ -
Gross profit	\$ -	\$ -	\$ -	\$ -
Income (loss) for the period	\$ 81,318	\$ (21,356)	\$ (16,180)	\$ (124,070)
Income (loss) per share	\$ 0.01	\$ (0.00)	\$ (0.00)	\$ (0.02)

The Company's operations for the three months ended November 30, 2018 produced a loss of \$213,282 compared to income of \$81,318 for the same quarter in the previous year.

The current quarter loss is due to the costs of maintaining the corporate operations of the Company and an increase in activities around evaluating opportunities. Included in the period were management fees of \$8,424 (2017 - \$6,139) incurred for services provided by a Canadian related company with similar key management personnel. These services are provided as needed on a cost plus basis for operational support and assisting in evaluating future advances and activities.

## LIQUIDITY AND CAPITAL RESOURCES

	2019 Q3	2019 Q2	2018 Q3	Nine months ended November 30, 2018 2017	
Cash and cash equivalents	\$ 882,886	\$ 1,046,635	\$ 1,390,567	\$ 882,886	\$ 1,390,567
Working capital	\$ 1,039,810	\$ 1,252,901	\$ 1,557,131	\$ 1,039,810	\$ 1,557,131

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.

	2019 Q3	2019 Q2	2018 Q3	Nine months ended November 30, 2018      2017	
Issued and outstanding shares	6,462,822	6,462,822	5,662,822	6,462,822	5,662,822
Issued and outstanding shares, fully diluted	6,462,822	6,462,822	5,662,822	6,462,822	5,662,822

On August 20, 2018, the Company’s outstanding share capital was forward split on the basis of two (2) new common shares for each one (1) old common share.

During the three months ended November 30, 2018, the Company did not issue any common shares and 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 assets 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:

	2019 Q3	2019 Q2	2018 Q3	Nine months ended November 30, 2018      2017	
Directors fees	\$ 250	\$ 500	\$ 250	\$ 1,000	\$ 750
Management fees	-	-	2,000	-	14,000
	\$ 250	\$ 500	\$ 2,250	\$ 1,000	\$ 14,750

During the nine month period ended November 30, 2018, the Company was charged \$24,374 (2017 - \$18,075) by a Canadian related company with similar key management personnel for management fees. At November 30, 2018, \$8,256 (2017 - \$15,65) is owing to the Canadian related company with similar key management personnel and is included in accounts payable and accrued liabilities.

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 November 30, 2018, there were 6,462,822 common shares, 800,000 warrants and no stock options outstanding.
- b. At January 7, 2019, there were 6,462,822 common shares, 800,000 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**

Refer to current developments.

## **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**

The preparation of the Company's condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed consolidated interim financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

## **CHANGES IN ACCOUNTING POLICIES**

These condensed consolidated interim financial statements have been prepared using the same accounting policies and methods of computation as the annual financial statements of the Company for the year ended February 28, 2018. The disclosure contained in these interim financial statements does not include all the requirements in IAS 1 Presentation of Financial Statements. Accordingly, these interim financial statements should be read in conjunction with the Company's financial statements for the year ended February 28, 2018.

There are no other IFRS or International Financial Reporting Interpretations Committee interpretations that are not yet effective that are expected to have a material impact on the Company.

## **PROPOSED TRANSACTIONS**

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

## **FINANCIAL INSTRUMENTS**

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 November 30, 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:

		November 30, 2018		February 28, 2018	
	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	882,886	-	1,479,901	-
Amounts receivable		-	150,000	-	-
Marketable securities	1	16,575	-	56,375	-
Restricted cash		-	34,521	-	34,585
Shares receivable		-	-	-	54,812
		899,461	184,521	1,536,276	89,397
<i>Financial liabilities:</i>					
Accounts payable and accrued liabilities		-	34,375	-	27,231
		-	34,375	-	27,231

The Company's cash and cash equivalents and marketable securities are classified as level 1. During the nine month period ended November 30, 2018 and the year ended February 28, 2018, there were no transfers between level 1, level 2 and level 3.

## RISKS

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.

There is no guarantee that the Company will be able to attract interest to participate in an acquisition or another business opportunity. As the Company no longer owns any significant assets and without a business or sufficient capital, the Company's common shares have been 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 ARRANGEMENTS

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, 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.