

**LABRADOR IRON MINES HOLDINGS LIMITED**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
**FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2019**

**Dated: November 27, 2019**

**GENERAL**

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed interim consolidated financial statements and notes thereto of Labrador Iron Mines Holdings Limited (collectively, with its subsidiaries, the "Company") for the three and six months ended September 30, 2019.

All currency amounts in this discussion are expressed in Canadian dollars, unless otherwise indicated. All references to tonnes are dry metric tonnes ("dmt"), unless otherwise indicated. All numerical references to years are "calendar" years, unless otherwise indicated.

This MD&A contains forward-looking statements.

**OVERVIEW**

Labrador Iron Mines Holdings Limited ("LIMH"), through its majority owned subsidiaries Labrador Iron Mines Limited ("LIM") and Schefferville Mines Inc. ("SMI"), is engaged in the exploration and development of iron ore projects in the central part of the Labrador Trough region, one of the major iron ore producing regions in the world, situated in the Menihek area in the Province of Newfoundland and Labrador and in the Province of Quebec, centered near the town of Schefferville, Quebec.

LIM owns extensive iron ore resources as well as mineral exploration claims in Newfoundland and Labrador and in Quebec (collectively, the "Schefferville Projects"). LIM holds current measured and indicated DSO mineral resources of approximately 55 million tonnes at an average grade of 56.8% Fe and inferred resources of 5.0 million tonnes at an average grade of 55.6% Fe on its Schefferville Projects. LIM also holds approximately 50 million tonnes in historical resources in various deposits.

In addition, LIM holds the Elizabeth Taconite Project, which has a current inferred mineral resource estimate (as at June 15, 2013) of 620 million tonnes at an average grade of 31.8% Fe.

In the three-year period of 2011, 2012 and 2013 LIM produced a total of 3.6 million dry metric tonnes of iron ore, all of which was sold in 23 cape-size shipments into the China spot market.

LIM has not undertaken mining operations since 2013, primarily due to generally unfavourable iron ore market conditions, but maintains its properties on a stand-by care and maintenance basis and, subject to securing financing, plans to resume mining operations as soon as economic conditions warrant.

The Company continues to conduct the expenditures required to maintain its mineral claims in good standing, although a number of non-core mineral claims have been dropped or surrendered. LIM's former James Mine and the Silver Yards processing facility have been in progressive reclamation since the termination of mining at the James Mine in 2014. LIM has now substantially completed its environmental regulatory requirements relating to rehabilitation of the former James Mine, the Silver Yards processing site and related infrastructure.

The iron ore market in the first half of 2019 was characterized by significant supply disruptions, particularly in Brazil and Australia, which caused a rapid rise in the iron ore price. After beginning 2019 at US\$70 per tonne (62% Fe CFR China basis), the price rose to a 5 year high of US\$126/tonne in early July, before facing headwinds. The price has subsequently come back to the US\$80-US\$90/tonne range, where it is expected to remain for the balance of 2019.

Development of the Houston Project, which is planned as LIM's next direct shipping ore ("DSO") project, is subject to the availability of development financing, and securing such development financing requires market confidence that an improved level of iron ore prices will be sustained. As described further under "Iron Ore Market Conditions" below, some uncertainty exists about the iron ore market in 2020 and beyond.

The Company has significantly reduced corporate overhead and, combined with the limited cost of site maintenance and standby activities, has succeeded in reducing its ongoing costs significantly.

## **HOUSTON IRON ORE PROPERTY**

The Houston property ("Houston"), is situated in Labrador about 25 km southeast of the town of Schefferville. Together with the Malcolm Deposit, considered to be its northwest extension, the Houston deposits are estimated to contain a resource of 40.6 million tonnes grading 57.6% iron ("Fe"). [Refer to "Qualified Persons" section below.]

The capital investment to put Houston into production is relatively modest, and the lead time for development relatively short, compared with most other iron ore projects under development in the Labrador Trough. Subject to securing financing, the Company plans to pursue development of the Houston Project and resume mining operations when economic conditions warrant.

The revised development plan is based on lower-cost dry crushing and screening only. LIM has identified a higher-grade component of this resource, 20 million tonnes at an average grade of 62% Fe, at a 58% cut-off grade, that is amenable to dry crushing and screening. The initial mine plan will focus on this higher-grade component. The Houston deposits also contain harder ore than the James mine and are anticipated to produce a larger proportion of premium lump product. When in full production, the Houston-Malcolm deposits are expected to produce consistent saleable product of about 2 million tonnes per year, with an initial mine-life of 10 years.

LIM has existing life-of-mine rail agreements with Quebec North Shore and Labrador Railway ("QNS&L") and Tshiuetin Rail Transportation Inc. ("TSH") for the transport of iron ore across the 235 km TSH railway and the 350 km QNS&L railway to the Port of Sept-Iles. These agreements are currently suspended until LIM's mining operations resume. LIM is also seeking additional amendments to be effective when the suspended contracts are reactivated. There are no assurances that LIM will be successful in negotiating such additional amendments to the commercial terms of its major contracts on reasonable or acceptable terms, or at all.

The port handling arrangements for the future shipment of LIM's iron ore production remain subject to ongoing evaluation and finalization. LIM continues to evaluate different options for the unloading, stockpiling and ship loading of LIM's iron ore products at the Port of Sept-Iles, including the potential use of the Port's new multi-user deep-water berth (50 million tonnes per year) in the Port of Sept-Iles where the Port installed a new connecting loading conveyor in 2018. Use of such facility would require negotiation of a new agreement with the Port.

Development of the Houston Project is subject to the availability of development financing. There are no assurances that LIM will be successful in obtaining the required financing and if LIM is unable to obtain such financing, the development of Houston will be postponed.

## **ELIZABETH TACONITE PROPERTY**

The Elizabeth taconite deposit (“Elizabeth”), is located approximately four km west of LIM’s former James Mine. During the 2011 and 2012 field seasons, LIM’s exploration efforts and drill programs identified a large iron orebody, leading to its first independent Inferred mineral resource estimate (as at June 15, 2013) comprising two adjacent deposit areas. Approximately 620 million inferred tonnes at an average grade of 31.8% Fe have been estimated in Elizabeth No. 1 and a potential 350 million to 600 million tonnes at an average grade 31.9% Fe have been estimated in Elizabeth No. 2. [Refer to “Qualified Persons” section below.]

The initial Elizabeth target measures approximately four km long and is made of magnetite and hematite dominant zones. There is significant potential for resource expansion as the deposit remains open along strike to the northwest and southeast.

Elizabeth represents an opportunity to develop a major new taconite operation in the Schefferville region of the Labrador Trough. The Elizabeth property location is advantageous, and has direct access to existing roads, rail bed and power line corridor.

Taconites require upgrading through a concentrator involving a major capital investment which would produce a high-grade saleable iron ore product higher than 68% Fe, which would attract premium prices in the current iron ore market.

Development of the Elizabeth Project would be subject to the availability of development and construction financing. There are no assurances that LIM would be successful in obtaining the required financing for the further development and potential construction of the Elizabeth Project.

## **ONGOING OPERATIONAL ACTIVITIES**

Notwithstanding the challenging environment during the past several years, LIM has continued to conduct a variety of necessary operational activities with the objective of preserving its assets, maintaining its mineral properties on a standby basis and fulfilling environmental and regulatory obligations.

### ***Rehabilitation***

In the fall of 2019 LIM substantially completed the rehabilitation of the former James mine and Silver Yards plant site. The fall 2019 rehabilitation program consisted of dismantling and removing LIM’s wet processing plant which was previously used to process ore from the James mine, but is not planned to be used for Houston. LIM contracted a Montreal-based demolition/recycling firm to complete the project, under the supervision of on-site LIM management. Following demolition, approximately 1,500 tonnes of structural steel and scrap metal were transported from site by rail and recycled, with the proceeds subsidizing the project costs.

Nearby service buildings were also dismantled and all remaining debris (wood, concrete, etc.) from the surrounding area was removed and disposed.

Based on a site inspection performed after completion of the fall 2019 program, LIM expects the release of approximately \$500,000 of restricted cash set aside as financial assurance for such rehabilitation. Such released restricted cash is expected to substantially cover the costs incurred in the fall program.

## *Exploration*

In the summer of 2019, LIM conducted a field exploration program on 13 of its mineral licences located in Labrador. This was the first exploration program undertaken in a number of years.

The objectives of this exploration program were to:

- maintain LIM's mineral licences in good standing;
- examine potential extensions to known mineralization;
- evaluate extensions to existing open pit mines adjacent to LIM mineral licences; and
- identify the potential for buried DSO iron ore deposits in areas of glacial till cover.

Although LIM holds extensive iron ore resources in a number of different deposits, many of these are relatively small (except Houston which is estimated to contain 40 million tonnes). On the other hand, LIM previously held the Howse deposit, which LIM sold in two steps to Tata Steel Minerals Canada ("TSMC") in 2013 and 2015 for a total of \$35 million.

Howse is a large, high grade, DSO deposit, now estimated by TSMC at 46 million tonnes but, unique for the Schefferville area, is completely covered by overburden, unlike all of LIM's other deposits which have surface expression. LIM is particularly interested in continuing exploration on LIM's extensive mineral claims for other buried deposits similar to Howse in size and grade.

Previous exploration programs completed by LIM in earlier years suggest a strong correlation of rare earth elements (REE) and selected trace elements between bedrock and some soil sample media. In order to more fully evaluate the significance of this information, detailed sampling was undertaken over a variety of topographic and geological settings to verify the statistical/economic effectiveness of this type of investigation for future exploration programs.

Closely spaced rock and soil samples were collected along selected lines on various mineral licences. Rock samples, including taconite and red, yellow and blue ores, in addition to other non-ore lithologies, were prepared for both petrographic examination and whole rock and trace element/REE geochemistry. Soil samples were categorized by colour and prepared for trace element and REE geochemistry at certified commercial labs. In addition, screened oversize pebbles in selected soil samples were subjected to both physical identification and litho-geochemistry where pebble content was mostly monolithic.

The summer 2019 exploration program was further intended to draw on LIM's geological information, drilling results, test pit and trench data to enhance the predictability of finding new high-grade mineralization buried below glacial till cover.

More than 350 soil samples, over 100 rock samples and numerous glacial till samples were collected and sent to various labs for geochemistry, petrographic preparation, and till heavy mineral and morphological identification. All samples are currently being prepared for laboratory analyses with results expected before the end of calendar 2019.

## *Near-Term Focus*

Development of the Houston Project, which is planned as LIM's next DSO project, is subject to the availability of development financing, and securing such development financing requires market confidence that the current level of iron ore prices will be sustained. As described further under the "Iron Ore Market Conditions" section below, some uncertainty exists about the iron ore market in 2020 and beyond. LIM will continue to monitor iron ore market conditions as they relate to the availability of development financing.

From a corporate perspective, LIM has significantly reduced corporate overhead and while reducing its ongoing costs significantly, is cognizant that its operations will need to be funded on a care and maintenance basis. The Company is funding its ongoing site standby and general corporate and administrative activities from the proceeds of sale of surplus non-core assets and the release of restricted cash.

In October 2019 LIM completed the sale of its site accommodation camp and the purchaser has agreed to take on responsibility for future site reclamation obligations in place of LIM. The purchaser intends to renovate the camp and recommence operation of the camp to service the accommodation needs of the mining industry in the area, including potentially LIM in the future. As a result of the sale LIM was relieved of the camp upkeep, security, and insurance obligations.

LIM owns the Centre Ferro railway maintenance shop in Sept-Iles, Quebec and continues to rent this railcar facility to third party customers, which covers Centre Ferro's operating costs. In the meantime, LIM continues to advance the potential sale of the property. Completion of the sale of Centre Ferro is a near-term priority for LIM.

## **REQUIREMENT FOR WORKING CAPITAL AND DEVELOPMENT FINANCING**

The Company is funding its ongoing site standby and general corporate and administrative activities from the proceeds of sale of surplus non-core assets and the release of restricted cash. If the Company is unable to generate sufficient proceeds from the sale of surplus non-core assets or the release of restricted cash or otherwise obtain adequate financing, the Company may be required to curtail all its operations and activities.

While the ability to continue corporate and site standby activities over the next 12 months is not dependent on securing additional development financing, the Company will need to secure additional financing to continue as a going concern due to its limited working capital at September 30, 2019. Even if the Company is successful in funding its general working capital needs, if the Company is unable to obtain additional development financing on a timely basis or on reasonable or acceptable terms, then the Company will be unable to pursue development of its iron ore projects.

## **QUALIFIED PERSONS AND TECHNICAL REPORTS**

Scientific and technical information disclosed herein has been prepared under the supervision of Rod Cooper, P.Eng., Chief Operating Officer of the Company who is a Qualified Person within the meaning of NI 43-101.

Technical Report entitled "*Technical Report: Schefferville Area Phase 1 DSO Iron Projects Resource Update, Western Labrador – NE Quebec, Canada*" dated effective June 27, 2014 by Maxime Dupéré, P.Geo. of SGS Canada Inc., who is a Qualified Person and independent person of the Company within the meaning of NI 43-101, filed on SEDAR, may be viewed under the Company's profile at [www.sedar.com](http://www.sedar.com).

Technical Report entitled "*Technical Report Mineral Resource Update of the Houston and Malcolm 1 Property, Labrador West Area, Newfoundland and Labrador and North Eastern Quebec Canada, for Labrador Iron Mines Holdings Limited*" dated effective April 24, 2013 by Maxime Dupéré, P.Geo. of SGS Canada Inc. and Justin Taylor P.Eng. of DRA Americas Inc., both of whom are Qualified Persons and independent persons of the Company within the meaning of NI 43-101, filed on SEDAR, may be viewed under the Company's profile at [www.sedar.com](http://www.sedar.com).

Technical Report entitled "*Mineral Resource Technical Report Elizabeth Taconite Project Labrador*" dated effective June 15, 2013 by George H. Wahl, P.Geo., GH Wahl & Associates Consulting who is a Qualified Person and independent of the Company and within the meaning of NI 43-101, filed on SEDAR, may be viewed under the Company's profile at [www.sedar.com](http://www.sedar.com).

A feasibility study has not been conducted on any of the Schefferville Projects and LIM's decision to undertake commercial production has not been based upon a feasibility study of mineral reserves demonstrating economic and technical viability. Mineral resources, unlike reserves, do not have demonstrated economic viability.

The terms "iron ore" and "ore" in this document are used in a descriptive sense and should not be construed as representing current economic viability.

## **IRON ORE MARKET CONDITIONS**

The iron ore market in the first half of 2019 was characterized by significant supply disruptions, particularly in Brazil and Australia, which caused a rapid rise in the iron ore price. After beginning 2019 at US\$70 per tonne (62% Fe CFR China basis), the price rose to a 5 year high of US\$126/tonne in early July, before facing headwinds. In the second half of the year the price has come back to US\$80-US\$90/tonne, in which range it is expected to remain for the balance of 2019.

In its most recent September-end quarterly report, the Australian government attributes the weaker price in the second half of 2019 to a declining outlook for global steel demand resulting from expectations of a slowing world economy due to the impact of protectionist-oriented global trade tensions. As iron ore is the main steelmaking ingredient, any decline in anticipated steel production has a direct impact on iron ore demand.

Top steelmakers are increasingly presenting a pessimistic outlook for the steel sector as the prolonged trade war between the U.S. and China continues. China produces half of the world's steel and recently revised forecasts of Chinese steel production for the balance of 2019 and 2020 are lower than previous estimates. There is some speculation, however, that infrastructure stimulus measures may be enacted in China and elsewhere that would improve steel demand next year, offsetting somewhat the impact of trade tensions. The current consensus is that China's iron ore imports are expected to decline through 2021 due to the combined impact of potentially flat steel production and a trend towards the use of more scrap steel in the steelmaking process.

While the consensus is that iron ore prices reached a supply driven high midway through 2019, market commentators do not expect an iron ore price collapse following the recent correction. Depending on the level of infrastructure stimulus in China and elsewhere, analysts currently expect the price of iron ore in the US\$80/tonne range in 2020 and potentially lower thereafter.

## **RESULTS OF OPERATIONS**

The former James Mine and the Silver Yards processing facility have been in a progressive reclamation stage since 2014. The Company did not conduct any mining activities during the three and six months ended September 30, 2019. Rather, the Company's focus was on activities required to maintain its mineral properties in good standing, including site reclamation and exploration activities, and controlling costs. The Company made no capital expenditures on property, plant and equipment on its mining properties during the three or six month periods ended September 30, 2019.

### ***Quarter ended September 30, 2019***

On a consolidated basis, the Company reported a net loss of \$0.4 million, or \$0.00 per share during the quarter ended September 30, 2019, compared to net income of \$0.1 million, or \$0.00 per share, during the same quarter of the previous year.

The net loss of \$0.4 million in the current quarter was attributable to site costs of \$0.2 million and corporate and administrative costs of \$0.2 million. Net income of \$0.1 million in the same quarter of the previous year was

attributable to site costs of \$0.15 million and corporate and administrative costs of \$0.2 million, offset by a gain of \$0.45 million on the sale of property and equipment.

Site expenditures during the current quarter consisted mainly of mineral property rental payments and costs related to exploration activities. Site expenditures during the same quarter of the previous year consisted mainly of mineral property rental payments and oversight of site standby activities, but did not include exploration activities. The Company's environmental monitoring requirements, which consisted of monitoring water quality and fish habitat conditions in the lakes and tributaries surrounding the James Mine, concluded at the end of June 2018. Site costs in both the current quarter and the same quarter of the previous year were partly offset by third party income earned by the Company at its rail car repair facility in Sept-Iles, Quebec.

Corporate and administrative costs continue to decline, reflecting a reduction in staff levels and a continuing rationalization of office space and related costs.

The Company continues to conduct the expenditures required to maintain its mineral claims in good standing.

### *Six months ended September 30, 2019*

On a consolidated basis, the Company reported a net loss of \$0.6 million, or \$0.00 per share during the six months ended September 30, 2019, compared to a net loss of \$0.2 million, or \$0.00 per share, during the same six months of the previous year.

The net loss of \$0.6 million in the current six month period was attributable to site costs of \$0.3 million and corporate and administrative costs of \$0.3 million. The net loss of \$0.2 million in the same six month period of the previous year was mainly attributable to site costs of \$0.3 million and corporate and administrative costs of \$0.4 million, offset by a gain of \$0.45 million on the sale of property and equipment.

Site expenditures during the current six month period consisted mainly of mineral property rental payments and costs related to exploration activities. Site expenditures during the same period of the previous year consisted mainly of mineral property rental payments, environmental monitoring and oversight of site standby activities, but did not include exploration activities.

### **SUMMARY OF QUARTERLY RESULTS**

(\$000s, except per share data)	Quarter Ended							
	Dec 31, 2017	Mar 31, 2018	June 30, 2018	Sept 30, 2018	Dec 31, 2018	Mar 31, 2019	June 30, 2019	Sept 30, 2019
Net income (loss)	(238)	(338)	(365)	124	124	(441)	(265)	(364)
Earnings (loss) per share	(0.00)	(0.00)	(0.00)	0.00	0.00	(0.00)	(0.00)	(0.00)
Total assets	4,423	3,572	3,139	3,225	2,796	2,561	2,492	2,533

Net income in the quarter ended September 30, 2018 included a gain on sale of surplus property and equipment of \$0.45 million. Net income in the quarter ended December 31, 2018 included a rehabilitation provision recovery of \$0.3 million.

## **LIQUIDITY AND CAPITAL RESOURCES**

As at September 30, 2019, the Company had current assets of \$0.6 million, consisting of \$0.04 million in unrestricted cash, \$0.06 million in accounts receivable and \$0.5 million in assets held for sale. As at September 30, 2019, the Company also held \$1.9 million in non-current restricted cash. The Company's cash and cash equivalents are invested in an investment grade short-term money market fund and deposits with a major Canadian bank.

Current liabilities, which consisted mainly of accounts payable, accrued liabilities and an advance from a director, were in aggregate \$1.1 million at September 30, 2019.

The Company had a working capital deficit of \$0.5 million at September 30, 2019. The Company has no current or long-term bank debt.

The Company is funding its ongoing site standby and general corporate and administrative activities from the proceeds of sale of surplus non-core assets and the release of restricted cash. The Company needs to generate sufficient proceeds from such activities or secure alternative financing to continue as a going concern. During the three months ended September 30, 2019 the Company was advanced \$250,000 by a director. This advance is non-interest bearing and is to be repaid upon completion of the sale by the Company of the Centre Ferro property.

While the ability to continue corporate and site standby activities over the next 12 months is not dependent on securing additional development financing, the Company's ability to further explore and develop any of its projects is dependent on completing such additional development financing. The Company will need to secure development financing to fund the development of the Houston Project. If the Company is unable to obtain additional development financing on a timely basis or on reasonable or acceptable terms, then the Company will be unable to pursue its Houston Project.

There are no assurances that the Company will be successful in generating sufficient proceeds from the sale of surplus non-core assets, the release of restricted cash or the completion of an alternative financing to continue as a going concern. If the Company is unable to obtain adequate additional financing or liquidity in the immediate term, the Company will be required to curtail all its operations and activities and may be required to conduct a liquidation process. Failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis, which may differ from the going concern basis.

## **OFF BALANCE SHEET ARRANGEMENTS**

The Company has no off balance sheet arrangements.

## **OBLIGATIONS AND CONTRACTUAL COMMITMENTS**

The Company has suspended its principal rail transportation contracts and any ongoing financial commitments under such transportation contracts until LIM's mining operations resume.

The Company has suspended its impact benefit agreements with various First Nations communities, including a suspension of the ongoing commitments in accordance with the terms of such agreements, until LIM's mining operations resume.

Notwithstanding that LIM has suspended or terminated its major commercial contracts, the Company is also seeking additional amendments to be effective when the suspended contracts are reactivated. There are no assurances that LIM will be successful in negotiating such additional amendments to the commercial terms of its major contracts on reasonable or acceptable terms, or at all.

The Naskapi Nation of Kawawachikamach submitted a claim in the amount of \$3.0 million against LIM as part of the Company's 2015 CCAA process, which claim was rejected and remains contested, and is being dealt with pursuant to dispute resolution provisions of the Plan of Arrangement approved by the Court in December 2016 to be resolved by the Court. The Company has not recognized the unresolved claim as a liability as the outcome of the claim is not determinable at this time and the full amount of the unresolved claim is treated as a contingent liability.

## **FINANCIAL INSTRUMENTS**

The Company's treasury policy is to invest its cash and cash equivalents in investment grade short-term money market funds and deposits with a major Canadian bank. The Company monitors these investments and is satisfied with the credit rating and liquidity of its bank. The Company has never held any asset backed financial instruments.

The Company has designated its cash and cash equivalents as "held for trading", which are measured at fair value. Fair value estimates of financial assets are made at the statement of financial position date based on relevant market information and information about the financial instruments.

As at September 30, 2019, the carrying amounts and fair value of the Company's financial instruments were considered to be the same, primarily because of the short term nature and liquidity of these instruments. As at September 30, 2019, the Company did not hold any balances in foreign currencies, other than United States dollars.

The Company has included disclosure concerning some of the risk factors relating to its financial instruments in Note 21 to its unaudited condensed interim consolidated financial statements for the three and six months ended September 30, 2019.

## **OUTSTANDING SHARE CAPITAL**

The Company's authorized share capital is an unlimited number of common shares.

The following is the outstanding share capital of the Company as at September 30, 2019 and the date of this MD&A.

<b>Security</b>	<b>Number</b>
Common shares	162,364,427
Deferred share units	1,077,362

The deferred share units represent stock-based compensation previously granted to independent directors under the Company's Deferred Share Unit Plan. The grant of new deferred share units was waived by directors and suspended effective March 31, 2014.

The Company did not have any share purchase options or share purchase warrants outstanding as at September 30, 2019 and the date of this MD&A.

The common shares of the Company trade on the OTC Pink Open Market under symbol LBRMF. The Company is taking the necessary steps to upgrade to the "Current" tier of the OTC Pink Open Market and, subject to OTC Markets approval, the expected timing of this upgrade is in the coming month. The Company continues in good standing as a Reporting Issuer in all the Provinces of Canada, and in compliance with all of the requirements of the Securities Acts and Securities Regulations in Canada. All public filings of the Company may be inspected under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Additionally, the Company intends to seek a new stock exchange listing on either the TSX or an alternative stock exchange at an appropriate time.

## **TRANSACTIONS WITH RELATED PARTIES**

The related parties with which the Company transacted during the six months ended September 30, 2019 were Energold Minerals Inc. (“Energold”), a corporation controlled by John F. Kearney, Buchans Resources Limited (“Buchans”), a company in which John F. Kearney, Neil J.F. Steenberg and Danesh Varma serve as directors and officers, and Steenberglaw Professional Corporation (“Steenberglaw”), a legal professional services corporation controlled by Neil J.F. Steenberg. John F. Kearney is an officer and director of the Company, Neil J.F. Steenberg is an officer of the Company and Danesh Varma is a director of the Company.

During the six months ended September 30, 2019, the Company had an office sharing arrangement with Buchans pursuant to which the Company incurred office rent of \$18,000 (2018 - \$45,000).

During the six months ended September 30, 2019, the Company incurred costs payable to Energold in the amount of \$15,000 (2018 - \$15,000) for administrative services. During the same period Energold advanced \$250,000 (2018 - \$Nil) to the Company on a temporary basis. This advance is non-interest bearing and is to be repaid upon completion of the sale of the Centre Ferro property.

During the six months ended September 30, 2019, the Company incurred professional fees in respect of legal services provided by Steenberglaw in the amount of \$1,680 (2018 - \$5,334).

These related party transactions were in the normal course of operations and are measured at fair value, which is the amount of consideration established and agreed to by the related parties. It is management’s estimation that these transactions were undertaken at market rates under the same or similar terms and conditions as transactions with non-related parties.

## **CRITICAL ACCOUNTING ESTIMATES**

### *Use of estimates*

The preparation of the 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 and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from estimates. During the periods presented, management has made a number of significant estimates and valuation assumptions, including the recoverability of investments in mineral property interests, property, plant and equipment, the fair value of stock options and the valuation of capital lease obligations and asset retirement obligations. These estimates and valuation assumptions are based on historical experience, present conditions and management's planned course of action, as well as assumptions about future business and economic conditions. The use of different assumptions could result in different estimates. Should future business and economic conditions deteriorate, or the underlying valuation assumptions and estimates change, the recorded amounts could change by a material amount.

### *Mineral property interests*

The Company evaluates the carrying amount of its mineral properties when events or changes in circumstances warrant and tests for recoverability of the long life asset value. A test for recoverability is performed to determine if the estimated fair value exceeds the carrying amount of the asset. Measurement of any impairment loss is determined by the estimated fair value of the assets based on the best information available at the time, including a discounted cash flow methodology and estimates of comparable asset values in the market. Where an impairment is subsequently reversed, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount and the carrying amount that would have been recorded had no impairment been previously recognized.

Estimated cash flows based on expected future production, operating costs and capital costs estimates, and forecasts of commodity prices and exchange rate assumptions are included in the determination of fair value. In assessing the

future estimated cash flows, management uses various estimates including, but not limited to, future operating and capital costs as well as future iron ore prices and estimates based upon measured, indicated and historical resources. By their very nature, there can be no assurance that these estimates will actually be reflected in the future operation of the Schefferville Projects.

Significant judgments and assumptions are required in making estimates of fair value. It should be noted that the valuations are subject to variability in key assumptions including, but not limited to, forecasts of iron ore prices, currency exchange rates, discount rates, production, operating and capital costs. A change in one or more of the assumptions used to estimate fair value could result in a change in fair value.

Any estimate of future cash flows is subject to risks and uncertainties and it is reasonably possible that changes in estimates could occur which may affect the expected recoverability of investments in mining properties. The ultimate recoverability of amounts deferred for mineral property interests is dependent upon, among other things, obtaining the necessary development financing.

### ***Rehabilitation Provision***

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and waste sites, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas.

The obligation generally arises when the asset is installed or the ground/environment is disturbed at the production location. When the liability is initially recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related mining asset to the extent that it was incurred prior to the production of related ore. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognized in the consolidated statement of operations as a finance cost. Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and rehabilitation liability when they occur. For closed sites, changes to estimated costs are recognized immediately in the consolidated statement of operations.

The Company has established a rehabilitation provision relating to its Stage 1 mining operations. The present value of this rehabilitation provision has been estimated under IFRS as approximately \$2.1 million as at September 30, 2019.

In determining the present value of the rehabilitation provision as at September 30, 2019, the Company has assumed an inflation rate of 2.1% and a discount rate of 1.55%. Elements of uncertainty in estimating this amount include changes in the projected life of mining operations, reclamation expenditures incurred during ongoing operations and reclamation and remediation requirements and alternatives.

### **NEW ACCOUNTING STANDARDS**

The Company is not aware of any new accounting standards that have a material impact on the Company's consolidated financial statements for the three and six months ended September 30, 2019.

## **RISKS AND UNCERTAINTIES**

In conducting its business, the Company faces a number of risks and uncertainties. A summary of the principal risks and uncertainties which the Company faces is set out below.

### ***Financing and Going Concern***

As at September 30, 2019, the Company had a working capital deficit of \$0.5 million.

The continued operation and successful development of the Company's properties depends upon the Company's ability to obtain financing through private placement financing, public financing, advance payment for product, the joint venturing of projects, bank financing or other means. There is no assurance that the Company will be successful in obtaining such required financing.

Several conditions discussed below create a material uncertainty about the Company's ability to continue as a going concern. The Company will need to generate additional financial resources or liquidity to address its ongoing working capital requirements. The Company's planned development programs, including development of the Houston Project, will require additional initial mine development financing and additional working capital.

There is a significant risk that additional financing will not be available to the Company on a timely basis or on acceptable terms.

There are no assurances that the Company will continue to be able to obtain additional financial resources and/or achieve positive cash flows or profitability. The Company has not achieved profitable operations, has an accumulated deficit since inception and expects to incur further losses in the development of its business. If the Company is unable to obtain adequate additional financing the Company will be required to curtail standby activities and all exploration and development activities and may be required to liquidate its assets. Failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis which may differ significantly from the going concern basis.

The ongoing development of the Company's properties, including its Houston Project, will require substantial additional capital investment. Failure to secure additional financing would result in delaying or indefinite postponement of development or production of these properties. There can be no assurance that such additional financing will be available when needed or that, if available, the terms of such financing will be on terms favourable to the Company.

### ***No Assurance of Profitable Production***

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 that are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital. Many of the Company's mineral claims are in the exploration stage only and are without a known body of commercial mineralization.

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. 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. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors.

Mining operations, such as those experienced at the James Mine and anticipated at Houston or other deposits, generally involve a high degree of risk. Such operations are subject to all of the hazards and risks normally encountered in the exploration for, and the development and production of, iron ore, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Processing operations are subject to hazards such as equipment failure, changes in ore characteristics, such as rock hardness, and mineralogy which may impact production rates and iron ore recovery, or failure of retaining dams which may result in environmental pollution and consequent liability.

A feasibility study has not been conducted on any of the Schefferville Projects and the Company's plan to undertake commercial production from the Houston deposits has not been based upon a feasibility study of mineral reserves demonstrating economic and technical viability. Accordingly, there is an increased risk of economic or technical failure as the volume and grade of iron ore mined and processed and recovery rates may not be the same as currently anticipated. Any material reductions in estimates of mineral resources, or of the Company's ability to extract iron ore, could have a material adverse effect on the Company's results of operations and financial condition.

The successful commercial development of the Company's properties will depend upon the Company's ability to obtain financing through private placement financing, public financing, joint venturing of projects, bank financing, commodity financing or other means. The Company has not achieved profitable operations, has an accumulated deficit since inception and expects to incur further losses in the development of its business. There can be no assurance that the Company will be successful in obtaining any required financing or in obtaining financing on reasonable or acceptable terms.

The Company has limited experience in placing resource properties into production, and its ability to do so will be dependent upon using the services of appropriately experienced personnel or entering into agreements with other major resource companies that can provide such expertise. There can be no assurance that the Company will have available to it the necessary expertise when and if the Company places its resource properties into production and whether it will produce revenue, operate profitably or provide a return on investment in the future.

### ***Fluctuating Iron Ore Prices and Ocean Freight Rates***

The viability of the Company's Schefferville Projects is dependent on the sale price of iron ore in the seaborne market. Factors beyond the control of the Company may affect the marketability of iron ore or other metals.

Metal prices, including iron ore prices, are subject to significant fluctuation and are affected by a number of factors which are beyond the control of the Company. The principal risk factors include: diminished demand which may arise if rates of economic growth in China and India decline or are not sustained; increases in supply resulting from the development of new sources of iron ore or expansion of existing operations by the world's largest iron ore producers, or supply interruptions due to changes in government policies in iron ore consuming nations, war, or international trade embargoes. The effect of these factors on the Company's operations cannot be predicted.

The main destination for the seaborne iron ore market is currently China and bulk carrier ocean freight rates to China are a significant cost that affects the net prices received from the sale of iron ore. Factors beyond the control of the Company affect ocean freight rates. Supply and demand for ocean going vessels, fuel costs and foreign currency exchange rates, among other factors, can contribute to significant ocean freight rate volatility.

### ***Uncertainty in the Estimation of Mineral Resources***

There is a degree of uncertainty to the calculation of mineral resources and corresponding grades being mined or dedicated to future production. Until mineral resources are actually mined and processed, the quantity of mineral resources and corresponding grades must be considered as estimates only. In addition, the quantity of mineral resources may vary depending on, among other things, metal prices. Any material change in quantity of mineral resources, grade or stripping ratio may affect the economic viability of the Schefferville Projects. In addition, there can be no assurance that iron ore recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. Fluctuation in iron ore prices, results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may require revisions of such estimates. The volume and grade of iron ore mined and processed and recovery rates may not be the same as currently anticipated. Any material reductions in estimates of mineral resources, or of the Company's ability to extract iron ore, could have a material adverse effect on the Company's results of operations and financial condition. Mineral resources, unlike mineral reserves, do not have demonstrated economic viability.

### ***Uncertainty Relating to Inferred Mineral Resources***

Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to measured and indicated resources as a result of continued exploration, or that measured and indicated resources will be converted into proven and probable mineral reserves.

### ***Need for Additional Mineral Reserves and Mineral Resources***

Because mines have limited lives, the Company will be required to continually replace and expand its mineral resources as its mines produce iron ore. The life-of-mine estimates may not be correct. The Company's ability to maintain or increase production of iron ore in the future will be dependent in significant part on its ability to bring new mines into production and to expand mineral resources. The Company does not report any mineral reserves.

### ***Transportation and Port Infrastructure***

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. The Company's operations require rail transportation from the Schefferville region to a sea port and ship berthing, storage and loading facilities at such port.

The Company's iron ore product is transported via a 560 km railway line between Schefferville and the Port of Sept-Iles. This railway line is comprised of two sections, the Menihek Division railway line owned by TSH, which runs approximately 200 km between Schefferville and Emeril Junction, and the QNS&L railway line, which continues the remaining approximately 360 km to Sept-Iles. At Sept-Iles (Arnaud Junction), the QNS&L railway line connects to the Arnaud Railroad (Chemin de fer Arnaud), which runs approximately 34 km around the bay to the port terminal at Pointe-Noire.

In January 2016, as part of the Cliffs' CCAA proceedings, the Court approved the sale of Cliffs' port assets at the Pointe Noire area of the Port of Sept-Iles to Investissement Quebec, the investment arm of the Government of Quebec, for a purchase price of \$68 million plus the assumption of environmental liabilities. The port assets were subsequently transferred to Société Ferrovaire et Portuaire de Pointe Noire (a public private partnership). The SFPPN port assets include the Wabush yard, dumper and loader, the Bloom Lake dumper and loader and the Arnaud Railway which connects that part of the Port to the QNSL railroad of IOC, which in turn connects the Port to Labrador City and, via the TSH railway, to Schefferville.

Although the Company has previously negotiated agreements covering rail transportation to the Port of Sept-Iles and berthing, storage and loading facilities at Sept-Iles, the Company needs to renegotiate these agreements and re-set these arrangements. There can be no assurance that such renegotiations will be successful. There can be no assurance that reductions in capital requirements under these contracts can be achieved. Failure of such arrangements or the inability to renegotiate them on economically feasible terms could render the Schefferville Projects unviable.

The port handling arrangements for the future shipment of LIM's iron ore production remain subject to ongoing evaluation and finalization. The Company continues to evaluate different options for the unloading, stockpiling and ship loading of the Company's iron ore products at the Port of Sept-Iles. These include the potential use of the SFPPN port assets and/or the Port's new multi-user deep water dock and/or other facilities in the port of Sept-Iles. Use of such facilities would require negotiation of a new agreement(s) with SFPPN and/or the Port.

### ***Ability to Attract and Retain Qualified Personnel***

The operation of the Company is currently largely dependent on the performance of its directors and officers. There is no assurance the Company can maintain the services of its directors and officers or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and its prospects.

The Company is dependent on the services of key executives, including the Chairman and Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer and the Senior Vice President Operations, some of whom are currently engaged on a part-time or consulting basis only. Due to the relatively small size of the Company, the loss of any of these persons or the Company's inability to retain these personnel or attract and retain additional highly skilled or experienced employees would adversely affect its business and future operations.

In common with all other mining operations in Canada and worldwide, the Company is competing for limited available skilled manpower, including professional, technical and trades personnel. The demand for skilled personnel in the Labrador Trough region may increase the Company's costs of operating which could have a material adverse effect on the Company's results of operations and financial condition.

Recruiting and retaining qualified personnel is critical to the Company's business. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is often intense. Upon resumption of mining operations, additional key financial, administrative and mining personnel as well as additional operations staff will be required. Although the Company believes it will be successful in attracting, training and retaining qualified personnel for future operations, there can be no assurance of such success. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of operations could be affected.

### ***Government Regulation and Permitting***

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various federal, provincial or territorial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, water use, environmental protection, land claims of local people, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that will require the Company to obtain permits, licences and approvals from various governmental agencies.

The main permits, licenses, approvals, and other forms of authorization required for the development of a mine in Labrador must be obtained from both the Government of the Province of Newfoundland and Labrador and the Government of Canada. These consist of a Mining Lease and a Permit to Mine issued under the *Mining Act* (Newfoundland and Labrador) and an approval and release of the project under *the Environmental Protection Act* (Newfoundland and Labrador) and, potentially, the *Environmental Assessment Act* (Canada).

Legislation principally applicable to the permitting process by the Government of Newfoundland and Labrador includes (i) the *Environmental Protection Act*, the *Water Resources Act* and the *Endangered Species Act* administered by the Department of Environment and Conservation; (ii) the *Mining Act* administered by the Department of Natural Resources; and (iii) the *Occupational Health & Safety Act* and the *Workplace Health, Safety and Compensation Act* administered by the Department of Government Services.

Legislation principally applicable to the permitting process by the Government of Canada includes (i) the *Environmental Assessment Act*, the *Environmental Protection Act* and the *Species at Risk Act* all administered by Environment Canada; (ii) the *Fisheries Act* administered by Fisheries and Oceans Canada; and (iii) the *Navigable Waters Protection Act* and the *Transportation of Dangerous Goods Act* administered by Transport Canada.

The Company must obtain various regulatory approvals, permits and licences and there is no assurance that such approvals will be obtained. There can be no assurance, however, that all permits, licences and approvals that the Company may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis.

The Closure and Rehabilitation Plan for the Houston 1 and Houston 2 deposits has been approved to allow for initial development. In order to fully develop the Company's Houston Project, the Closure and Rehabilitation Plan for the Houston 3 deposit must be approved by the Newfoundland Department of Natural Resources. The Malcolm deposit, included in the Houston project, has not been permitted by the Province of Quebec and is proposed to be developed in the second half of the project timeline.

Environmental laws and regulations are complex and have tended to become more stringent over time. These laws are continuously evolving. There can be no assurance that such laws and regulations will not have an adverse effect on any mining project which the Company might undertake. The Company is not able to determine the impact of any future changes in environmental laws and regulations.

Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. No assurance can be given that new rules and regulations will not be enacted or made, or that existing rules and regulations will not be applied, in a manner which could limit or curtail production or development.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

### *Political and Aboriginal / First Nations*

The Company conducts its operations in western Labrador in the Province of Newfoundland and Labrador and in north-eastern Quebec, which areas are subject to conflicting First Nations land claims. There are a number of First Nations peoples living in the Quebec-Labrador peninsula with overlapping claims to asserted aboriginal land rights. Aboriginal claims to lands, and the conflicting claims to traditional rights between aboriginal groups are not currently governed by any existing treaty rights and may have an impact on the Company's ability to develop the Schefferville Projects. The boundaries of the traditional territorial claims by these groups, if established, may impact on the areas which constitute the Schefferville Projects. Mining licenses and their renewals may be affected by land and resource rights negotiated as part of any settlement agreements entered into by governments with First Nations.

There are a number of Innu groups based in Quebec (including Schefferville and Sept-Iles) who assert aboriginal rights in Quebec and Labrador. The Innu of Quebec, located at Matimekush-Lac Jean near Schefferville, and at the communities of Uashat Takuaiakan mak Mani-Utenam, near Sept-Iles, assert aboriginal rights to traditional lands which include parts of Quebec and Labrador. Members of the Innu Uashat Takuaiakan mak Mani-Utenam, near Sept-Iles, Quebec, claim ownership of some registered trap lines in the Schefferville area.

The Innu of Matimekush-Lac John and Uashat Takuaiakan mak Mani Utenam are two of five Innu communities living in northeastern Quebec who in 2009 formed the "Innu Strategic Alliance" seeking to have their ancestral rights on their traditional lands which extend on both sides of Quebec-Labrador border recognized by Governments. At various times, the Innu Strategic Alliance has stated that, in order to have their ancestral rights, including the caribou hunt recognized, the Quebec Innu would if necessary seek to block natural resource development projects in Labrador and Quebec, such as the Churchill hydroelectric project in Labrador, the La Romaine hydro-electric project in Quebec and mining projects near Schefferville. In June 2010, the Innu Strategic Alliance set up a barricade on the road leading from the town of Schefferville to the mining projects of two companies, including the Company, "to ensure protection of their rights". This barricade was removed by the Innu in early September 2010.

The Company entered into Impact Benefit Agreements or Economic Development Agreements (collectively, "IBAs") with the Innu Nation of Labrador (July, 2008), the Naskapi Nation of Kawawachikamach (September, 2010), the Innu of Matimekush-Lac John (Schefferville) (June, 2011), and the Innu Takuaiakan Uashat Mak Mani-Utenam (Sept-Iles) (February, 2012) with respect to the development and operation of the Schefferville Projects. The Company also entered into an Economic Partnership Agreement (December, 2012) with the NunatuKavut Community Council, representing the Southern Inuit of Labrador.

Under the IBAs and the Economic Partnership Agreement, the Company agreed to use its best efforts to provide employment and training opportunities for members of these communities and business opportunities for local aboriginal-owned and operated businesses. The Company also agreed to provide these aboriginal groups with a financial participation in the Schefferville Projects based, in part, on iron ore production. The Company further agreed to take certain social and environmental protection measures to mitigate the impact of the Schefferville Projects on local communities. Through the IBAs and Economic Partnership Agreement, the First Nations groups have consented to the Company's projects and have agreed to provide the Company continuing and unobstructed access to, and equitable enjoyment of, the iron ore projects and its properties. The Naskapi Nation of Kawawachikamach submitted a claim under its Economic Development Agreement against LIM as part of the 2015 CCAA process, which claim was rejected and remains contested, and is being dealt with pursuant to dispute resolution provisions of the Plan of Arrangement approved by the Court.

The Company has suspended its impact benefit agreements, and the ongoing financial commitments under such agreements, with various First Nations communities in accordance with the terms of such agreements until the Company's mining operations resume. There can be no assurance that the Company will be successful in maintaining

these agreements and its relationships with any First Nations groups who may assert aboriginal rights or may have a claim which affects the Company's properties or may be impacted by the Schefferville Projects.

### ***Environmental Risks and Hazards***

The Company's activities are subject to extensive national, provincial, and local laws and regulations governing environmental protection and employee health and safety. The Company is required to obtain governmental permits and provide bonding requirements under environmental laws. All phases of the Company's operations are subject to environmental regulation. These regulations mandate, among other things, the maintenance of water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner, which will require stricter standards and enforcement, increased fines and penalties for non-compliance, and more stringent environmental assessments of proposed projects. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. In particular, a carbon tax on the emission of carbon dioxide from the burning of fossil fuels is likely to be implemented at both the provincial and federal level in the next few years.

The ultimate amount of reclamation to be incurred for the planned mining operations at the Schefferville Projects is uncertain. Although the Company will make provision for reclamation obligations when these arise, it cannot be assured that these provisions will be adequate to discharge its obligations for these costs. Environmental hazards may exist on the properties in which the Company holds interests which have been caused by previous owners or operators of the properties. As environmental protection laws and administrative policies change, the Company will revise the estimate of its total obligations and may be obliged to make further provisions or provide further security for mine reclamation cost.

Environmental laws and regulations are complex and have tended to become more stringent over time. These laws are continuously evolving. Any changes in such laws, or in the environmental conditions at the Schefferville Projects, could have a material adverse effect on the Company's financial condition, liquidity or results of operations. The Company is not able to predict the impact of any future changes in environmental laws and regulations on its future financial position due to the uncertainty surrounding the ultimate form such changes may take.

Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence at the Schefferville Projects, the Company must obtain regulatory approval, permits and licenses and there is no assurance that such approvals will be obtained. No assurance can be given that new rules and regulations will not be enacted or made, or that existing rules and regulations will not be applied, in a manner which could limit or curtail production or development.

Failure to comply with applicable environmental and health and safety laws can result in injunctions, damages, suspension or revocation of permits and imposition of penalties. There can be no assurance that the Company has been or will be at all times in complete compliance with all such laws, regulations and permits, or that the costs of complying with current and future environmental and health and safety laws and permits will not materially adversely affect the Company's business, results of operations or financial condition. Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs, or require abandonment or delays in development of mining properties.

### *Legal Title and Ownership Risks*

Ownership of mineral rights in Newfoundland and Labrador is either through mineral claims, called “Mineral Rights Licenses”, issued by the Department of Natural Resources, Province of Newfoundland and Labrador at the exploration stage, or Mining Leases at the production stage.

Mineral Rights Licenses in the Province of Newfoundland and Labrador consist of a number of claim units which are either “ground staked” or “map staked claims”. A “map staked license” means a license giving the holder the exclusive right to explore for minerals in an area shown on maps maintained in the Department of Natural Resources and described in accordance with the Mineral Act (Newfoundland and Labrador) (“NFMA”).

Subject to the terms under which the Mineral Rights License is issued, the licensee has the exclusive right to explore for minerals, in, on or under the area of land described in the license. In order for a Mineral Rights License to remain in good standing with the Government of Newfoundland and Labrador, the license has to be renewed every fifth year on the anniversary date. A Mineral Right License confers no right to remove minerals except for sampling, assaying and testing purposes. The holder of a License is required to expend assessment work: (a) for each year of the first extended term, years 6-10, by multiplying the number of claims or units held under the license by \$600; (b) for each year of the second extended term, years 11-15, by multiplying the number of claims or units held under the license by \$900; and (c) for each year of the third extended term, years 16-20, by multiplying the number of claims or units held under the license by \$1,200.

The holder of a Mineral Rights License has a right to be issued a mining lease for a reasonable period, not exceeding 25 years, that the Minister may determine, and subject to certain provisions. A mining lease issued under the NFMA provides for an annual rental fee as set out in the NFMA.

In Quebec, the ownership and granting of mining titles for mineral substances is primarily governed by the *Mining Act* (the Act) and related regulations. A claim gives its holder the exclusive right to explore for mineral substances on the land subject to the claim but does not entitle its holder to extract mineral substances, except for sampling and in limited quantities. In order to mine mineral substances, the holder of a claim must obtain a mining lease.

In Quebec, a claim has a term of two years, which is renewable for additional periods of two years, subject to performance of minimum exploration work on the claim and compliance with other requirements set forth by the Act. In certain circumstances, if insufficient or if no work has been carried out at all, it is possible for the claimholder to comply with the minimum work obligations by using work credits for exploration work conducted on adjacent parcels or by making a payment in lieu of the required work. In Quebec, a mining lease is granted to the holder of one or several claims upon proof of the existence of indicators of the presence of a workable deposit on the area covered by such claims and compliance with other requirements prescribed by the Act. A mining lease has an initial term of 20 years but may be renewed for three additional periods of 10 years each.

To maintain the Company’s mineral licenses, claims and leases in good standing, the Company is required to incur prescribed minimum annual exploration expenditures and pay fees. Failure to make either the annual payments and incur the minimum annual exploration expenditures, or comply with the conditions of the leases, may result in either the cancellation or forfeiture of the mineral licenses, claims or leases.

Title to mineral properties and mining rights involves certain inherent risks including difficulties in identification of the actual location of specific properties. The Company sometimes relies on contracts with third parties and on title opinions by legal counsel who base such opinions on the laws of Newfoundland and Labrador and/or Quebec and the federal laws of Canada applicable therein. Although the Company has investigated title to all of its mineral properties for which it holds interests, the Company cannot give assurance that title to such properties will not be challenged or impugned or become the subject of title claims by First Nation groups or other parties.

Although the Company has exercised the usual due diligence with respect to determining title to and interests in the properties which comprise its Schefferville Projects, there is no guarantee that such title to or interests in such properties will not be challenged or impugned and title insurance is generally not available.

### ***Factors Beyond Company's Control***

The exploration and development of mineral properties and the marketability of any minerals contained in such properties will be affected by numerous factors beyond the control of the Company. These factors include government regulation, high levels of volatility in market prices, availability of markets, availability of adequate transportation and processing facilities and the imposition of new or amendments to existing taxes and royalties. The effect of these factors cannot be accurately predicted.

### ***Insurance and Uninsured Risks***

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in development or mining, monetary losses and possible legal liability.

Although the Company will purchase insurance to protect against certain risks in such amounts as it considers reasonable, such insurance may not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

### ***Foreign Currency Exchange***

Exchange rate fluctuations may affect the costs that the Company incurs in its operations. The Company's equity financing activities and operating costs have been denominated in Canadian dollars, while the Company's advance payment off-take financing activities and iron ore sales have been denominated in U.S. dollars. The appreciation of the U.S. dollar against the Canadian dollar, may have a significant impact on the Company's financial position and results of operations in the future.

### ***Conflicts of Interest***

Certain of the directors and officers of the Company also serve as directors and/or officers of, or have significant shareholdings in, other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the *Business Corporations Act* (Ontario) and other applicable laws.

To the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for the approval of such participation or such terms.

From time to time several companies may collectively participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment.

Under the laws of the Province of Ontario, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining if the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

## **ADDITIONAL INFORMATION**

Additional information regarding the Company is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com), including the unaudited condensed interim consolidated financial statements for the three and six months ended September 30, 2019 and the audited consolidated financial statements for the year ended March 31, 2019.

## **FORWARD LOOKING STATEMENTS**

*This Management's Discussion and Analysis contains certain forward-looking statements relating to, but not limited to, the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, delays in the development of projects, changes in exchange rates, fluctuations in iron ore prices, inflation and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. There can be no assurance that the Company will be successful in maintaining any agreement with any First Nations groups who may assert aboriginal rights or may have a claim which affects the Company's properties or may be impacted by the Schefferville Projects. Shareholders and prospective investors should be aware that these statements are subject to known and unknown risks uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.*