Colonial Coal International Corp.

Management's Discussion and Analysis of Financial Position and Results of Operations ("MD&A")

The following information, prepared as of November 19, 2015, should be read in conjunction with the audited consolidated financial statements of Colonial Coal International Corp. ("CCIC" or the "Company") as at and for the year ended July 31, 2015 which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated.

This MD&A contains forward looking statements. For a description of assumptions made in developing the forward-looking statements and the material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see the "Forward-Looking Statements" and the "Risks and Uncertainties" sections below.

Forward-Looking Statements

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Forward-looking statements may include words such as "plans", "intends", "anticipates", "should", "estimates", "expects", "believes", "indicates", "suggests" and similar expressions.

This MD&A and in particular the "Outlook" section, contains forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors. Information concerning mineral resource estimates and the interpretation of drill results may also be considered as a forward-looking statement; as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed.

It is important to note that:

- Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of November 19, 2015.
- Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize. Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements include, but are not limited to, possible variations in mineral resources; availability of sufficient financing to fund planned or further required work in a timely manner and on acceptable terms; and political, regulatory, environmental and other risks of the mining industry.
- Subject to applicable laws, the Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

The material assumptions that were applied in making the forward-looking statements in this MD&A include, but are not limited to: statements regarding the Company's litigation to enforce its rights and its objective to redevelop Watson Island; statements regarding estimated mineral resources and annual clean coal production at the Huguenot Coal Project; and the interpretation of exploration programs and drill results and execution of the Company's existing plans or exploration programs at its coal projects, any of which may change due to changes in the views of the Company or if new information arises which makes it prudent to change such plans or programs.

Cautionary Note Regarding Reserve and Resource Estimates

The material in this MD&A has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of U.S. securities laws. Unless otherwise indicated, all resource estimates included in this MD&A have been prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining and Metallurgy Classification System. NI 43-101 is a rule developed by the Canadian Securities Administrators which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Canadian standards, including NI 43-101, differ significantly from the requirements of the United States Securities and Exchange Commission ("SEC"), and resource and reserve information contained herein may not be comparable to similar information disclosed by U.S. companies. In particular, and without limiting the generality of the foregoing, the term "resource" does not equate to the term "reserves". Investors should also understand that "inferred mineral resources" have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an "inferred mineral resource" will ever be upgraded to a higher category. The estimation of quantities of resources and reserves is complex, based on significant subjective assumptions and forward-looking information, including assumptions that arise from the evaluation of geological, geophysical, engineering and economic data for a given ore body. This data could change over time as a result of numerous factors, including new information gained from development activities, evolving production history and a reassessment of the viability of production under different economic conditions. Changes in data and/or assumptions could cause reserve estimates to substantially change from period to period. No assurance can be given that the indicated level of mineral will be produced. Actual production could differ from expected production and an adverse change in mineral prices could make a reserve uneconomic to mine. Variations could also occur in actual ore grades and recovery rates from estimates.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Risks and Uncertainties".

General

On March 31, 2015, the Company completed the acquisition of all of the common shares of Tuya Energy Inc. ("Tuya"), a private company with five directors in common, pursuant to a court approved plan of arrangement under the *Business Corporations Act* (British Columbia) (the "Arrangement"). Upon completion of the Arrangement, each common share of Tuya was exchanged for 0.5 of a common share of the Company with the result that the former shareholders of the Company and former shareholders of Tuya held approximately 67% and 33%, respectively, of the total issued and outstanding shares of the Company.

The acquisition has been accounted for as a purchase of assets with the assets acquired and liabilities assumed being recorded at the cost of the acquisition based on the total consideration. Tuya's results of operations have been included in the Company's consolidated financial statements from March 31, 2015, the date the Arrangement was completed.

On October 20, 2015, the Company announced a proposed private placement in the amount of $2.4 million together with the corresponding granting of an option to acquire a 10% interest in the Company's Flatbed property for cash consideration of $5 million.

The Company owns four coal exploration properties located in British Columbia. The Company is also pursuing the acquisition of Watson Island, located just outside of Prince Rupert, B.C., and commenced litigation against the City of Prince Rupert to enforce its rights in connection with the acquisition. If it is successful in acquiring Watson Island, the Company's objective is to redevelop Watson Island as a seaport terminal and supporting industrial park.

Huguenot Coal Project

The Huguenot Coal Project is a metallurgical coal project located approximately 690 kilometres north-northeast of Vancouver, close to the provincial boundary with Alberta. It is situated approximately 85 km south-southeast of the town of Tumbler Ridge and 115 km southwest of the city of Grande Prairie, Alberta. In June 2014, the Company received from the B.C. Ministry of Energy and Mines ("MEM") 19 new coal licenses bringing the total number of licenses to 32 with an overall area of 22,893 ha. Previous to this, and in support of current initiatives to protect mountain caribou and their habitat, the Company agreed to withdraw application for approximately 1,130 hectares of identified winter habitat. The new coal licenses principally cover potential down-dip extensions to the main deposit plus additional resource potential, located east of the main deposit, along a regional trend that includes the Wapiti (Canadian Dehua) and Flatbed coal projects to the northwest.

As reported in the Company's September 24, 2013 news release, the Huguenot property underwent a successful Preliminary Economic Assessment ("PEA") in 2013. The PEA, prepared by Norwest Corporation ("Norwest") in accordance with NI 43-101 standards, has been filed on SEDAR.

In summary, Norwest updated previously reported (2012) in situ and potentially mineable resources, developed a conceptual mine plan to exploit the coal resources through a combination of open pit and underground mining, and prepared scoping-level cost estimates and economic analyses.

Measured and indicated in-situ coal resources total 277.7 million tonnes, with Inferred resources adding a further 119.2 million tonnes, as tabulated below:

Deposit type	**Measured (Mt)**	**Indicated (Mt)**	**Inferred (Mt)**
Surface	96.20	35.75	0.53
Underground	18.85	126.88	118.66
TOTAL	115.05	162.63	119.19

Based upon coal price and cost assumptions at the time, the project was found to have positive economics and to be worthy of continued exploration and development. Clean coal production of 89 million tonnes was projected over a mine life of 31 years from combined surface and underground mining operations. Coal resources accounted for in both the open pit and underground mine plans were estimated as:

Mining Method	**ROM (Mt)**	**Clean (Mt)**
Open Pit	56	39
Underground	66	50
TOTAL	122	89

The PEA is preliminary in nature and includes inferred mineral resources that are considered to be too geologically speculative to be subject to economic considerations that would enable them to be categorized as mineral reserves. There is no certainty that the forecast results stated in the PEA will be realized. Further details are included in the Company's press release dated September 24, 2013, and in the actual PEA, both of which are filed on SEDAR.

Management continues to pursue opportunities for financing further work at Huguenot, including the possibility of joint venturing the property.

Flatbed Coal Project

The Flatbed Coal Project, located in the Liard Mining Division in northeastern B.C., is a metallurgical coal project comprised of seven coal licenses covering a total area of 9,077 hectares. The coal licenses were received from MEM in June 2014. A decision to grant coal licenses over an additional 2,400 hectares was deferred to allow additional time for further evaluation of this area's winter use by caribou belonging to the Quintette herd. The deferred ground formed the southernmost portions of the original coal license applications and does not contain any of the Flatbed property's initial targets. MEM has recently informed the Company that of the 2,400 hectares, 1,435 hectares have been placed into an area of Coal Reserve, thus leaving 965 hectares under application.

In September 2014, MEM issued a Work Permit to the Company to conduct Phase 1 of its Notice of Work ("NoW") application on its Flatbed property. This phase allows for the drilling of 48 drill holes and 12.2 kms of access trail. The permit is valid until October 30, 2018. MEM is proceeding with its review of Phase 2 of the NoW application.

The Flatbed property borders portions of the Quintette (Teck), Trend (Peace River Coal) and Duke Mountain (Teck) properties. The Company previously announced (January 29, 2013) that, based upon a review of various data from in and around the Flatbed property, the Company's geological consultant identified three targets worthy of future exploration aimed at the location of underground mineable metallurgical coal deposits for seams targeted at depths between 200 metres and 600 metres.

The Company is planning to complete the Phase 1 program at an estimated cost of $2 million to $2.5 million, contingent upon closing its recently-announced private placement financing and the exercise of the Flatbed property option.

Tuya River Project

The Tuya River Project, acquired by Tuya in 2011, is a thermal coal project consisting of five coal licenses covering an area of approximately 2,361 ha in the Tertiary intermontane sedimentary basin between Telegraph Creek and Dease Lake in northwestern B.C. There are also an additional approximately 12,150 ha of land contiguous to the existing licenses under application for coal licenses.

Coal was first recorded in the area in 1904, when seams up to 12 metres thick were noted near the Tuya River. Modern exploration of the basin did not commence until the late 1970's and included geological mapping, hand trenching and 10 diamond drill holes which were drilled during 1979 and 1980.

The Company is not currently planning to conduct any field exploration on the Tuya River property during 2016.

Rocky Creek Project

In June of 2014, Tuya acquired two new coal licenses comprising 2,114 ha in the Sukunka River area of the Peace River Coalfield. The Rocky Creek Project has had little to no past work on it, but it is located in the Sukunka River area of the Peace River Coalfield and so it is considered to have potential for metallurgical coal. In July 2015, certain ground, not expected to be underlain by the targeted coal measures, was relinquished to the Crown. The two modified coal licenses now total 1,255 ha. The Company is not currently planning to conduct any field exploration on the Rocky Creek property during 2016.

Watson Island

The Company owns 100% of Watson Island Development Corporation ("WatCo"), a company formed to purchase or acquire Watson Island, located near Prince Rupert, B.C., for the purpose of the development of a deep sea port and industrial project. As consideration for 45% of the Company's interest in WatCo, the Company has agreed to pay a former shareholder of WatCo 10% of the proceeds of future financings by WatCo to a maximum of $800,000.

In July 2012, the City of Prince Rupert ("COPR") accepted an offer from WatCo to purchase Watson Island, subject to a number of conditions. Sale conditions included the development, approval and funding of a remediation plan for the land, which is contaminated as a result of decades of pulp mill operation. It was also a requirement of the purchase that WatCo would not be obligated for any historical environmental liabilities on Watson Island beyond a proposed lump sum financial contribution to an environmental remediation plan. At the time of entering into the offer to purchase, WatCo had been, and was to continue, funding the land expense costs of Watson Island and offered to fund the planning process and to make a significant contribution to the environmental remediation plan. Other conditions included notice requirements of the local governments, resolution of the court actions against the COPR by Sun Wave Forest Products Ltd. ("Sun Wave") relating to the title to Watson Island, and historic licensing and regulatory issues.

The COPR settled with Sun Wave in August 2013 and WatCo and the COPR subsequently negotiated to settle the terms of a definitive agreement. In the course of negotiations with the COPR, WatCo eventually accepted all of the terms of the definitive agreement proposed by the COPR and the COPR then advised that it would not proceed with the sale of Watson Island to WatCo. WatCo commenced litigation in the B.C. Supreme Court against the COPR to enforce WatCo's rights in connection with the acquisition of Watson Island. A Certificate of Pending litigation ("CPL") was immediately filed to prevent the land from being sold to others while the litigation is outstanding. The COPR subsequently asked the Court to remove of the CPL so that it could sell the lands to a third party purchaser. The Court refused to remove the CPL, but required WatCo to post security of $3.2 million within 21 days to keep the CPL on title. WatCo had insufficient available capital and the Company considered it ill-advised to post security and the CPL has now been removed from title. WatCo's claim against the COPR will now be for damages only unless Watson Island remains unsold at the time of a successful judgment.

If it is successful in acquiring Watson Island, WatCo's objective is to redevelop Watson Island as a multi-product bulk commodity shipping terminal with a supporting industrial park. Watson Island is an ideal site for a bulk terminal, as its existing marine and rail infrastructure can readily accommodate smaller bulk vessels, including Handymax-sized ships. The terminal could accommodate a range of bulk commodities, including coal, potash, pellets and liquids. Watson Island is also one of the closest points in North America to Asia, allowing for a shorter shipping route than other major ports.

Selected Annual Information

The table below provides selected financial information for the Company on a consolidated basis for each of the past three years ended July 31.

	2015	2014	2013
Total Revenues	$nil	$nil	$nil
Net Loss	($2,305,905)	($5,075,974)	($2,023,051)
Net Loss Per Share (basic and diluted)	($0.03)	($0.08)	($0.03)
Total Assets	$13,507,785	$12,932,436	$17,929,698
Long-term Liabilities	$nil	$nil	$nil
Deferred Exploration Expenditures – for the year	$1,209,967	$671,404	$3,385,538
B.C. Mining Exploration Tax Credits – for the year	$144,453	$2,242,926	$338,414
Deferred Exploration Expenditures – end of year	$10,719,973	$9,654,459	$11,225,981
Deferred Acquisition Costs – for the year	$nil	$658,429	$1,673,336
Deferred Acquisition Costs – end of year	$1	$1	$2,737,084
Dividends Declared	$nil	$nil	$nil

The net loss for 2015 included a charge for impairment of marketable securities of $309,255 (2014 - $64,549; 2013 - $231,100). The net loss for 2014 included a writedown of deferred acquisition costs of $3,395,512. Deferred exploration costs were volatile on an annual basis. During fiscal 2015, the Company incurred $604,255 in property acquisition costs in respect of the acquisition of Tuya. During 2013, the Company conducted a drill program at Huguenot. Field program costs for 2015 were only $33,625 (2014 - $96,814) compared to $2,048,452 incurred in 2013.

Results of Operations

During the year ended July 31, 2015, the Company reported a net loss of $2,305,905 ($0.03 per share) compared to a net loss of $5,075,974 ($0.08 per share) reported in the year ended July 31, 2014. The comparative fiscal 2014 loss had included a writedown of deferred acquisition costs associated with Watson Island amounting to $3,395,512. During the fourth quarter of fiscal 2014, management reviewed the carrying value of the deferred acquisition costs and in view of uncertainties, wrote down the deferred costs to a nominal amount of $1. The Company is continuing with its litigation filed against the COPR in connection with this acquisition.

The current year's results include the results of operations of Tuya from March 31, 2015, the date that the Arrangement closed. Expenses for the year increased from $1,672,613 to $2,023,443. Significant variances include business investigation costs associated with the Watson Island project which were $363,992 (2014 - $nil). Current fiscal year costs for Watson Island have been expensed, whereas similar costs incurred during the comparative year ended July 31, 2014, amounting to $658,429, were deferred.

Salaries and benefits of $198,333 (2014 - $140,760) include a provision for severance amounting to $105,000 (2014 - $nil). Consulting fees, including costs associated with the engagement of corporate development consultants, increased from $221,861 to $264,431; and office and administration costs increased from $197,889 to $216,125. Travel and promotion increased from $69,237 to $97,439 as management attended various industry and investor meetings in Europe and Asia.

These variances were offset by a slight decrease in professional fees incurred in respect of accounting, legal and tax services from $269,452 to $263,318. Management fees of $520,000 incurred during the year ended July 31, 2015 (2014 - $553,150) were charged in respect of services rendered by directors and/or officers of the Company.

During the comparative year ended July 31, 2014, the Company expensed $102,482 in preliminary exploration expenditures at Flatbed. Until June 2014, the Company's Flatbed property was comprised of coal license applications and under IFRS, the Company expenses exploration expenditures incurred prior to the receipt from the government of formal coal licenses. During June 2014, the Company received seven coal licenses from MEM and accordingly commenced to capitalize exploration costs associated with the Flatbed property on a prospective basis. During the year ended July 31, 2015, the preliminary exploration costs at Flatbed amounting to $125,715 (2014 - $38,063) were deferred.

Expenses were offset by $26,793 (2014 - $56,700) in interest income. The comparative amount had included $15,210 received on a B.C. Mining Exploration Tax Credit (BCMETC) tax refund. During the year ended July 31, 2015, the Company also recorded a charge for impairment of marketable securities in the amount of $309,255 (2014 - $64,549).

Capital Expenditures

Total exploration spending at Huguenot for the year ended July 31, 2015 decreased to $464,562 from $633,341 incurred in the comparative year ended July 31, 2014. The aggregate costs incurred during the current year included $216,527 in licenses and fees as well as costs associated with baseline environmental data collection. The 2014 comparative costs also included primarily costs associated with baseline environmental data collection. The Company did not conduct a field exploration program in either year.

The Company also incurred deferred exploration expenditures of $125,715 (2014 - $38,063) at Flatbed. In addition, during the comparative year, Flatbed expenditures amounting to $101,384 were expensed.

The 2015 deferred exploration costs were offset by a BCMETC received in the amount of $144,453 (2014 - $2,242,926).

During the comparative year, the Company incurred $658,429 in deferred acquisition costs associated with Watson Island. These costs included $450,000 incurred in respect of WatCo's exclusivity agreement with the City of Prince Rupert, and various due diligence expenditures. During the current year, Watson Island project expenditures amounting to $363,992 were expensed as business investigation costs.

Financing Activities

During each of the years ended July 31, 2015 and 2014, the Company did not complete any equity financings.

During fiscal 2015, the Company acquired net cash of $1,609,270 on completion of the Arrangement with Tuya.

During the comparative year ended July 31, 2014, the Company entered into an arrangement with Tuya whereby Tuya agreed to advance up to $270,000 to the Company to help fund the Company's proposed acquisition of Watson Island. Tuya advanced the principal amount of $270,000 to the Company in three tranches. The advances bore interest at the rate of 12% per annum and were payable on demand. This loan was eliminated on March 31, 2015 through the acquisition of Tuya by the Company.

Summary of Quarterly Results (unaudited)

Three months ended	July 31, 2015	April 30, 2015	January 31, 2015	October 31, 2014	July 31, 2014	April 30, 2014	January 31, 2014	October 31, 2013
Total revenues	$nil	$nil	$nil	$nil	$nil	$nil	$nil	$nil
Deferred exploration costs (recovery)	$409,463	$464,292	$73,751	$118,008	($686,167)	$137,641	($1,263,510)	$240,514
Net loss	($689,784)	($515,346)	($614,303)	($486,472)	($3,848,618)	($440,021)	($377,359)	($409,976)
Net loss per share (Basic and diluted)	($0.01)	($0.01)	($0.01)	($0.01)	($0.06)	($0.01)	($0.01)	($0.01)

The net loss for the quarter ended July 31, 2014 included a writedown of deferred acquisition costs amounting to $3,395,512. The net loss for the quarter ended July 31, 2015 included a charge for impairment of marketable securities in the amount of $245,602 (January 31, 2015 - $57,089; July 31, 2014 - $64,549; July 31, 2013 - $231,100). Deferred exploration costs for the quarter ended April 30, 2015 included the acquisition cost under the Arrangement of the Tuya River property amounting to $529,263. Deferred exploration costs for the quarter ended April 30, 2015 were offset by a BCMETC of $144,453 (July 31, 2014 - $841,125; January 31, 2014 - $1,401,801).

Fourth Quarter

During the fourth quarter ended July 31, 2015, the Company reported a net loss of $689,784 ($0.01 per share) compared to a net loss of $3,848,618 ($0.06 per share) reported in the fourth quarter of fiscal 2014. The comparative 2014 fourth quarter loss was impacted by the aforementioned writedown of deferred acquisition costs associated with Watson Island amounting to $3,395,512.

Expenses increased from $402,458 to $449,978. Variances include business investigation costs associated with the Watson Island project which were $29,451 (2014 - $nil). Current fiscal year costs for Watson Island have been expensed, whereas similar costs incurred during the comparative quarter ended July 31, 2014, amounting to $46,513, were deferred.

Consulting fees, including costs associated with the engagement of corporate development consultants, increased from $20,256 to $63,558; and office and administration costs increased from $49,916 to $54,004. Travel and promotion increased from $12,163 to $36,336 as management attended industry and investor meetings in Europe during the quarter. The Company also incurred professional fees in respect of accounting, legal and tax services amounting to $101,680 (2014 - $90,169).

These variances were offset by a decrease in salaries from $35,760 to $3,333 reflecting an employee lay-off at the end of the third quarter. Management fees of $127,500 incurred during the fourth quarter (2014 - $127,500) were charged in respect of services rendered by directors and/or officers of the Company.

The Company also incurred an impairment charge in respect of the carrying value of its marketable securities amounting to $245,602 (2014 - $64,549), and earned interest and dividend income of $5,796 (2014 - $13,901) on its surplus cash balance and investments.

The Company incurred deferred property expenditures during the fourth quarter amounting to $341,008 (2014 - $154,958). The 2015 deferred costs included $261,824 (2014 - $29,224) in licenses and fees. During the comparative fourth quarter ended July 31, 2014, the Company also received a BCMETC of $841,125.

Liquidity and Capital Resources

As at July 31, 2015, the Company had working capital of $2,399,955, including cash of $2,090,437.

The Company is in the business of exploring for coal which by its nature involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company has not as yet put any of its coal properties into commercial production and therefore has no operating revenues. The Company has completed a PEA on its 100%-owned Huguenot Coal Project. Based upon coal price and cost assumptions at the time, the results of the PEA suggested that the Huguenot project has positive economics and that it is worthy of continued exploration and development. The Company is dependent on raising additional financing to fund further exploration and development requirements on existing properties, to fund property acquisitions and for general corporate costs. The only sources of future funds presently available to the Company are the sale of additional equity capital, the sale of marketable securities, selling or leasing the Company’s interest in a property or entering into joint venture arrangements or other strategic alliances in which the funding sources could become entitled to an interest in the properties or the projects. The Company’s capital resources are largely determined by the strength of the junior resource markets and by the status of the Company’s projects in relation to these markets, and its ability to compete for the investor support of its projects.

The recoverability of the carrying value of the coal properties and the Company’s continued existence is dependent upon the preservation of its interest in the underlying properties, demonstration of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to obtain financing or, alternatively, upon the Company’s ability to dispose of its interests on an advantageous basis.

If it is successful in acquiring Watson Island, WatCo’s intent is to redevelop Watson Island as a bulk shipping terminal, with a supporting industrial park. These WatCo expenditures would require significant financial resources. The Company is dependent upon share issuances or debt financings, or the disposal of other assets to provide the funding necessary to meet these expenditures, or alternatively, the Company’s interest in WatCo could be diluted.

Subsequent to July 31, 2015, the Company entered into a letter agreement ("Letter Agreement") with a certain investor group (the "Investor") which provides for the terms and conditions of a proposed private placement of units together with the corresponding granting of an option to acquire a 10% registered and beneficial ownership interest in the Company's Flatbed property which will become available to the Investor upon the successful completion of the private placement.

Under the terms of the private placement, the Company agreed to offer up to 24,000,000 units at a price of $0.10 per unit for aggregate proceeds of up to $2,400,000, with each unit comprised of one common share and one-half of one share purchase warrant. Each whole warrant will entitle the holder to purchase one common share of the Company at a price of $0.20 per share for a period of two years from closing of the private placement. Closing of this private placement is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, inclusive of that of the TSX Venture Exchange, which could include the requirement that the Company obtain disinterested shareholder approval of the transaction.

Upon the successful completion of the entire private placement closing, the Investor shall immediately acquire an option, exercisable within 90 calendar days of execution of the Letter Agreement, to acquire a 10% registered and beneficial ownership interest in those certain coal licenses that together comprise the Company's Flatbed property for cash consideration of $5,000,000.

The Company presently intends to utilize the proceeds realized from the private placement and from the sale of the Flatbed property interest to conduct exploration on its Flatbed property and for general corporate and working capital purposes.

Contractual Obligations

Colonial has the following contractual obligation as at July 31, 2015:

		Payments Due by Period		
	Total	Less than 1 year	1-3 years	3-5 years
Lease agreement for office premises	$68,800	$68,800	$nil	$nil

Transactions with Related Parties

Related party transactions are comprised of services rendered by directors and/or officers of the Company and companies controlled by them or persons associated with them and, until March 31, 2015, Tuya, which had five directors in common with the Company. Related party transactions are in the ordinary course of business and are measured at the exchange amount. The Company incurred the following expenditures during the years ended July 31, 2015 and 2014 that were charged by related parties. These transactions are in the ordinary course of business and are measured at the exchange amount.

	Year ended July 31, 2015	Year ended July 31, 2014
Consulting fees *(1)*	$45,000	$32,500
Directors' fees *(2)*	$18,000	$45,000
Management fees *(3)*	$520,000	$553,150
Professional fees *(4)*	$99,500	$85,700
	$682,500	$716,350

(1) Fees paid to Shane Austin, son of David Austin, President and CEO of the Company.

(2) Fees paid to Ian Downie, Wayne Waters and Anthony Hammond.

(3) Fees paid to David Austin, John Perry and Anthony Hammond, or to companies controlled by them.

(4) Fees paid to a company controlled by William Filtness, CFO of the Company.

Amounts due to related parties at July 31, 2015 amounting to $25,078 (July 31, 2014 - $11,207) are non-interest bearing and have no specific terms of repayment and include amounts payable to companies controlled by John Perry and William Filtness for consulting services and to directors for reimbursement of certain expenses.

Prior to the Arrangement, Tuya had advanced an aggregate $270,000 to the Company. These advances bore interest at the rate of 12% per annum and were payable on demand. The loan was eliminated on March 31, 2015 through the acquisition of Tuya by the Company.

The Huguenot Coal Project is subject to a 1.5% production royalty, including 1.2% which is payable to certain directors of the Company. During fiscal 2015, the independent directors of the Company entered into certain agreements pursuant to which the parties to this royalty agreement agreed to terminate a pre-production royalty (payable at a rate of $62,500 per month) which was to commence April 1, 2015 and end on the date on which production commences. As consideration, the Company granted a 1.5% production royalty on the Company's Flatbed Coal Project, 1.35% of which is payable to certain directors of the Company. Additionally, the Tuya River Project is subject to a 1.5% production royalty, payable to a director of the Company.

The compensation paid or payable to key management, including the Company's Chief Executive Officer, Chief Operating Officer and directors for services rendered during the years ended July 31, 2015 and 2014 is as follows:

	Year ended July 31, 2015	Year ended July 31, 2014
Directors' fees	$18,000	$45,000
Management fees	$520,000	$553,150
	$538,000	$598,150

Critical Accounting Estimates

The accounting estimates considered to be significant to the Company include the carrying values of coal properties and deferred exploration costs, deferred acquisition costs and marketable securities, and the computation of share-based payments expense and warrants.

Management reviews the carrying values of its coal properties on at least an annual basis, or when an impairment indicator exists, to determine whether an impairment should be recognized. In addition, capitalized costs related to relinquished property rights are written off in the period of relinquishment. Colonial has not written down any of its coal properties to date. Capitalized costs in respect of Colonial's coal properties amounted to $10,719,973 as at July 31, 2015. These costs may not be recoverable and there is a risk that these costs may be written down in future periods.

Management reviews the carrying value of other deferred costs on at least an annual basis, or when an impairment indicator exists, to determine whether an impairment should be recognized. During the year ended July 31, 2014, in view of uncertainties, the Company wrote down the deferred acquisition costs associated with Watson Island to a nominal value of $1, recognizing an impairment loss of $3,395,512.

Marketable securities are valued at each balance sheet date on the basis of period-end market bid quotations. During the year ended July 31, 2015, the Company recognized an impairment loss of $309,255 (2014 - $64,549) due to a significant or prolonged decrease in the fair value of various public company interests.

The Company uses the fair-value method of accounting for share-based payments related to incentive stock options and compensation warrants modified or settled. Under this method, compensation cost attributable to options and awards granted is measured at fair value at the grant date and expensed over the vesting period with a corresponding increase to contributed surplus. In determining the fair value, the Company makes estimates of the expected volatility of the stock as well as an estimated risk-free interest rate and an estimated forfeiture rate. Changes to these estimates could result in the fair value of the share-based payments expense being less than or greater than the amount recorded. During the years ended July 31, 2015 and 2014, the Company did not grant any stock options.

Changes in Accounting Policies Including Initial Adoption

Certain pronouncements were issued by the International Accounting Standards Board ("IASB") or the IFRS Interpretations Committee that are mandatory for accounting periods beginning before or on January 1, 2014.

The following new standards, amendments and interpretations that have been adopted for the Company's current fiscal year have not had a material impact on the Company:

- IFRIC 21, *Levies*, provides guidance on accounting for levies in accordance with IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*. The interpretation defines a levy as an outflow from an entity imposed by a government in accordance with legislation and confirms that an entity recognizes a liability for a levy only when the triggering event specified in the legislation occurs.
- IAS 32, *Financial Statements: Presentation*, has been amended to clarify some of the requirements for offsetting financial assets and liabilities on the balance sheet.

Accounting Standards Issued But Not Yet Applied

The following new standards have been issued by the IASB but not yet applied:

- IFRS 9, *Financial Instruments,* was issued in July 2014 and replaces IAS 39, *Financial Instruments: Recognition and Measurement*. IFRS 9 was developed in phases by the IASB. As a result there are a number of transition options and requirements in relation to earlier versions of IFRS 9 prior to the mandatory effective date of IFRS 9 in its entirety. IFRS 9 is mandatory for annual periods beginning on or after January 1, 2018. IFRS 9 includes requirements for classification and measurement of financial assets and financial liabilities; impairment methodology for financial instruments; and general hedge accounting. IFRS 9 has specific requirements for whether debt instruments are accounted for at amortized cost, fair value through other comprehensive income or fair value through profit or loss. IFRS 9 requires equity instruments to be measured at fair value through profit or loss unless an irrevocable election for use of fair value through other comprehensive income which results in changes in fair value not being recycled to the income statement. The Company has not adopted IFRS 9 and has not completed its assessment of the impact of this standard.

- IFRS 15*, Revenue from Contracts with Customers*, was issued in May 2014 and establishes principles to address the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The required adoption date for IFRS 15 is the annual period beginning on or after January 1, 2018, with early adoption permitted. The Company has not completed its assessment of the impact of this standard.

Off-Balance Sheet Arrangements

The Company has not entered into any material off-balance sheet arrangements.

Financial Instruments

The Company's financial instruments consist of cash, short term investments, receivables, marketable securities, reclamation deposits, accounts payable and accrued liabilities, and amounts payable to related parties. As at July 31, 2015, the Company's cash was held in Canadian dollars, the Company's functional currency. The Company has no operations in foreign jurisdictions outside of Canada at this time and as such has no currency risk associated with its operations.

Outstanding Share Data

Authorized Capital:

An unlimited number of common shares, without par value, and an unlimited number of preferred shares, issuable in series

Issued and outstanding as at November 19, 2015:

96,808,396 common shares

Outstanding options and warrants as at November 19, 2015:

Type of Security	Number	Exercise Price	Expiry date
Stock options	4,845,000	$0.77	October 7, 2020

Risks and Uncertainties

The Company's coal projects are in the exploration stage only and commercial coal reserves have yet to be demonstrated. Development of these projects would follow only if favourable exploration results are obtained. There is no guarantee that the Company will ever reach the production stage. 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.

The Company currently has no revenues from operations. If the Company's exploration programs are successful, additional funds will be required in order to complete the development of its properties. Additionally, the WatCo planned expenditures will require significant financial resources. The only sources of future funds presently available to the Company are the sale of additional equity capital, the sale of investments, and the sale or lease of the Company's interest in a property or entering into joint venture arrangements or other strategic alliances in which the funding sources could become entitled to an interest in the properties or the projects. The Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. There is no assurance that the Company will be successful in raising additional funds in the future. If the Company does not have the necessary capital to meet its obligations under its contractual obligations, the Company may have to forfeit its interest in properties or prospects earned or assumed under such contracts. In addition, if the Company does not have sufficient funds to pursue its exploration programs, the viability of the Company could be jeopardized.

Beyond exploration and funding risk, the Company is faced with a number of other risk factors. The more significant ones include:

Litigation: WatCo has commenced litigation in the British Columbia Supreme Court against the City of Prince Rupert to enforce WatCo's rights in connection with the acquisition of Watson Island. A Certificate of Pending litigation ("CPL") was immediately filed to prevent the land from being sold to others while the litigation is outstanding. The COPR subsequently asked the Court to remove of the CPL so that it could sell the lands to a third party purchaser. The Court refused to remove the CPL, but required WatCo to post security of $3.2 million within 21 days to keep the CPL on title. WatCo had insufficient available capital and the Company considered it ill-advised to post security and the CPL has now been removed from title. WatCo's claim against the COPR will now be for damages only unless Watson Island remains unsold at the time of a successful judgment.

WatCo is continuing to pursue the acquisition of Watson Island. The Company, however, cannot provide assurances with respect to the outcome of the litigation.

Exploration Stage Operations: Resource exploration, development and operations are highly speculative, characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. The Company will rely upon consultants and others for exploration, development, construction and operating expertise. Substantial expenditures are required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to extract the coal from mineral resources and, in the case of new properties, 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. Whether a mineral deposit will be commercially viable depends on a number of factors, including but not limited to: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; mineral prices; and government regulations, including but not limited to regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Volatility of Coal Prices: The market price of coal is volatile and is affected by numerous factors that are beyond the control of the Company. These include international supply and demand, the level of consumer product demand, international economic trends, currency exchange rate fluctuations, the level of interest rates, the rate of inflation, global or regional political events and international events, as well as a range of other market forces. Sustained downward movements in coal market prices could render less economic, or uneconomic, some or all of the coal extraction and/or exploration activities to be undertaken by the Company.

Marketability: The marketability of coal owned by the Company, or which may be acquired or discovered by the Company, will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of coal markets and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting coal and environmental protection. A combination of one or more of these factors may result in the Company not receiving an adequate return on invested capital.

Aboriginal Title Claims: Recent jurisprudence puts in doubt the ability of mining companies to acquire, within a reasonable timeframe, effective mineral titles in some parts of North America in which aboriginal title is claimed. The risk of unforeseen aboriginal title claims and disputes could affect existing operations as well as development projects and future acquisitions. The need for governments to consult with aboriginal peoples and in some instances accommodate their interests with respect to grants of mineral rights in the issuance or amendment of project authorizations may affect the Company's ability to expand or transfer existing operations or to develop new projects.

Reserve and Resource Estimates: The Company's coal projects are in the exploration stage only and commercial coal reserves have yet to be demonstrated. The coal resources stated for the Huguenot Coal Project are only estimates. No assurance can be given that the estimated coal resources will be converted to reserves that might potentially be recovered by mining, or at what rate any such reserves might be recovered. Coal resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative. Coal resource estimates may require revision (either up or down) based on additional exploration and coal quality data. The potential for developing future coal reserves will be based upon a number of factors including (but not limited to) estimates of mining costs, mine and plant recovery rates, production experience elsewhere, and market fluctuations in the price of coal. Such factors may negatively impact potential reserve development such that any subsequent development of the coal deposit may focus on coal seams other than those initially targeted, resulting in reduced expectations for reserve potential with different coal quality. This may adversely affect the Company's profitability in any particular accounting period.

Future Capital Requirements: The Company will require additional financing in order to grow and expand its operations. The Company, if it deems the results of continued exploration to warrant moving toward the production phase, will require additional financing in order to bring its coal projects into production. It is possible that required future financing will not be available or, if available, will not be available on favourable terms. If the Company issues treasury shares to finance its operations or expansion plans, control of the Company may change and shareholders may suffer dilution of their investment. If adequate funds are not available, or are not available on acceptable terms, the Company may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business.

Government Regulations: The Company may be subject to various laws, regulations, regulatory actions and court decisions that may have negative effects on the Company. Changes in the regulatory environment imposed upon the Company could adversely affect the ability of the Company to attain its corporate objectives.

Environmental Risk: All of the Company's operations will be subject to environmental regulations, which can make operations expensive or prohibit them altogether. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The Company intends to minimize potential risks and liabilities associated with pollution of the environment and the disposal of waste products by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to international environmental standards. There is also a risk that the environmental laws and regulations may become more onerous, making the Company's operations more expensive.

Disclosure Controls and Procedures and Internal Controls over Financial Reporting

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109") the Chief Executive Officer and Chief Financial Officer have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the annual audited financial statements and this accompanying Annual MD&A (together the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

Outlook

As at July 31, 2015, the Company had working capital of $2.4 million, including cash of $2.1 million. Subsequent to July 31, 2015, the Company announced a proposed $2.4 million private placement financing, together with the corresponding granting of an option to acquire a 10% interest in the Company's Flatbed property for cash consideration of $5 million.

Management is currently focused on the pursuit of additional coal properties, with a view to strengthening the Company's portfolio and ultimately becoming a coal producer.

At Flatbed, the Company has received a Work Permit to conduct Phase 1 of its Notice of Work ("NoW") application. This phase encompasses a total of 48 drill holes and 12.2 km of access trail. The permit is valid until October 30, 2018. MEM is proceeding with their review of Phase 2 of the NoW application. Contingent upon closing the proposed private placement and the exercise of the Flatbed property option, the Company intends to conduct the Phase 1 program at an estimated cost of $2 million to $2.5 million.

Management is also pursuing opportunities for financing further work at Huguenot, including the possibility of joint venturing the property, taking into account current market uncertainties. Coal quality database consolidation and assessment report preparation is ongoing as are baseline environmental data collection and data consolidation.

WatCo is continuing to pursue the acquisition of Watson Island through its litigation in the British Columbia Supreme Court against the City of Prince Rupert. WatCo is also in discussions with potential investment partners to develop the property into a multi-product bulk facility. The intent is that WatCo will fund and facilitate the development of this plan in consultation with the community, development experts and governments. The goal is to develop the island to highest and best purposes and to maximize the reuse and repurposing of land, buildings and infrastructure and employ the lowest-impact approach to the operation of the terminal.

Other Information

Additional information related to the Company is available for viewing on SEDAR at www.sedar.com and at the Company's website at www.ccoal.ca.