

**FORM 51-102F1**  
**Management Discussion and Analysis**  
**Jiulian Resources Inc.**  
**For the year ended February 28, 2018**

**Date: June 28, 2018**

The following Management's Discussion and Analysis ("MD&A") provides relevant information on the operations and financial condition of Jiulian Resources Inc., ("Jiulian" or the "Company") as at and for the year ended February 28, 2018. This MD&A has been prepared as of June 28, 2018 and includes information up to that date.

The following MD&A should be read in conjunction with the Company's audited financial statements for the year ended February 28, 2018. The financial statements and the notes therein have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All monetary amounts in this MD&A and in the financial statements are expressed in Canadian dollars unless otherwise stated. Additional information may be found on SEDAR at [www.sedar.com](http://www.sedar.com) and [www.jiulianresources.com](http://www.jiulianresources.com).

**Forward-Looking Information**

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the "Risk Factors" section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and underlie the forward-looking statements as reasonable assumptions, any of which could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements.

Although the forward-looking statements contained in this MD&A are based on what we consider to be reasonable assumptions based on information currently available to us, there can be no assurance that actual events, performance or results will be consistent with these forward-looking statements, and our assumptions may prove to be incorrect. These forward-looking statements are made as of the date of this MD&A. Forward-looking statements made in this MD&A are made as of the date of the original document and have not been updated by us except as expressly provided for in this MD&A. As required by applicable securities legislation, as a reporting issuer, it is the Company's policy to update forward-looking information in its periodic management discussions and analyses, as required from time to time, and provide updates on its activities to the public through the filing and dissemination of news releases and material change reports.

## **Description of Business and Overall Performance**

The Company is engaged in the business of acquisition and exploration of mineral resource properties in British Columbia, Canada. The Company's focus is to explore for and locate economic mineral deposits in areas that are in proximity to existing and past producing mines and resource-based infrastructure. The Company's objective is to partner or sell such deposits to a larger mining company for development and operation or under certain conditions, carry the project to production.

The Company was incorporated on October 17, 2006 under the laws of British Columbia as a Capital Pool Company ("CPC") as defined in CPC Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Company completed its initial public offering ("IPO") on June 19, 2007, and its shares were listed and commenced trading on the Exchange on June 21, 2007, under the symbol "JLR.P".

On July 28, 2009, the Exchange accepted for filing the Company's Qualifying Transaction.

On August 26, 2009, the Company resumed trading on the Exchange as a Tier 2 mining company under the symbol "JLR" and the Company was no longer considered a Capital Pool Company.

On February 12, 2016, the Company was transferred to NEX of the Exchange due to not being able to meet Tier 2 Continued Listing Requirements. The trading symbol of the Company was changed to "JLR.H". The Company continues to pursue opportunities in the acquisition, exploration and development of mineral resource properties.

As a junior mineral exploration company, the Company's core assets are the exploration rights to its exploration and evaluation properties. The Company's current objective is to seek out and acquire prospective mineral exploration properties in North America with the view to exploring and developing the properties.

The Company currently has no producing properties, and consequently no operating income or cash flow. The Company is dependent on the equities markets to finance all of its activities and it is anticipated that it will continue to rely on this source of funding for its exploration expenditures and to meet its ongoing working capital requirements.

In the opinion of management, all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation of the Company's financial position, results of operations and cash flows have been included. The Company has not commenced operations and therefore, no segmented information is available.

The Company entered into an Option Agreement dated March 31, 2009, (the "Agreement") to earn up to a 65% interest over a period of three years from Happy Creek Minerals Ltd. ("Happy Creek") in the mineral properties known as the Hawk Property and the Grey Property, located in the Clinton Mining Division, in the Province of British Columbia (together, the "Property"). Under the Agreement, JLR has been granted, subject to an existing 2.5% net smelter return on the Hawk Property and an existing 2% net smelter return on the Grey Option, exclusive rights to acquire an undivided 55% legal

and beneficial interest in the Property by making aggregate cash payments of \$150,000 (\$45,000 paid), issuing an aggregate of 700,000 shares (200,000 shares issued) to Happy Creek and incurring aggregate exploration expenditures on the Property of \$700,000.

Having received no encouraging results from exploration activities conducted on the Property, on January 25, 2011, the Company announced that it has decided to abandon its work on the Hawk Property and to return the property to Happy Creek Minerals Ltd., the optionor, having fulfilled all obligations there under and to identify and pursue other opportunities.

### **Gunpoint Properties**

The Company entered into an agreement dated effective January 25, 2011, amended March 30, 2011 (the "Agreement"), pursuant to which the Company would acquire from Gunpoint Exploration Ltd. ("Gunpoint") a 100% interest in Gunpoint's Big Kidd and Little Fort claims groups ("Gunpoint Properties") in the Kamloops and Nicola Mining Districts in British Columbia (the "Acquisition"). The purchase price for these two groups of claims is a cash payment to Gunpoint of \$100,000 (paid) and the issuance of 1,875,000 common shares (issued) in the capital of the Company. The Company's title to the Big Kidd and Little Fort claims is subject to a 2.5% net smelter return royalty in favor of Gunpoint and applicable Crown royalties. Gunpoint and the Company are at arm's length to each other. The Exchange granted a conditional approval on March 4, 2011. The key condition is to request JLR to provide a NI43-101 report. Mr. Peter Folk, P. Eng. completed and submitted his NI43-101 report to the Exchange for review and conditional approval on May 12, 2011. The Exchange's final approval was given on July 12, 2011.

#### *About the Big Kidd Property*

The Big Kidd property comprises four contiguous mineral tenures totaling 4,055.77 hectares and is located 20 kilometers southeast of the city of Merritt, B.C. The property is centered upon latitude 49°57' north and longitude 120°37' west. The exploration target at the Big Kidd property is alkali porphyry type copper-gold deposit.

#### *About the Little Fort Property*

The Little Fort property consists of 8 mineral tenures for a total area of 8,654 hectares and is located approximately 25 kilometers to the northwest of the town of Little Fort, B.C. The property is centered upon latitude 51°29'33" north and longitude 120°23'42" west. The exploration target at the Little Fort property is skarn type copper-gold deposit.

### **Option the Big Kidd property to Xstrata Copper Canada Corporation**

On October 14, 2011, the Company entered into an agreement with Xstrata Copper Canada Corporation ("Xstrata") allowing Xstrata the option to earn up to a 75% interest in the Big Kidd property.

Under the terms of the agreement, Xstrata may earn an initial 51% interest by making staged cash payments to JIULIAN totaling \$180,000 (\$50,000 received) and incurring cumulative exploration expenditures totaling \$3 million over a four year period. Upon

vesting at a 51% interest in the property, a joint venture will be formed and Xstrata will maintain the right to earn a further 24% interest (75% interest total) by funding the completion of a feasibility study or incurring \$15 million in expenditures towards the completion of a prefeasibility study and a feasibility study on the property. The Company received the approval of the Exchange on October 21, 2011.

On June 25, 2013, the Company announced that it had been advised that as a result of recent corporate restructuring, Xstrata Copper Canada Corporation had elected to terminate the Big Kidd option agreement. The subject property and drill core were returned to the Company in August 2013.

### **Impairment and Write-off of Gunpoint Properties**

During the year ended February 28, 2015, due to prevailing junior resource market conditions, the uncertainty associated with the Company's ability to exploit any future economic benefits from the property and the Company not having sufficient funds to spend on its exploration program, the Company recorded an impairment of \$189,437 with respect to the Big Kidd Property and \$283,710 related to the Little Fort Property.

### **Rugged Mountain**

During the year ended February 29, 2016, the Company staked claims to the Rugged Mountain property.

During the year ended February 29, 2016, the Company capitalized all exploration related expenditures of \$11,870. Due to prevailing junior resource market conditions and the uncertainty associated with the Company's ability to exploit any future economic benefits from the property, the Company recorded an impairment of \$11,870 with respect to the Rugged Mountain property.

During the year ended February 28, 2017, the claims for the Rugged Mountain property expired and were not renewed.

The Company's exploration and evaluation properties expenditures for the year ended February 28, 2018 were as follows:

	<b>Big Kidd</b>	<b>Little Fort</b>	<b>Rugged Mountain</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Acquisition Costs</b>				
Balance at February 29, 2016	-	-	-	-
Balance at February 28, 2017	-	-	-	-
Additions				
Property claim fees	-	2,250	-	2,250
<b>Balance at February 28, 2018</b>	<b>-</b>	<b>2,250</b>	<b>-</b>	<b>2,250</b>
<b>Exploration and Evaluation Costs</b>				
Balance at February 29, 2016	-	-	-	-
Additions				
Storage fees	1,500	-	-	1,500
Impairment	(1,500)	-	-	(1,500)
Balance at February 28, 2017	-	-	-	-
Additions				
Storage fees	1,500	-	-	1,500
IP survey	-	49,418	-	49,418
Project Administration	750	10,600	-	11,350
<b>Balance at February 28, 2018</b>	<b>2,250</b>	<b>60,018</b>	<b>-</b>	<b>62,268</b>
<b>Total</b>	<b>2,250</b>	<b>62,268</b>	<b>-</b>	<b>64,518</b>

### Selected Annual Information

In CAD\$	Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
Net Revenue	\$-	\$-	\$-
Operating Expenses	\$(60,800)	\$(58,830)	\$(66,362)
Loss Before Other Items	\$(60,800)	\$(58,830)	\$(66,362)
Interest Income	\$2,667	\$2,877	\$3,796
Impairment of exploration and evaluation properties	\$Nil	\$(1,500)	\$(14,704)
Net Loss for the Year			
- Total	\$(58,133)	\$(57,453)	\$(77,270)
- Basic and Diluted Loss Per Share	\$(0.005)	\$(0.005)	\$(0.01)
Total Assets	\$371,181	\$429,029	\$488,529
Total Long Term Financial Liabilities	\$-	\$-	\$-

## Results of Operations

The Company incurred accumulated deficit of \$2,000,049 since incorporation on October 17, 2006, and a net loss of \$58,133 for the year ended February 28, 2018 (2017: net loss of \$57,453). The Company incurred professional fees of \$24,980 (2017: \$24,076); filing and transfer agent fees of \$13,632 (2017: \$10,955), office administration, rent, and telephone of \$7,419 (2017: \$7,117), consulting fees of \$10,850 (2017: \$13,379), and travel and entertainment related expense of \$1,230 (2017: \$1,845) making up the majority of the loss. The following is the breakdown of the general and administrative expenses:

For the Year Ended	February 28, 2018	February 28, 2017
	\$	\$
Professional fees	24,980	24,076
Amortization	805	1,018
Bank charges and interest	110	299
Consulting Fees	10,850	13,379
Filing and transfer agent fees	13,632	10,955
Exploration costs	-	141
Office and administration	3,219	1,117
Rent	4,200	6,000
Membership and dues	1,774	-
Travel and meals	1,230	1,845
<b>Total General &amp; Administrative Expenses</b>	<b>60,800</b>	<b>58,830</b>

## Results of Operations

The following is a summary of selected financial data for the Company for the three most recently completed years, accompanied by a discussion of those factors affecting the comparability of the data, including, where applicable, discontinued operations, changes in accounting policies, significant acquisitions or disposals and major changes in the direction of the Company's business.

As at and for the year ended	February 28, 2018	February 28, 2017	February 29, 2016
Cash	\$12,606	\$22,052	\$3,475
Short-term investments	\$285,862	\$403,992	\$481,603
Working capital	\$289,211	\$411,057	\$468,243
Interest income	\$2,667	\$2,877	\$3,796
Net loss	\$(58,133)	\$(57,453)	\$(77,270)
Basic net loss per share	\$(0.005)	\$(0.005)	\$(0.01)
Total assets	\$371,181	\$429,029	\$488,529
Weighted average number of shares outstanding - basic and diluted	11,595,000	11,595,000	11,595,000

## Summary of Quarterly Results

The following is a summary of selected financial data for the Company for the eight most recently completed quarters.

	For the quarters ended			
	February 28, 2018	November 30, 2017	August 31, 2017	May 31, 2017
Total interest income	\$607	\$644	\$744	\$672
Net loss	\$(3,664)	\$(10,284)	\$(35,251)	\$(8,934)
Basic and diluted loss per share	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)

  

	For the quarters ended			
	February 28, 2017	November 30, 2016	August 31, 2016	May 31, 2016
Total interest income	\$704	\$748	\$756	\$669
Net loss	\$(6,294)	\$(15,035)	\$(25,191)	\$(10,933)
Basic and diluted loss per share	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)

The quarterly loss was quite consistent with management expectation. Generally the quarters ended August 31 have seen higher losses due to professional fees incurred in connection with year-end audits.

The Company has no dividend policy and has no intention of developing a dividend policy in the foreseeable future. The Company has paid no dividends and has no retained earnings from which it might pay dividends.

### **Liquidity**

As at February 28, 2018, the Company had working capital of \$289,211.

Other than the mineral property claims listed above, the Company does not currently hold an interest in any other business nor does it have an interest in any fixed assets, other than office equipment such as computers and vehicle, directly or indirectly. The Company's activities have been funded through equity financing and the Company expects it will continue to be able to utilize this source of financing until it develops cash flow from future operations.

There can be no assurance that the Company will be successful in its endeavors. If such funds are not available or other sources of financing cannot be obtained, then the Company will be forced to curtail its activities to a level for which funding is available and can be obtained.

### **Financial Instruments and Other Instruments**

The Company classifies all financial instruments as either available-for-sale, financial assets or liabilities at fair value through profit or loss ("FVTPL"), loans and receivables or other financial liabilities. Loans and receivables and other financial liabilities are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in accumulated other comprehensive income. These amounts will be reclassified from shareholders' equity to net income when the investment is sold or when the investment is impaired and the impairment is considered less than temporary. Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized on the statement of loss and comprehensive loss.

The Company has designated its cash as FVTPL, which is measured at fair value. The Company has designed its short-term investments as loans and receivables, which is measured at amortized cost.

	As at February 28, 2018	As at February 28, 2017
	\$	\$
<b>FINANCIAL ASSETS</b>		
<b>FVTPL, at fair value</b>		
Cash	12,606	22,052
<b>Loans and receivables, at amortized cost</b>		
Short-term investments	285,862	403,992
<b>Total financial assets</b>	<b>298,468</b>	<b>426,044</b>
<b>FINANCIAL LIABILITIES</b>		
<b>Other liabilities, at amortized cost</b>		
Accounts payable	1,159	1,474
<b>Total financial liabilities</b>	<b>1,159</b>	<b>1,474</b>

*Credit risk*

Financial instruments that potentially subject the Company to credit risk consist of cash and short-term investments. The Company deposits cash and has short-term investments with high credit quality financial institutions as determined by rating agencies. The Company does not believe it is subject to any significant credit with major financial institutions. As at February 28, 2018, the total amount of financial assets subject to credit risk is \$298,468 (2017 - \$426,044).

*Liquidity risk*

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they become due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company has no source of revenue and has obligations to meet its administrative overheads, maintain its mineral investments and to settle amounts payable to its creditors. The Company has been successful in raising equity financing in the past; however, there is no assurance that it will be able to do so in the future. As at February 28, 2018, the Company had working capital of \$289,211 (2017 - \$411,057).

### *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of the interest on the short-term investments is limited.

### *Currency risk*

For the years ended February 28, 2018 and 2017, the Company's operations were mainly in Canada. The Company considers its currency risk to be insignificant.

### *Commodity price risk*

The Company is not exposed to commodity price risk as it is still in exploration stage.

## **Capital Management**

The Company's objectives are to safeguard the Company's ability to continue as a going concern in order to support the Company's normal operating requirements, and to continue the development and exploration of its mineral properties.

The Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for general administration costs, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The Company is not subject to any externally imposed capital requirements. In order to maximize ongoing development efforts, the Company does not pay dividends. There were no significant changes in the Company's approach or the Company's objectives and policies for managing its capital.

## Related Party Transactions

The Company incurred the following transactions with officers and directors and companies that are controlled or significantly influenced by officers and directors of the Company:

For the year ended	February 28, 2018	February 28, 2017
	\$	\$
Chief Financial Officer	15,000	15,000
Chief Executive Officer (“CEO”)	20,000	18,000
Close Family Member of the CEO	1,200	-
Director	1,000	-
Corporate Secretary	685	195
<b>Total related party transactions</b>	<b>37,885</b>	<b>33,195</b>

The remuneration of directors and other members of key management were as follows:

For the year ended	February 28, 2018	February 28, 2017
	\$	\$
Professional fees	15,685	15,195
Consulting fees	11,600	18,000
Exploration and evaluation expenditures	10,600	-
<b>Total key management personnel compensation</b>	<b>37,885</b>	<b>33,195</b>

Included in accounts payables and accrued liabilities at February 28, 2018 and 2017 is \$1,050 due to related parties.

## Commitments and Contractual Obligations

The Company has no commitments and contractual obligations.

## Off-Balance Sheet Arrangements

The Company has no off-balance sheet agreements.

## **Recent Accounting Pronouncements**

### Changes in accounting policy

The IASB issued a number of new and revised IASs, IFRSs, amendments and related IFRIC interpretations which are effective for the Company's financial year beginning on March 1, 2017. For the purpose of preparing and presenting the financial statements, the Company has consistently adopted all these new standards for the year ended February 28, 2018.

The adoption of these standards did not have a material impact on the Company's financial statements.

#### IAS 7 Statement of Cash Flows

The amendments, published on January 29, 2016, are intended to clarify IAS 7 to improve information provided to users of financial statements about an entity's financing activities. The effective date for IAS 7 is for annual periods beginning on or after January 1, 2017, with earlier application being permitted.

#### IAS 12 Income Taxes

The amendments are intended to clarify criteria used to assess whether future taxable profits can be utilized against deductible temporary differences. The effective date for IAS 12 is for annual periods beginning on or after January 1, 2017.

### New and revised standards and interpretations

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published by the IASB but are not yet effective, and have not been early adopted by the Company.

Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. The Company is evaluating the impact of these standards. Certain other new standards, amendments, and interpretations have been issued but are not expected to have a material impact on the Company's financial statements.

#### IFRS 2 Share-based payment

IFRS 2, Share-based payment, issued in June 2016, is amended to provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a "net settlement" for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The effective date for IFRS 2 is for annual periods beginning on or after January 1, 2018.

#### IFRS 7 Financial Instruments: Disclosures

IFRS 7 clarifies the definition for continuing involvement in a transferred financial asset. The amendments are effective for annual periods beginning on or after January 1, 2018.

#### IFRS 9 Financial Instruments replaces IAS 39 Financial Instruments: Recognition and Measurement

IFRS 9 amends the requirements for classification and measurement of financial assets, impairment, and hedge accounting. IFRS 9 introduces an expected loss model of impairment and retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized cost, fair value through profit or loss, and fair value through other comprehensive income. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The effective date for IFRS 9 is January 1, 2018.

#### IFRIC 22 Foreign Currency Transactions and Advance Consideration

This interpretation clarifies when an entity recognizes a non-monetary asset or non-monetary liability arising from payment or receipt of advance consideration before the entity recognizes the related asset, expense or income. The effective date for IFRIC 22 is for annual periods beginning on or after January 1, 2018.

#### IFRIC 23 Uncertainty over Income Tax Treatments

IFRIC 23 is an interpretation that clarifies how to apply the recognition and measurement requirements in IAS 12 'Income Taxes' when there is uncertainty over tax treatments. The effective date for IFRIC 23 is for annual periods beginning on or after January 1, 2019.

#### IFRS 16 Leases

IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases and replaces the current guidance in IAS 17. IFRS 16, is effective for periods beginning on or after January 1, 2019, with earlier application permitted if IFRS 15, Revenue from Contracts with Customers, is also applied.

### **Other MD&A Requirements:**

#### **Share Capital**

The Company is authorized to issue unlimited number of common shares.

As of June 28, 2018 and February 28, 2018, the Company had 11,595,000 shares issued and outstanding.

### *Stock Options*

The Company has adopted an incentive stock option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of common shares issuable pursuant to options granted under the Plan may not exceed 10% of the number of issued common shares of the Company at the time of the granting of the options. Options granted under the Plan will have a maximum term of five years. The exercise price of options granted under the Plan will not be less than the discounted market price of the common shares or such other price as may be agreed to by the Company and accepted by the Exchange.

As of June 28, 2018 and February 28, 2018, the Company had 670,000 stock options outstanding and exercisable.

The following is a summary of changes in options for the years ended February 28, 2018 and 2017:

	Number of options	Weighted average exercise price
Outstanding, February 29, 2016	770,000	\$0.10
Cancelled	(100,000)	\$0.10
Outstanding, February 28, 2017	670,000	\$0.10
<b>Outstanding, February 28, 2018</b>	<b>670,000</b>	<b>\$0.10</b>

### **Control and Procedures**

The Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with IFRS. The design of the Company's internal control over financial reporting was assessed as of the date of this Management Discussion and Analysis.

Based on this assessment, it was determined that certain weaknesses existed in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed. The existence of these weaknesses is to be compensated for by senior management monitoring, which exists. The officers will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas. It is important to note that this issue would also require the Company to hire additional staff in order to provide greater segregation of duties. Since the increased costs of such hiring could threaten the Company's financial viability, management has chosen to disclose the potential risk in its filings and proceed with increased staffing only when the budgets and work load will enable the action. The Company has attempted to mitigate these weaknesses, through a combination of extensive and detailed review by the CFO of the financial reports, the integrity and reputation of senior accounting personnel, and candid discussion of those risks with the audit committee.

### **Risks and Uncertainties**

The Company is engaged in the exploration for and development of mineral deposits. These activities involve significant risks which careful evaluation, experience and knowledge may not, in some cases, eliminate. The commercial viability of any material deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade, proximity to infrastructure. Government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts revenues and expenses during the reporting period. Actual results could differ from those estimates.

Annual losses are expected to continue until the Company has an interest in an exploration and evaluation property that produces revenues. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon the continued support of its shareholders, obtaining additional financing and generating revenues sufficient to cover its operating costs. The Company's accompanying financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the Company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the Company and other factors.

### **Outlook**

The Company's primary focus for the foreseeable future will be on reviewing its financial position, continuing exploration activities on its mineral properties and financing new business ventures in the mineral resource industry.

### **Approval**

The board of directors of the Company has approved the disclosure contained in this MD&A.

### **Additional Information**

Additional disclosure of the Company's technical reports, material change reports, news release and other information can be obtained on SEDAR at [www.sedar.com](http://www.sedar.com).

On behalf of the board  
**Jiulian Resources Inc.**

*"X. Charlie Cheng"*  
President, CEO