# **CORONADO RESOURCES LTD.**

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

FOR THE NINE MONTHS ENDED NOVEMBER 30, 2017

The following Management's Discussion and Analysis ("MD&A") is dated January 29, 2018, for the period ended November 30, 2017 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, 2017 and the audited consolidated financial statements for the year ended February 28, 2017.

These condensed consolidated interim financial statements for the period ended November 30, 2017 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, 2017 or the audited financial statements of the Company and the notes thereto for the year ended February 28, 2017. 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 October 20, 2017, the Company consolidated its outstanding share capital on the basis of two (2) preconsolidation common shares for one (1) 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 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 Venture Exchange ("TSX-V"), under the symbol "CRD.H", and on the OTCQB 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 and minimizing capital expenditures.

#### **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, 2017, reflected net income of \$81,318 and an increase in working capital of \$111,529. The Company currently has a working capital of \$1,557,131 and is in position to fund its operations for a further 12 months.

	2018	2018	2017	Nine mon Novem		
	Q3	Q2	Q3	2017	2	016
Sales	\$ -	\$ -	\$ -	\$ -	\$	-
Gross profit	\$ -	\$ -	\$ -	\$ -	\$	-
Gross profit percentage	0%	0%	0%	0%		0%
Income (loss) for the period	\$ 81,318	\$ (21,356)	\$ (614,297)	\$ 43,782	\$ (5,2	318,897)

The Company's current quarter income is mainly driven from the gain on sale of marketable securities of \$41,571 and unrealized gain on marketable securities of \$89,464, offset by the three largest expenses, transfer and filing fees, shareholder relations, and management fees of \$24,397, \$11,531, and \$8,140 respectively, which relate to monthly operations.

# Madison Property, Montana

	20	)18	20	18	2017	N		nths ended 1ber 30,		
	(	Q3		Q3 Q2		Q2 Q3		2017		2016
Amortization	\$	-	\$	-	\$ 8,165	\$	-	\$ 32,797		
Assessment and taxes		-		-	-		-	68,046		
Camp costs		-		-	2,214		-	3,815		
Fieldwork and wages		-		-	17,030		-	91,210		
Permits, assay and testing		-		-	1,526		-	6,438		
Power utilities		-		-	-		-	1,367		
Net expenditures in period	\$	-	\$	-	\$ 28,935	\$	-	\$ 203,673		

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

# FINANCIAL RESULTS OF OPERATIONS

# **RESULTS FOR THE QUARTER**

# **Summary of Quarterly Results**

				Three Mor	ths Er	nded		
	November 30, 2017		Au	igust 31, 2017	<b>I</b>	May 31, 2017	Fe	bruary 28, 2017
Sales	\$	-	\$	-	\$	-	\$	-
Gross profit	\$	-	\$	-	\$	-	\$	-
Income (loss) from continuing operations	\$	81,318	\$	(21,356)	\$	(16,180)	\$	(124,070)
Net loss from discontinued operations	\$	-	\$	-	\$	-	\$	-
Income (loss) for the period	\$	81,318	\$	(21,356)	\$	(16,180)	\$	(124,070)
Income (loss) per share	\$	0.03	\$	(0.01)	\$	(0.01)	\$	(0.04)
	No	vember 30, 2016	August 31, 2016		Γ	May 31, 2016	February 29 2016	
Sales	\$	-	\$	-	\$	-	\$	-
Gross profit	\$	-	\$	-	\$	-	\$	-
Income (loss) from continuing operations	\$	(614,297)	\$ (	4,640,815)	\$	(63,785)	\$	(156,833)
Net loss from discontinued operations	\$	-	\$	-	\$	-	\$	(272,013)
Income (loss) for the period	\$	(614,297)	\$ (	4,640,815)	\$	(63,785)	\$	(428,846)
Income (loss) per share	\$	(0.22)	\$	(1.64)	\$	(0.02)	\$	(0.15)

The Company's operations for the three months ended November 30, 2017 produced income of \$81,318 compared to a loss of \$614,297 for the same quarter in the previous year.

The current quarter income is a result of efforts to minimize expenditures related to maintaining the corporate operations of the Company and from the gain on sale of marketable securities of \$41,571 and unrealized gain on marketable securities of \$89,464. The comparative loss includes the loss on the sale of the Madison Property and the costs of maintaining corporate operations. Included in the period were management fees of \$6,139 (2016 - \$6,908) 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.

2018 MANAGEMENT'S DISCUSSION AND ANALYSIS

# LIQUIDITY AND CAPITAL RESOURCES

	2018	2018	2017	Nine mont Novemb	
	Q3	Q2	Q3	2017	2016
Cash and cash equivalents	\$1,390,567	\$1,402,751	\$1,399,821	\$1,390,567	\$1,399,821
Working capital	\$1,557,131	\$1,445,602	\$1,453,010	\$1,557,131	\$1,453,010

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	Nine montl Novemb	
	Q3	Q2	Q3	2017	2016
Issued and outstanding shares	2,831,411	2,831,411	2,831,411	2,831,411	2,831,411
Issued and outstanding shares, fully diluted	2,831,411	2,831,411	2,831,411	2,831,411	2,831,411

On October 20, 2017, the Company consolidated the outstanding share capital of the Company on the basis of two (2) pre-consolidation common shares for one (1) post consolidation common share. The difference of shares is due to rounding.

During the three months ended November 30, 2017, 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 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		Nine montl Novemb		
	Q3	Q2	Q3	/	2017	2	2016
Consulting fees	\$ -	\$ -	\$ -	\$	-	\$	12,000
Directors fees	250	500	250		750		750
Management fees	2,000	6,000	6,000		14,000		36,000
	\$ 2,250	\$ 6,500	\$ 6,250	\$	14,750	\$	48,750

During the nine month period ended November 30, 2017, the Company was charged \$18,075 (2016 - \$33,698) by a Canadian related company with similar key management personnel for management fees. At November 30, 2017, \$15,652 (2016 - \$12,289) is owing to the Canadian related company with similar key management personnel and is included in accounts payable.

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

The Company's outstanding share position as at January 29, 2018, is 3,231,411 common shares, and the Company has no share purchase warrants or incentive stock options currently outstanding.

# SUBSEQUENT EVENTS

On January 18, 2018, Coronado completed a non-brokered private placement and issued a total of 400,000 units (the "Units"), at a price of \$0.375 per Unit, to raise gross proceeds of \$150,000. Each Unit comprises one common share and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase an additional common share of the Company at a price of \$0.50 per share for a period of one year from the date of closing. Coronado intends to use the net proceeds from this private placement to assess potential acquisition opportunities in various industries.

# 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

Certain pronouncements were issued by the IASB or the IFRIC, but not yet effective as at November 30, 2017. 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

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, 2017, 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.

#### Foreign Exchange Risk

The Company currently does not have significant exposure to other currencies and this is not expected to change in the foreseeable future as the capital commitments that are expected to be carried out in United States dollars will be limited.

#### 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:

		Novembe	r 30, 2017	Februar	y 28, 2017
			Loans and		Loans and
			receivables		receivables
			and other		and other
		Fair value	financial	Fair value	financial
	Fair	through	liabilities at	through	liabilities at
	Value	profit or	amortized	profit or	amortized
	Level	loss	cost	loss	cost
		\$	\$	\$	\$
Financial assets:					
Cash and cash equivalents	1	1,390,567	-	1,463,241	-
Marketable Securities	1	129,500	-	-	-
Restricted cash		-	34,521	-	11,601
Shares receivable		-	53,944	-	106,235
		1,520,067	88,465	1,463,241	117,836
Financial liabilities:					
Accounts payable and accrued liabilities		-	24,169	-	50,167
		-	24,169	-	50,167

The Company's cash and cash equivalents are classified as level 1. During the nine month period ended November 30, 2017 and the year ended February 28, 2017, 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 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 <u>www.sedar.com</u> or on Coronado's website at <u>www.coronadoresourcesltd.com</u>.

# 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 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 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.