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 23, 2016, 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, 2016 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 23, 2016.
- 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.

The Company owns three 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 has ongoing 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.

The Company announced on October 20, 2015 and on May 2, 2016, as amended, a proposed private placement of units with a certain investor group (the "Investor") in the amount of $2.4 million. Upon successful completion of the entire private placement closing, the Investor has agreed to acquire a 10% interest in the Company's Flatbed property for cash consideration of $5 million. As at November 23, 2016, this proposed financing has not closed.

Huguenot Coal Project

The Huguenot Coal Project is a metallurgical coal project located in the Liard Mining Division, northeastern British Columbia, 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. During the year ended July 31, 2016, the Company rationalized its Huguenot property holdings, dropping fifteen coal licenses. The relinquished licenses do not contain any of the Huguenot property's reported coal resources (see below). The Company currently owns a 100% interest in seventeen coal licenses covering an area of 9,531 hectares.

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 currently comprised of eight coal licenses covering a total area of 9,607 hectares.

In September 2014, the B.C. Ministry of Energy and Mines 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.

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 currently pursuing additional financing, including closing its previously-announced private placement and the corresponding agreement by the Investor to acquire its 10% interest in the Flatbed property. Subject to arranging suitable financing, the Company intends to complete a preliminary exploration program at Flatbed.

Tuya River Project

The Tuya River Project, acquired by Tuya in 2011, is a thermal coal project located in the Tertiary intermontane sedimentary basin between Telegraph Creek and Dease Lake in northwestern B.C. During the year ended July 31, 2016, the Company rationalized the Tuya River property holdings. The Company dropped one coal license covering 1,363 hectares, relinquished 20 coal license applications covering 5,850 hectares, and modified 6 applications to relinquish a further 900 hectares. The Company currently owns a 100% interest in four coal licenses covering an area of 998 hectares and has made application for an additional ten coal licenses covering an area of 2,125 hectares in respect of this property.

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 fiscal 2017.

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 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.

	2016	2015	2014
Total Revenues	$nil	$nil	$nil
Net Loss	($1,021,355)	($2,305,905)	($5,075,974)
Net Loss Per Share (basic and diluted)	($0.01)	($0.03)	($0.08)
Total Assets	$12,548,764	$13,507,785	$12,932,436
Long-term Liabilities	$nil	$nil	$nil
Deferred Exploration Expenditures – for the year	$394,552	$1,209,967	$671,404
B.C. Mining Exploration Tax Credits – for the year	$96,685	$144,453	$2,242,926
Deferred Exploration Expenditures – end of year	$11,008,197	$10,719,973	$9,654,459
Dividends Declared	$nil	$nil	$nil

The net loss for 2016 was offset by a gain on sale of marketable securities amounting to $373,784. The net loss for 2016 included a charge for impairment of marketable securities of $136,924 (2015 - $309,255; 2014 - $64,549). The net loss for 2014 included a writedown of deferred acquisition costs of $3,395,512. Deferred exploration costs have varied from year to year, depending upon the timing of field programs and the availability of funding. During 2015, the Company incurred $604,255 in coal property acquisition costs in respect of the acquisition of Tuya.

Results of Operations

During the year ended July 31, 2016, the Company reported a net loss of $1,021,355 ($0.01 per share) compared to a loss of $2,305,905 ($0.03 per share) reported in the year ended July 31, 2015.

The 2016 loss was after recording a gain on sale of marketable securities amounting to $373,784. During the fourth quarter of fiscal 2016, the Company disposed of all of its marketable securities, realizing cash of $534,579. During fiscal 2016, prior to disposing of these securities, the Company had recognized an impairment loss of $136,924 (2015 - $309,255) due to a significant or prolonged decrease in the fair value of its marketable securities.

Expenses decreased from $2,023,443 to $1,327,501. Significant variances include business investigation costs associated with the Watson Island project which were $17,107 (2015 - $363,992). The comparative 2015 Watson Island costs included $344,505 in legal fees associated with the Company's ongoing litigation. Offsetting this variance is financing costs of $135,270 (2015 - $nil) which represent legal costs incurred in respect of the Company's proposed private placement and disposal of the 10% interest in the Flatbed property. These costs were expensed in the fourth quarter.

Excluding the impact of business investigation and financing costs, expenses decreased by 29% reflecting a general reduction in discretionary expenditures and a reduction in corporate activity. Salaries and benefits were reduced to $nil from $198,333, including $nil (2015 - $105,000 in severance) as the one salaried administrative employee left the Company in fiscal 2015. Consulting fees also decreased from $264,431 to $137,971 as the Company significantly reduced its complement of corporate development consultants.

Travel and promotion expense decreased from $97,439 to $46,623. The 2015 comparative travel costs included costs incurred in respect of a series of industry meetings in Asia and Europe. Office and administration costs decreased marginally from $218,126 to $204,936, and professional fees incurred in respect of accounting, legal and tax services were reduced from $263,318 to $241,619, commensurate with reduced corporate activity. Management fees charged in respect of services rendered by directors and/or officers of the Company were reduced from $520,000 to $488,000, reflecting a fee reduction and the cancellation of bonuses.

Expenses were offset by $18,054 (2015 - $26,793) in interest income earned on the Company's surplus cash balance. During the year, the Company also was reimbursed $60,875 (2015 - $nil) for past coal license application payments made and recorded a gain on relinquishment of coal license applications.

Capital Expenditures

Total exploration spending at Huguenot for the year ended July 31, 2016 decreased to $233,603 from $464,562 incurred during fiscal 2015. Costs incurred for coal licenses and fees were reduced by 51% from $216,527 to $105,338 as the Company relinquished certain ancillary licenses. Other costs incurred during both the current and the prior fiscal year were primarily 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 $127,256 (2015 - $125,715) at Flatbed, including license fees of $63,689 (2015 - $63,539), with the balance of the costs being associated with data compilation. Minor costs incurred at Flatbed of $33,693 (2015 - $5,792) included $14,970 (2015 - $nil) in coal licenses as well as data compilation costs.

The 2016 deferred exploration costs were offset by B.C. Mining Exploration Tax Credits ("BCMETC") assessed or received amounting to $96,685 (2015 - $144,453).

Financing Activities

During the year ended July 31, 2016, the Company did not complete any financings.

During the comparative year ended July 31, 2015, the Company acquired net cash of $1,609,270 on completion of the Arrangement with Tuya.

Summary of Quarterly Results (unaudited)

Three months ended	July 31, 2016	April 30, 2016	January 31, 2016	October 31, 2015	July 31, 2015	April 30, 2015	January 31, 2015	October 31, 2014
Total revenues	$nil	$nil	$nil	$nil	$nil	$nil	$nil	$nil
Deferred exploration costs (recovery)	$206,546	($24,119)	$41,779	$73,661	$409,463	$464,292	$73,751	$118,008
Net loss	($34,732)	($236,097)	($365,182)	($385,344)	($689,784)	($515,346)	($614,303)	($486,472)

Three months ended	July 31, 2016	April 30, 2016	January 31, 2016	October 31, 2015	July 31, 2015	April 30, 2015	January 31, 2015	October 31, 2014
Net loss per share (Basic and diluted)	($0.00)	($0.00)	($0.00)	($0.00)	($0.01)	($0.01)	($0.01)	($0.01)

The net loss for the quarter ended July 31, 2016 was after recording a gain on sale of marketable securities amounting to $373,784. The net loss for the quarter ended January 31, 2016 included a charge for impairment of marketable securities in the amount of $75,766 (October 31, 2015 - $61,158; July 31, 2015 - $245,602; January 31, 2015 - $57,089). Deferred exploration costs for the quarter ended April 30, 2015 included the acquisition cost of the Tuya River property under the Arrangement which amounted to $529,263. Deferred exploration costs for the quarter ended April 30, 2016 were offset by a BCMETC assessed or recovered amounting to $73,640 (January 31, 2016 - $23,045; April 30, 2015 - $144,453).

Fourth Quarter

During the quarter ended July 31, 2016, the Company reported a net loss of $34,732 ($0.00 per share) compared to a net loss of $689,784 ($0.01 per share) reported in the quarter ended July 31, 2015. The 2016 fourth quarter loss was after recording a gain on sale of marketable securities of $373,784.

Expenses decreased from $449,978 to $439,571. Significant variances include business investigation costs including ongoing litigation costs associated with the Watson Island project which were $4,686 compared to $29,451 incurred in the quarter ended July 31, 2015. Other favourable variances included consulting fees, including costs associated with corporate development, which were reduced to $23,182 from $83,814 and professional fees incurred in respect of accounting, legal and tax services which decreased from $101,680 to $79,750. Travel and promotion decreased from $36,336 to $11,324 as management had attended industry and investor meetings in Europe during the comparative quarter. Management fees of $121,500 incurred during the fourth quarter (2015 - $127,500) were charged in respect of services rendered by directors and/or officers of the Company. These variances were offset by financing costs of $135,270 (2015 - $nil) which were expensed in the fourth quarter. These financing costs consisted of legal costs incurred in respect of the Company’s proposed private placement and property interest disposal.

Expenses were offset by $3,423 (2015 - $5,796) in interest income. The Company also was reimbursed $37,275 (2015 - $nil) for past coal license application payments made. During the comparative fourth quarter, the Company recorded a charge for impairment of marketable securities in the amount of $245,602.

The Company incurred deferred property expenditures during the fourth quarter amounting to $206,546 (2015 - $409,463). The 2016 fourth quarter deferred costs included $155,512 (2015 - $261,824) in licenses and fees.

Liquidity and Capital Resources

As at July 31, 2016, the Company had working capital of $1,088,218, including cash of $1,177,590.

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 had 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.

The Company has incurred losses since inception and expects to incur further losses in the development of its business and at July 31, 2016, the Company had an accumulated deficit of $20,855,828 which has been funded primarily by the issuance of equity. These factors may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its general operating expenses and to continue to explore its coal properties. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

In October 2015, and as amended in April 2016, the Company entered into a letter agreement ("Letter Agreement") with a certain investor group (the "Investor") which provides for the terms and conditions of each of a proposed private placement of units together with the corresponding agreement by the Investor 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.

In conjunction with the proposed private placement, the Company has agreed to sell 24,000,000 units at a price of $0.10 per unit for gross proceeds of $2,400,000. Each unit is comprised of one common share and one share purchase warrant, with each such warrant entitling the Investor to purchase an additional common share of the Company at an exercise price of $0.20 per share for a period of two years from closing of the private placement.

Closing of the 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.

Upon the successful completion of the entire private placement closing, the Investor has agreed to acquire a 10% registered and beneficial ownership interest both carried and then working 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. As at November 23, 2016, the proposed financing has not closed.

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, 2016 and 2015 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, 2016	Year ended July 31, 2015
Consulting fees *(1)*	$60,000	$45,000
Directors' fees *(2)*	$18,000	$18,000
Management fees *(3)*	$488,000	$520,000
Professional fees *(4)*	$76,000	$99,500
	$642,000	$682,500

(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, 2016 amounting to $21,836 (July 31, 2015 - $25,078) 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 Company's coal properties are subject to royalty interests payable as follows: the Huguenot Coal Project is subject to a 1.5% production royalty, including 1.2% which is payable to certain directors of the Company; the Flatbed Coal Project is subject to a 1.5% production royalty, 1.35% of which is payable to certain directors of the Company; and 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 Financial Officer, Chief Operating Officer and directors for services rendered during the years ended July 31, 2016 and 2015 is as follows:

	Year ended July 31, 2016	Year ended July 31, 2015
Directors' fees	$18,000	$18,000
Management fees	$488,000	$520,000
Professional fees	$76,000	$99,500
	$582,000	$637,500

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. During fiscal 2016, the Company made the decision to not renew the Rocky Creek coal licenses and recorded a write-down of mineral property of $9,643. Capitalized costs in respect of Colonial's coal properties amounted to $11,008,197 as at July 31, 2016. 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. Costs incurred during the year ended July 31, 2016 of $17,107 (2015 - $363,992) were expensed as business investigation costs.

Marketable securities are valued at each balance sheet date on the basis of period-end market bid quotations. During both the first and the second quarter of fiscal 2016, the Company recognized an impairment loss of $136,924 in respect of its various public company interests. During the fourth quarter ended July 31, 2016, the Company disposed of all of its marketable securities, realizing cash of $534,579, and recognizing a gain on the transaction of $373,784.

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, 2016 and 2015, the Company did not grant any stock options.

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.

- IFRS 16, *Leases*, was issued in January 2016 and eliminates the classification of leases as either operating or finance leases for a lessee. Instead all leases are capitalized by recognizing the present value of lease payments and recognizing an asset and a financial liability representing an obligation to make future lease payments. The principles in IFRS 16 provide a more consistent approach to acquiring the use of an asset whether by leasing or purchasing an asset.

  The new leasing standard is applicable to all entities and will supersede current lease accounting standards under IFRS. IFRS 16 is mandatory for annual periods beginning on or after January 1, 2019. The Company has not adopted IFRS 16 and 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, 2016, 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 23, 2016:

96,808,396 common shares

Outstanding options and warrants as at November 23, 2016:

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, 2016, the Company had working capital of $1.1 million, including cash of $1.2 million. The Company has announced a proposed $2.4 million private placement financing, together with the corresponding agreement by the Investor to acquire a 10% interest in the Company's Flatbed property for cash consideration of $5 million. As at November 23, 2016, this proposed financing has not closed. Management is continuing to work on closing this financing as well as pursuing other financing options.

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. Contingent upon closing the proposed private placement and the corresponding disposal of the 10% interest in Flatbed, the Company intends to conduct a preliminary exploration program at Flatbed.

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 are 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.