WESTMINSTER RESOURCES LTD.

(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended May 31, 2019

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain information contained or incorporated by reference in this MD&A, including any information as to our future financial or operating performance, constitutes "forward-looking statements". All statements, other than statements of historical fact, are forward-looking statements. The words "believe", "expect", "anticipate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule" and similar expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by us, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to: fluctuations in the currency markets; fluctuations in the spot and forward price of gold or other commodities; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada and in other countries; business opportunities that may be presented to, or pursued by, us; operating or technical difficulties in connection with mining or development activities; employee relations; litigation; the speculative nature of exploration and development, including the risks of obtaining necessary licenses and permits; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and the risk of inadequate insurance, or inability to obtain insurance, to cover these risks. Many of these uncertainties and contingencies can affect our actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, us. Readers are cautioned that forward-looking statements are not guarantees of future performance. All of the forward-looking statements made in this MD&A are qualified by these cautionary statements.

We disclaim any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.

1.1 Date

The following management's discussion and analysis ("MD&A"), which is dated September 30, 2019 provides a review of the activities, results of operations and financial condition of Westminster Resources Ltd. ("the Company" or "Westminster"), as at May 31, 2019 as well as future prospects of the Company. This MD&A should be read in conjunction with the audited consolidated financial statements of the Company as at and for the year ended May 31, 2019. All dollar amounts in this MD&A are expressed in Canadian dollars unless otherwise specified (the Company's financial statements are prepared in Canadian dollars). Additional information relating to the Company is available on SEDAR at www.sedar.com.

1.2 Overall Performance

1.2.1 Introduction

Westminster is a resource company that is conducting exploration in southern Peru, through its wholly-owned subsidiary, Westminster Peru S.A.C; and in the La Ronge District of northern Saskatchewan, Canada. The mineral concessions, which have been acquired by staking, option agreements and through outright purchases, are prospective for mostly copper and gold in Southern Peru; and copper, gold and zinc in Saskatchewan.

In Peru, Westminster is focused on the Ilo Norte and Ilo Este copper/gold projects in the highly-prospective coastal IOCG/Porphyry Copper belt of southern Peru, mostly in the districts of Moquegua and Tacna. Within 100 km of the Projects, the region is the source of around half of Peru's copper production (the world's third largest copper producing nation). Ilo Norte is an IOCG system, with a subsidiary high-grade copper-skarn target, while Ilo Este is a copper-gold-molybdenum porphyry system. Two less-advanced projects cover geophysical targets in the same area.

The Saskatchewan project covers 10,858 hectares in the La Ronge District. The package of claims is prospective for copper and other minerals, with numerous showings and occurrences from historical exploration. TSX Venture Exchange approval of the deal was received December 10, 2018 and include exploration expenditures of $400,000 over 3 years and issuing 4 million shares in two equal tranches to earn 80% in the project package.

1.2.2 Financial conditions

At May 31, 2019, the Company had no long-term debt and its credit and interest rate risks are limited to interest bearing assets of cash. At May 31, 2019, the Company had $9,719 in cash (May 31, 2018 - $486,879) and a working capital deficiency of $881,631 (May 31, 2018 – working capital of $443,415).

1.2.3 Outlook and Recent Exploration Activity

For the year ended May 31, 2019, the Company's focus has been completing the Peru and Saskatchewan acquisitions and the continuing review of other mineral projects that may fit within the Company's portfolio, and the potential sourcing of other additional funding and/or pursuing industry partnerships. The following information presents details on the Company's properties and recent exploration and evaluation activities in Peru, Canada and Mexico.

Exploration Highlights

Ilo Norte (Peru)

The Ilo Norte Project is an Iron Oxide Copper Gold (IOCG) type deposit that presents significant exploration potential. The work to date has concentrated on a relatively small portion of the prospective part of the lease holding. Remote sensing and in-field mapping have demonstrated that the silica and potassic alteration halo that exists at the known mineralisation extends across the entire property. The initial recommendation is to complete a 3D induced polarisation survey, once all the data is properly centralised and complied.

Ilo Este (Peru)

The Company's technical report concluded that Ilo Este is a copper-gold porphyry deposit that has been eroded down to the mid-level of the system. There remains the potential to discover an ore body within the remnants of the porphyry that has been the focus of the majority of work thus far, and for other centres to be discovered within the lease holding to the north across the river and on the southern side of the Chololo fault. The initial recommendation, after data centralisation and compilation, is for alteration logging of core and rock chips, along with an extension of the magnetic survey, geological mapping and geochemical survey to the north side of the river.

La Ronge (Saskatchewan)

The La Ronge project covers numerous historical showings from regional exploration historically focused on nickel-PGE, orogenic gold and VMS deposit types. The property has numerous mineral occurrences which include copper, and recent exploration in the region by other companies has indicated some trends to be higher in copper than others. The Company continues to compile and re-interpret historical information as a precursor to sampling and mapping in the field.

El Cobre (Mexico)

In March 2010, The Company began acquiring mineral properties near Obregon in Sonora State, Mexico. During the year ended May 31, 2019, the Company decided to write-down the carrying costs on its remaining Mexican Projects to nil, given exploration results to date and the difficulty in settling outstanding tax credits and obligations.

Recent Changes in Management

On October 2, 2018, the Company announced the resignation of Greg Agar as a Director and the appointment of Chafika Eddine, MA, LLB, to the board of directors. Ms. Eddine has over 20 years of experience working in the natural resources industry in various capacities. She was previously vice-president of corporate development for Bear Creek Mining and has managed, restructured and established exploration offices in over 10 countries for both major and junior companies, including Anglo American and AngloGold Ashanti. She is a leader in strategy and implementation of governance and sustainability best practices and was in charge of corporate social responsibility affairs for Hudbay Minerals.

On December 20, 2018, the Company announced the resignation of Glen Indra as President, CEO and Director and the appointment of Jason Cubitt as Interim President and CEO.

At the Annual General Meeting held on February 15, 2019, Daniel Maarsman was elected Director of the Company.

On June 26, 2019, Chafika Eddine resigned from the board of directors.

Qualified Person

Technical information in this MD&A has been reviewed and approved by Derrick Strickland, P. Geo, a qualified person as defined in National Instrument 43-101.

1.3 Selected Annual Financial Information

The following table presents selected financial information for the last three fiscal years ended May 31, 2019, 2018 and 2017.

	2019	2018	2017
Net and comprehensive loss	$ (2,739,641)	$ (2,336,708)	$ (345,012)
Basic and diluted loss per share	$(0.31)	$ (0.50)	$ (0.37)
Total assets	$3,369,718	$ 2,666,881	$ 2,532,268

1.4 Results of Operations

The details of the general and administrative expenses for the years ended May 31, 2019 and 2018 are as follows:

	May 31, 2019	May 31, 2018
Expenses		
Accounting, audit, and legal	$ 34,074	$ 77,916
Amortization	4,559	8,127
Bank charges and interest	973	874
Conferences and investor relations	927	91,756
Consulting fees	622,834	787,266
Management fees	120,000	107,300
Office	107,323	108,276
Regulatory and filing fees	17,978	14,719
Share-based payments	-	320,813
Travel & entertainment	16,151	28,073
Operating loss	(924,819)	(1,545,120)

The Company's general and administrative ("G&A") expenses for the year ended May 31, 2019 were $924,819 compared to the prior year amount of $1,545,120. The decrease is attributed primarily to three specific categories: Share-based payments which was $Nil compared to $320,813 in prior year as there were no stock options granted in the current period. Consulting fees, which dropped to $622,834 from $787,266 in the prior year due to some staffing reduction and Conferences and investor relations which fell to $927 from $91,756 due to staffing reduction and related activities.

Net loss for the year ended May 31, 2019 was $2,739,641, or $0.31 per common share compared to a loss of $2,336,708, or $0.50 per share for the prior year.

1.5 Summary of Quarterly Results

The following table sets out certain unaudited financial information of the Company for each of the last eight quarters, beginning with the fourth quarter of fiscal 2016. This financial information has been prepared in accordance International Accounting Standard ("IAS") 34 Interim Financial Reporting using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB"). Quarterly results are highly variable for exploration companies depending on whether the Company has any property write-downs, share-based payments expenses and gain or losses resulting from foreign exchange.

	Q4 2019	Q3 2019	Q2 2019	Q1 2019
Net (loss) income	$ (1,970,079)	$ (273,782)	$ (236,668)	$ (259,112)
Per share	$ (0.21)	$ (0.03)	$ (0.04)	$ (0.05)

	Q4 2018	Q3 2018	Q2 2018	Q1 2018
Net (loss) income	$ (990,275)	$ (295,045)	$ (273,378)	$ (778,010)
Per share	$ (0.20)	$ (0.06)	$ (0.05)	$ (0.21)

1.6 Liquidity

The recovery of the Company's investment in exploration and evaluation properties and the attainment of profitable operations are dependent upon the discovery and development of economic precious and base metal reserves and the ability to arrange sufficient financing to bring these reserves into production. The ultimate outcome of these matters cannot presently be determined.

As the Company is in the exploration stage, no mineral producing revenue has been generated to date. The ability of the Company to meet its obligations and continue the exploration and development of its mineral properties is dependent upon its ability to continue to raise adequate financing. Historically, operating capital and exploration requirements have been funded primarily from equity financing, joint ventures, disposition of mineral properties and investments. There can be no assurance that such financing will be available to the Company in the amount required at any time or for any period or, if available, that it can be obtained on terms satisfactory to the Company. Based on the amount of funding raised, the Company's exploration program may be tailored accordingly.

Other than those obligations disclosed in the notes to its consolidated financial statements and discussed in this MD&A, the Company has no other long-term debt, capital lease obligations, operating leases, or any other long-term obligations. The Company has no outstanding debt facility upon which to draw.

The Company's cash position as at May 31, 2019 was $9,719 (May 31, 2018 - $486,879) and had a working capital position deficiency of $881,631 (May 31, 2018 – working capital of $443,415).

Historically, the Company's only source of funding has been the issuance of equity securities for cash. The Company has issued common share capital pursuant to private placement financings, and the exercise of warrants and options. The Company's access to exploration financing when the financing is not transaction specific is always uncertain. There can be no assurance of continued access to significant equity funding. The Company's ability to raise additional funds may be impacted by future exploration results and changes in metal prices or market conditions.

A detail of the Company's recently completed private placements are discussed in the section that follows.

1.7 Capital Resources

During the year ended May 31, 2019, the Company did not issue any shares for cash; however, issued shares related to two property acquisitions are as follows:

- 19,950,000 shares were issued with a fair value of $2,539,500 in connection with the acquisition of the Ilo Norte and Ilo Este concessions in Peru.
- 2,000,000 shares were issued with a fair value of $70,000 in connection with the acquisition of the La Ronge, Saskatchewan claims.

During the year ended May 31, 2018, the Company completed the following private placements:

- On June 16, 2017, the Company closed a private placement first announced on May 3, 2017 for 12,020,000 units at $0.12 per unit for gross proceeds of $1,425,400. Each unit is comprised of one common share at $0.12 and one common share purchase warrant at $0.16 for five years. This placement was closed in two tranches, the first on May 25, 2017 in the amount of 8,150,000 units and the balance of 3,870,000 units on June 16, 2017.

- On August 11, 2017, the Company closed a private placement for the issuance of 7,495,000 units at $0.20 per unit for a total of $1,499,000 gross proceeds. Each unit is comprised of one common share at $0.20 and one-half common share purchase warrant. Each full share purchase warrant will allow the holder to purchase one additional common share at $0.35 for one year. The Company incurred a total of $46,965 in finder's fees and regulatory charges in connection with this private placement. In addition, the Company issued a total of 262,500 share purchase broker warrants in connection with this private placement.

- On November 15, 2017 the Company issued 350,000 common shares as part of a non-brokered private placement filed on August 11, 2017 and approved by the TSXV on November 15, 2017 for gross proceeds of $80,500. The units consisted of one common share of the Company at $0.23 and one-half warrant at $0.35 for 12 months from the date if the issuance of the common stock.

1.8 Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

1.9 Transactions with Related Parties

Key management personnel are persons responsible for planning, directing and controlling the activities of the entity, and include all directors and officers. Key management compensation during the years ended May 31, 2019 and 2018 were as follows:

		Year ended May 31, 2019		Year ended May 31, 2018
Short-term benefits	$	289,897	$	156,658

Included in short term benefits are the following:

(i) $Nil (2018 - $16,800) in management fees paid to Floralynn Investments Inc., a company controlled by Glen Indra, the Company's former Chief Executive Officer.

(ii) $57,750 (2018 - $Nil) in consulting fees paid or accrued to a company controlled by Alain Voisin, the Company's Chief Financial Officer.

(iii) $59,647 (2018 - $41,358) in consulting fees recorded under E&E paid to Kerry Griffin, the former Vice President, Exploration.

(iv) $120,000 (2018-$85,000) in management fees paid or accrued to Jason Cubitt Holdings Inc., a company controlled by Jason Cubitt, a director of the Company.

(v) $Nil (2018-$8,000) in consulting fees paid to Jason Cubitt (director).

(vi) $52,500 (2018 - $Nil) in director fees accrued to Christopher Gale, a director of the Company.

Included in accounts receivable is $148,955 (2018 - $116,275) receivable from Jaxon Mining Inc., a Company which has a shared Chief Financial Officer and had shared common directors, for shared office space and administrative expenses. During the year ended May 31, 2019, the Company received $16,731 (2018 - $180,848) from Jaxon Mining Inc. for shared office and administrative expenses.

Included in accounts payable and accrued liabilities is $222,800 (2018- $30,494) in key management compensation payable to directors and officers.

1.10 Fourth Quarter

The net (loss) for the quarter ended May 31, 2019 was ($1,970,079) or ($0.21) per share compared to ($990,275) or ($0.20) per share for the quarter ended May 31, 2018. The large increase in the loss year over year was primarily due to the write down of certain mineral properties as at the end of the 2019 fiscal year; while there was also a substantial write down in the last quarter of 2018, the write down in the current period was much larger. Without the impact of the write down of the mineral properties, the loss for the quarter ended May 31, 2019 would have been ($130,455) or ($0.01) per share, which is nearly the same as the final quarter of 2018 at ($131,891) or ($0.03) per share.

1.11 Subsequent Transactions

Subsequent to May 31, 2019, 4,010,000 share purchase warrants with an exercise price of $0.35 expired and 1,350,000 stock options with an exercise price of $0.31 expired.

On June 26, 2019, the Company obtained a loan for $26,506 from a third party to be used as short-term working capital. The principal amount is to be repaid on or before 10 days after notice in writing of demand and such demand is not to be made before October 15, 2019. No repayments have been made to date.

On July 22, 2019, as amended September 17, 2019 the Company obtained a loan for up to $16,000 from a third party to be used as short-term working capital. The principal amount plus accrued interest of 5% per annum is to be repaid on or before 10 days after notice in writing of demand and such demand is not to be made before October 15, 2019. No repayments have been made to date. The Company was advanced $4,500 on July 22, 2019, $6,450 on August 1, 2019 and $5,000 on September 17, 2019.

On August 28, 2019 the Company consolidated the issued and outstanding common shares of the Company on a basis of one (1) new common share for every five (5) existing common shares effectively reducing its shares issued and outstanding from 47,270,495 common shares to 9,454,099 common shares.

On September 12, 2019, the Company signed a loan agreement to borrow up to $35,000 from a third party (the “Lender”) to be used as short-term working capital. The principal amount plus accrued interest of 10% per annum is to be repaid on or before 10 days after notice in writing of demand and such demand is not to be made before December 31, 2019. The loan is collateralized by shares in Westminster Peru SAC. On September 12, 2019, the Lender advanced $25,000 to the Company.

1.12 Critical Accounting Estimates

The Company’s critical accounting judgements are contained in Note 2 to the audited financial statements for the year ended May 31, 2019. The preparation of the Annual financial statements in conformity with International Financial Reporting Standards ("IFRS") requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Estimates and underlying assumptions are reviewed on an ongoing basis. Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Annual Financial Statements included the following:

Impairment assessment

The Company assesses its exploration and evaluation assets for possible impairment if there are events or changes in circumstances that indicate that carrying values of the assets may not be recoverable, at each reporting period. The assessment of any impairment of equipment and exploration and evaluation assets is dependent upon estimates of recoverable amounts that take into account factors such as reserves, economic and market conditions, timing of cash flows, and the useful lives of assets and their related salvage values.

Recoverability of amounts receivable

The balance in amounts receivable includes value added taxes to be recovered in Mexico. At each financial position reporting date, the carrying amounts of the Company’s amounts receivable are reviewed to determine whether there is any indication that those assets are impaired. The Company uses judgment in determining whether there are facts and circumstances suggesting that the carrying amounts of its amounts receivable may exceed the recoverable amount. The Company is corresponding with the Mexican government to recover the Mexican value added tax. However, an impairment was recorded at May 31, 2017 due to uncertainty in collection.

Assessment of going concern

The Company uses judgment in determining its ability to continue as a going concern in order to discharge its current liabilities by raising additional financing.

Assessment of functional currency

The Company uses judgment in determining its functional currency. IAS 21 *The Effects of Changes in Foreign Exchange Rates* defines the functional currency as the currency of the primary economic environment in which an entity operates. IAS 21 requires the determination of functional currency to be performed on an entity by entity basis, based on various primary and secondary factors. In identifying the functional currency of the parent and of its subsidiaries, management considered the currency that mainly influences the cost of undertaking the business activities in each jurisdiction in which the Company operates.

Assumptions used in the calculation of the fair value assigned to options and warrants

The Black-Scholes option pricing models require the input of subjective assumptions, including expected price volatility, risk – free interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's equity reserves.

1.13 Recent Accounting Pronouncements

The following new standards have been issued by the IASB, but are not yet effective:

IFRS 16 *Leases* specifies how an issuer will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is twelve months or less, or the underlying asset has an insignificant value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 *Leases*. IFRS 16 was issued in January 2016 and applies to annual reporting periods beginning on or after January 1, 2019. The Company has not yet assessed the impact of this standard or determined whether it will adopt earlier.

1.14 Financial Instruments and Other Instruments

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at June 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit nor to the opening balance of accumulated comprehensive income on June 1, 2018.

Financial assets/liabilities	Original Classification IAS 39	New Classification IFRS 9
Cash	FVTPL	FVTPL
Accounts receivable	Other receivables	Amortized cost
Trade payables	Other liabilities	Amortized cost
Due to related party	Other liabilities	Amortized cost

The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit nor to the opening balance of accumulated comprehensive income on June 1, 2018.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

a) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to credit risk with respect to its cash, amounts receivable and deposits. The Company limits exposure to credit risk by maintaining its cash and deposits with major financial institutions. The Company is not exposed to significant credit risk.

b) Market Risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign currency rates and other price risk.

(i) Interest rate risk

Interest rate is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The company has cash and cash equivalents and loans payable. The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary current assets and current liabilities.

(ii) Currency risk

The Company is exposed to currency risk to the extent that expenditures incurred by the Company are denominated in currencies other than the Canadian dollar (primarily Mexican pesos). The Company does not manage currency risk through hedging or other currency management tools.

The Company's net exposure to foreign currency risk is as follows:

	May 31, 2019		May 31, 2018	
	US Dollars	Mexican Pesos	US Dollars	Mexican Pesos
Cash	121	-	-	17,661
Accounts payable	(213,962)	(511,559)	-	(511,559)
Net	(213,841)	(511,559)	-	(493,898)

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to other price risk.

c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

As at May 31, 2019, the Company's cash balance was $9,719 (May 31, 2018 - $486,879) and management does not consider this to be sufficient to meet the cash requirements for the Company's administrative overhead, maintaining its E&E assets and continuing with exploration programs on its current projects in the following twelve months The Company will be required to raise additional capital in the future to fund operations.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities at May 31, 2019 and 2018:

At May 31, 2019:

	Within 60 days -$-	Between 61-90 days -$-	More than 90 days -$-
Accounts payable	442,988	-	-

At May 31, 2018:

	Within 60 days -$-	Between 61-90 days -$-	More than 90 days -$-
Accounts payable	120,193	-	-

1.15 Commitments

The Company entered into a new lease agreement for office premises in July 2017 and amended in April 2018, for a period of three years ending April 2021, for a monthly payment of $14,054, inclusive of GST. The lease commitments for the next two fiscal years are:

2020		$	172,836
2021			161,684
	Total	$	334,520

1.16 Capital Management

The Company defines its capital as working capital and shareholders' equity. 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 Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is dependent upon external financing or the sale of assets to fund activities. In order to carry future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The approach to capital management has not changed since the prior year, and the Company is not subject to externally imposed capital requirements.

1.17 Other MD&A Requirements

Disclosure of Outstanding Share Data

The Company filed for the consolidation of the Company's issued and outstanding share capital with the TSX Venture Exchange. The TSX Venture Exchange approved this consolidation on April 27, 2017, and on May

1, 2017 the Company's common shares began trading on the basis of 1 post-consolidation common share for every 10 pre-consolidation common shares. The Company's outstanding options and warrants were adjusted on the same basis (1 for 10) as the common shares, with proportionate adjustments being made to the exercise prices. All shares, options and warrants have been retrospectively adjusted to reflect the share consolidation.

At May 31, 2019 there were 47,270,495 outstanding common shares, 1,350,000 outstanding stock options and 16,030,000 share purchase warrants.

On August 29, 2019, the Company consolidated its shares on a one for five basis.

At September 30, 2019, there were 9,454,099 outstanding common shares, Nil outstanding stock options and 2,404,000 outstanding share purchase warrants.

Risks and uncertainties

The Company is in the business of acquiring, exploring and, if warranted, developing mineral properties, which is a highly speculative endeavour, and the Company's future performance may be affected by events, risks or uncertainties that are outside of the Company's control.

The Company's management consider the risks disclosed to be the most significant to potential investors of the Company, but not all risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware or which they consider not be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected.

In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

Foreign Operations

The Company has beneficial ownership of mineral interests in Mexico and Peru, and thus is exposed to various degrees of political, economic and other risks and uncertainties. In particular, the Company's operations and investments if applicable, may be affected by the local and governing political and economic developments including and not limited to: expropriation, invalidation of government orders, permits or agreements pertaining to property rights, political unrest, labour disputes, limitations on repatriation of earnings, limitation on mineral exports, limitations on foreign ownership, inability to obtain or delays in obtaining necessary mining permits, opposition to mining from local, environmental or other non-governmental organizations, government participation, royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations, taxation and changes in laws, regulations or policies as well as by laws of Canada affecting foreign trade, investment and taxation.

Limited Operating History

The Company is still in an early stage of development. The Company is engaged in the business of acquiring, exploring and, if warranted, developing mineral properties in the hope of locating economic deposits of minerals. The Company's mineral interests are in the early stages of exploration and are without a known deposit of commercial ore. The Company has no history of earnings. There is no guarantee that economic quantities of mineral reserves will be discovered on the Company's property.

Exploration and Development Risks

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market and mineral price fluctuations, particular attributes of any deposits (including size and grade), the proximity and capacity of milling facilities, mineral markets and processing equipment, and other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not having an adequate return on investment.

The Company’s mineral properties are in the exploration stage only and are without proven bodies of commercial minerals. Development of any property would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

There is no assurance that the Company's mineral exploration activities and, if warranted, its development activities will result in any discoveries of commercial bodies any minerals. The long-term profitability of the Corporation's operations will, in part, be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Mineral Titles

No assurances can be given that title defects to the Company's mineral interests do not exist. The Company's current mineral properties and other properties it may from time to time acquire an interest in, may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. If title defects do exist, it is possible that the Company may lose all or a portion of its right, title and interest in and to the properties.

Loss of Interest in Properties

The Company may acquire properties, which require the Company to make certain additional payments in order to maintain its interests. The Company's ability to acquire or maintain those interests will be dependent on its ability to raise additional funds by equity and/or debt financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required for the acquisition of its interests in certain properties and could result in delay or postponement of further exploration and the partial or total loss of the Company's interest in such properties.

Permits and Government Regulations

The future operations of the Company will require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing exploration, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on any of its properties.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be temporarily withdrawn where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches.

Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the acquired properties or non-compliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors, from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable standards. There is a risk that environmental laws and regulations may become more onerous, and thus raising the costs of operations.

Competition

The resource industry is intensely competitive in all of its phases. The Company competes with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could adversely affect the Company's ability to acquire suitable properties or prospects for exploration in the future.

Management

The success of the Company is currently dependant on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance that the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business. At this date there are no indications that any change in management cannot be maintained at the current structure.

Conflicts of Interest

Various of the Company's directors, officers and other members of management do, and may in the future, serve as directors, officers, promoters and members of management of other companies involved in the acquisition, exploration and development of mineral resource properties and, therefore, it is possible that a conflict may arise between their duties as a director, officer, promoter or member of the Company's management team and their duties as a director, officer, promoter or member of management of such other companies. The Company's directors and officers are aware of the laws governing accountability of directors and officers for corporate opportunity and the requirement of directors to disclose conflicts of interest. The Corporation will rely upon these laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

Fluctuating Mineral Prices

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of base and precious metals. The price of those commodities has fluctuated widely, and is affected by numerous factors beyond the Company's control, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of base and precious metals, and therefore the economic viability of any of the Company's exploration projects, cannot be accurately predicted.

Additional Funding Requirements

From time to time, the Company will require additional financing in order to carry out its acquisition, exploration and development activities. Failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations. If the Company's cash flow from operations is not sufficient to satisfy its capital or resource expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or be available on favourable terms.

Price Volatility and Lack of Active Market

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Any quoted market for the Company's securities may be subject to such market trends and that the value of such securities may be affected accordingly.

Further Information

Additional information about the Company is available at the Company's website http://www.westminsterres.com.