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 8, 2018, should be read in conjunction with the consolidated financial statements of Colonial Coal International Corp. ("CCIC" or the "Company") for the year ended July 31, 2018 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 8, 2018.

- 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 Flatbed 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

The Company owns two 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.

Huguenot Coal Project

The Huguenot Coal Project is a coking coal project currently comprised of seventeen coal licenses covering an area of 9,531 hectares 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 second half of the fiscal year, and as reported in the Company's July 10, 2018 news release, the Huguenot property underwent an update to its Preliminary Economic Assessment ("PEA"). The original PEA was prepared in 2013 by Norwest Corporation ("Norwest") and the results were the subject of a news release dated September 24, 2013. The new PEA, prepared by Norwest now Stantec Consulting Services Inc. ("Stantec") in accordance with NI 43-101 standards, was filed on SEDAR on August 2, 2018. The results of the recent study show that the Huguenot Project continues to demonstrate positive economics, and that it is worthy of continued exploration and development.

In summary, Stantec used previously reported (2013) in situ and potentially mineable resources plus the 2013 conceptual mine plan to exploit the coal resources through a combination of open pit and underground mining, and updated scoping-level cost estimates and economic analyses for the Huguenot Project.

Highlights of the up-dated PEA are summarized as below. All costs are in US dollars but where Canadian dollar equivalents are provided, they have been converted using an exchange rate of US$1.00 equals CAD$1.30.

- The Huguenot Project has an indicative after-tax (and royalty) net present value ("NPV") of US$1,166 million (CAD$1,516 million), using a 7.5% discount rate, and an IRR of 33%, based on a coal price of US$172.00 per tonne.
- The financial analysis suggests that the "break-even" price is less than US$116, US$120, and US$125 per tonne for discount rates of 5%, 7.5% and 10%, respectively. It also indicates that for a 15% IRR, a minimum coal price of US$135 would be required.
- The Huguenot Project has a total projected mine life of 31 years, with the open pit (Years 1 - 14) and underground (Years 3 - 31) operating simultaneously during Years 3 - 14.
- Measured and indicated in-situ coal resources total 277.7 million tonnes (132.0 million tonnes surface mineable plus 145.7 million tonnes underground mineable). Inferred resources total an additional 119.2 million tonnes (0.5 million tonnes of surface mineable plus 118.7 million tonnes underground mineable).
- The Huguenot Project's potential coal production is identified as hard coking coal similar to coking coal currently exported from northeast British Columbia.
- The base coal price, of US$172.00 per tonne, used for the study represents a discount of US$13.00 per tonne from a projected long-term benchmark price of US$185 per tonne for premium low volatile hard coking coal.
- The PEA economic analysis is based on a conceptual open pit mine plan targeting 56 million run-of-mine ("ROM") tonnes of resource at an average stripping ratio of 8.6 :1 (bank cubic metres (bcm) :ROM tonnes) plus a conceptual underground mine plan that targets an additional 66 million ROM tonnes of resource.
- The Huguenot Project has total projected clean coal production of 89 million tonnes over a mine life of 31 years.
- Projected clean coal production from combined surface and underground mining operations ranges from 1.4 million tonnes per annum ("Mt/a") to 5.9 Mt/a, averaging approximately 3.0 Mt/a.
- Projected clean coal production from the open pit averages approximately 3.2 Mt/a in Years 1 through 12 and 1.8 Mt/a from underground from Years 5 through 31.
- The Huguenot Project's proposed payback of initial capital is estimated within 5 years from start-up of operations.
- The Huguenot Project's cash operating costs are estimated at US$67.20 per tonne clean coal at the mine loadout.
- The Huguenot Project's estimated direct plus offsite costs (ie, FOB cost), total US$95.50 per clean tonne (excluding production taxes and royalties).

It was assumed that the Huguenot Project would be connected by rail to the existing rail line south of Tumbler Ridge, and that a third party would construct this rail link, with costs being charged to the Huguenot Project on an annual basis. It was further assumed that other potential projects along that extended rail corridor would come on stream during the same general time frame as the Huguenot Project and that the rail costs would be shared among several users, such that the Huguenot Project's share of the annual costs would be no more than 50% of the total (equivalent to US$4.59/clean tonne over the first 15 years, or US$2.91/clean tonne over life-of-mine ("LOM").

The initial capital costs of the Huguenot Project have been significantly reduced by assuming that major equipment items for surface mining would be leased, and are therefore included as cash operating costs. Pre-production capital cost for the proposed mine is estimated at US$661 million, with additional sustaining capital of US$178 million over the LOM.

A summary of the financial analyses is shown in the following tables:

TABLE 0.1 ECONOMIC ANALYSES RESULTS (US$M)

Coal Price	NPV (US$M) at Varying Discount Rates with IRR			
	5%	7.5%	10%	IRR (%)
US$172/t	**$1,669**	**$1,166**	**$831**	**33%**
US$156/t	$1,203	$811	$551	25%
US$188/t	$2,134	$1,521	$1,109	40%

TABLE 0.2 ECONOMIC ANALYSES RESULTS (CAD$M)

Coal Price	NPV (CAD$M) at Varying Discount Rates with IRR			
	5%	7.5%	10%	IRR (%)
CAD$224/t	**$2,170**	**$1,516**	**$1,080**	**33%**
CAD$203/t	$1,564	$1,054	$717	25%
CAD$244/t	$2,775	$1,977	$1,442	40%

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 July 10, 2018, and in the actual updated 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. The Company has initiated a new Notice of Work application for the northern half of the main target area. An application has been filed but supporting documentation still needs to be completed and filed prior to First Nations consultations being initiated.

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 August 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 December 31, 2018. An amendment to the Work Permit, (applied for in August 2016) was issued in January 2018. This amendment allows for a seismic survey with minimal surface disturbance to be conducted over a portion of the property (that is, across the Gordon Creek deposit area) up to the end of 2019. The Company has recently (October 2018) applied for an extension of its current Work Permit until the end of 2021.

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.

During the summer and fall of 2017, the Company conducted a drill program at the Flatbed property. The primary objectives of the exploration work were to identify potentially underground mineable coal resources within the Gates Formation (which hosts established surface and underground mineable coking coal reserves and resources on a number of projects to the south, west and northwest of the Flatbed property) and to establish initial coal quality parameters. Activities focused on the Gordon Creek area, located in the north-western portion of the property, which hosts one of the main target areas identified by the Company's independent consultant (see above).

Work consisted of drilling five HQ-size diamond drill holes on four separate, widely-spaced, drill sites for a total of approximately 2,830 m of drilling. Associated activities included: down-hole geophysical logging; geological core description; coal (plus seam roof and floor) core sampling; geotechnical logging, sampling, and on-site testing; plus limited geological mapping. Core samples were submitted to Birtley Coal and Minerals Testing (Calgary, Alberta) for coal quality analysis and to Golder Associates Ltd. (Burnaby, B.C.) for geotechnical testing.

Colonial retained Norwest Corporation (of Salt Lake City, Utah) to undertake a report compliant with the requirements of National Instrument 43-101 Standards of Disclosure for Mineral Properties, which incorporated all the data acquired during the 2017 Flatbed exploration program plus additional data from certain historical oil/gas exploration wells (the "Technical Report"); the results were the subject of news releases dated November 27, 2017 and January 16, 2018.

Geological modeling and resource estimation identified an inferred underground mineable coal resource of 298 million tonnes. The inferred coal resource estimates were determined using a minimum seam thickness of one metre, limited to a maximum depth below surface of 900 metres. Eight coal seams are present with true thicknesses from the exploration data ranging from 1.2 metres to 5.3 metres, combining for an average total true thickness of 20.9 metres. The average seam dip is 11 degrees towards the southwest. The resources estimated for each coal seam and the initial coal quality data derived from raw coal samples, together with the results from float-sink analyses, can be seen in the Company's news release of November 27, 2017.

According to the ASTM coal rank classification system, on a dry, mineral matter free (dmmf) basis, volatile contents indicate that the coal seams range in rank from low volatile bituminous to medium volatile bituminous. Analytical results indicate that the Gates coal seams within the Gordon Creek area are metallurgical coals that would yield coking coal products after beneficiation in a wash plant. Float-sink analyses indicate that coal beneficiation could produce theoretical products ranging, on an air dried basis (adb), from 8% to 9% ash with yields ranging from 58.3% to 83.2% after adjustment for core loss in the test samples.

Tests performed on clean coal composites derived from the flotation and froth testing are tabulated below.

Gordon Creek Clean Coal Composite Quality (adb)

Seam	Clean Coal								Mean Maximum Reflectance (RoMax)	Gieseler Fluidity Max DDPM	Dilatation % S.D. 2.5	Base Acid Ratio
	Cut-Point		Clean Coal Composite Analysis (adb)									
	S.G.	Froth (sec)	Moist%	Ash%	VM%	S%	FSI	%P in Coal				
B*	1.50-1.55	30-60	0.51	8.85	25.04	0.92	8.5	0.081	1.19	1140	117	0.22
D	1.45	NSS	0.53	8.37	25.08	0.82	6.0	0.050	1.17	1120	78	0.10
E	1.5	NSS	0.56	8.16	22.58	1.32	8.0	0.041	1.29	286	64	0.11
F1	1.5	60	0.50	8.58	21.92	0.58	8.0	0.058	1.32	35	28	0.13
F2	1.6	60	0.43	8.27	21.27	0.39	7.0	0.046	1.32	4.4	-13	0.22
G	1.5	60	0.46	7.93	20.64	0.53	8.0	0.089	1.39	26	17	0.08
J	1.55	60	0.44	8.45	18.40	0.37	3.5	0.020	1.43	1.0	-	0.10
K	1.5	60	0.52	6.01	18.14	0.41	3.5	0.002	1.43	1.7	-	0.10

*Weighted Average of FD17-01 and FD17-03A; FSI rounded to the nearest half-unit., NSS = not sufficient sample

Clean coal composite (“CCC”) samples using both floats and froths from each seam, targeting ash contents in the 8% to 9% (adb) range, typically clean to a low sulphur product; seven of the eight seams report less than 1% sulphur, with the exception being Seam E at 1.32%. The phosphorus-in-coal contents for all CCC’s range from 0.002% to 0.089%. FSI values range from 3.5 to 8.5, although most seams report FSI’s of six or higher. Maximum fluidity values range between one to 1,140 dial divisions per minute (ddpm), while dilatation values range from minus 13 to plus 117. Base/acid ratios range from 0.08 to 0.22, with the majority below 0.13. Mean maximum vitrinite reflectance (RoMax) values (from 1.17 to 1.43) fall within the range for coking coals traded on the seaborne market.

From the results of the initial coal quality testing program on Gates Formation coal seams in the Gordon Creek area, it is reasonable to anticipate that product coals from Seams B to G could be marketed as hard coking coals, while coals from Seams J and K (the deepest seams, representing approximately 28.6% of the reported resources, and the seams that would likely be mined last), would meet the requirements of the semi-soft coking coal market.

Based on the above findings, Norwest has recommended further exploration to advance the Flatbed project as well as an internal, high-level mining study to determine whether or not to proceed with a Preliminary Economic Assessment based upon current data. Management has initiated the high-level mining study. Further exploration recommended by Norwest includes additional drilling within the Gordon Creek area and 2D seismic surveys. The additional drilling would be to further advance the definition of the geology, resource and coal quality potential. The 2D seismic surveys would be designed to identify coal seams and geological structures both within the Gordon Creek area and over a second target area referred to as the eastern anticline area. It is expected this work will total approximately $2.6 million.

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, British Columbia, 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 also the Company considered it ill-advised to post security. Consequently, 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, 2018, 2017 and 2016.

	2018 $	**2017** $	**2016** $
Total revenues	-	-	-
Loss	(3,211,880)	(1,913,519)	(1,021,355)
Loss per share (basic and diluted)	(0.02)	(0.02)	(0.01)
Total assets	16,565,666	17,792,876	12,548,764
Deferred exploration expenditures for the year	1,757,533	666,343	394,552
B.C. Mining and exploration tax credits for the year	(1,188)	53,641	96,685

Results of Operations

During the year ended July 31, 2018 the Company reported a loss of \$3,211,880, compared to a loss of \$1,913,519 for the year ended July 31, 2018. The increase in loss was primarily the result of stock options being granted in April 2018 and the following:

- Consulting fees of \$163,942 (2017 - \$155,996) rose as the Company increased its corporate development efforts.
- The Company had financing costs of \$8,284 during the year ended July 31, 2017 related to the previously proposed financing and disposal of a 10% interest in the Flatbed property. The Company did not proceed with this proposed financing.

- Management fees of $532,000 (2017 - $506,000) were in respect to services rendered by certain officers of the Company.
- Shareholder communications of $71,238 (2017 - $36,175) increased as the Company increased its promotional efforts.
- The Company recorded share-based payments expense of $1,858,084 (2017 - $9,083) related to the granting and vesting of stock options. During the year ended July 31, 2018, the Company granted 7,325,000 stock options to directors, officers, employees and consultants with an exercise price of $0.31 exercisable for a period of ten years.
- Travel and promotion expense of $137,171 (2017 - $92,054) are comprised of fees to travel to and from the properties as well as executive travel to conferences and other promotional expenses.
- Interest and dividend income of $67,829 (2017 - $39,256) rose due to management's efforts to realize value upon its cash reserves through short-term investments.
- During the year ended July 31, 2018 the Company recorded a gain of $24,150 (2017 - $15,140) on relinquishment of coal license applications.

Capital Expenditures

During the year ended July 31, 2018 total exploration spending at Flatbed was $1,492,182 associated with the 2017 drill program, post field data compilation, coal quality testing, data compilation and reporting as well as the preparation of an amendment to the existing Work Permit to allow for surface geophysical (seismic) surveys over parts of the property. Explorations expenditures at Flatbed during the comparative year ended July 31, 2017 were $512,046, consisting primarily of pre-program planning and consultants reports as well as project administration costs.

The Company also incurred deferred exploration expenditures of $265,351 (2017 - $129,353) at Huguenot, including $100,738 (2017 - $87,158) in respect of coal license renewals.

Financing Activities

During the year ended July 31, 2018, the Company received $241,116 from the exercise of 997,318 warrants.

During the year ended July 31, 2017, the Company completed the follow financing:

- In February 2017, the Company closed a non-brokered private placement financing through the issuance of 51,952,661 units (each a "Unit") at a price of $0.15 per Unit for gross proceeds of $7,792,899. Each Unit consists of one common share of the Company and one-half of a transferable common share purchase warrant. Each whole warrant entitles the holder thereof to purchase one additional common share of the Company at an exercise price of $0.30 per common share for a period of three years from the date of issue.

  The Company also issued 3,625,136 finders' warrants entitling the holder thereof to purchase one Unit as an exercise price of $0.15 per Unit for a period of three years from the date of issue and paid finder's fees and legal and other costs amounting to $714,526.

Summary of Quarterly Results (unaudited)

	Three Months Ended ($)			
	July 31, 2018	**April 30, 2018**	**January 31, 2018**	**October 31, 2017**
Total revenue	Nil	Nil	Nil	Nil
Loss	(350,476)	(2,243,915)	(324,242)	(293,247)
Basic and diluted loss per share	(0.00)	(0.02)	(0.00)	(0.00)
Deferred exploration costs	309,450	96,856	251,628	1,099,599

	Three Months Ended ($)			
	July 31, 2017	**April 30, 2017**	**January 31, 2017**	**October 31, 2016**
Total revenue	Nil	Nil	Nil	Nil
Loss	(1,010,298)	(369,329)	(282,717)	(251,175)
Basic and diluted loss per share	(0.01)	(0.00)	(0.00)	(0.00)
Deferred exploration costs (recovery)	426,231	54,269	75,690	56,512

The loss for the quarter ended April 30, 2018 is significantly higher than previous periods as it includes share-based compensation of $1,851,387 relating to the grant of 7,325,000 options.

The loss for the quarter ended July 31, 2017 is greater than other periods as the Company recorded a write down of mineral property of $641,569 related to the Tuya River Project. Deferred exploration expenditures increased during the quarters ended October 31, 2017 and July 31, 2017 as the Company conducted a field program at the Flatbed project. Deferred exploration costs for the quarter ended July 31, 2017 were offset by a BCMETC recovery amounting to $53,641.

Liquidity and Capital Resources

As at July 31, 2018, the Company had working capital of $3,423,515, including cash and cash equivalents of $3,428,019.

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 and has defined in situ resources at the Flatbed Coal Project. Based upon coal price and cost assumptions at the time of the Huguenot PEA, the results of the PEA suggested that the Huguenot project had positive economics and that it is worthy of continued exploration and development. Norwest's Technical Report on the Flatbed Coal Project recommends additional exploratory drilling. 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, 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.

Transactions with Related Parties

Related party transactions during fiscal 2018 and 2017 are as follows:

- During the year ended July 31, 2018 the Company incurred $80,000 (2017 - $76,000) in consulting fees paid to Shane Austin, the son of David Austin, President and CEO of the Company. The fees paid were for corporate development of the Company.

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. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

Compensation paid or payable to key management, including the Company's Chief Executive Officer, Chief Financial Officer, Chief Operating Office and directors for services provided during the years ended July 31, 2018 and 2017 was as follows:

	2018	**2017**
	$	**$**
Director's fees[1]	23,000	18,000
Management fees[2]	532,000	506,000
Professional fees[3]	47,000	68,400
Share-based compensation	1,311,705	-
	1,913,705	592,400

(1) Fees paid to Ian Downie, Wayne Waters, Anthony Hammond and Greg Waller.
(2) Fees paid to David Austin, John Perry, Anthony Hammond and Greg Waller, or to companies controlled by them.
(3) Includes fees earned by Matt Anderson, CFO, and a company controlled by William Filtness, former CFO of the Company. The Company has a consulting agreement with Malaspina Consultants Inc., a company that employs Mr. Anderson.

Amounts due to related parties at July 31, 2018 amounting to $29,828 (July 31, 2017 - $28,601) are non-interest bearing and have no specific terms of repayment.

Accounting Standards Issued But Not Yet Applied

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

a) New standard IFRS 9, Financial Instruments, is a partial replacement of IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets.

   The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company does not expect the adoption of IFRS 9 to have a material effect on the financial statements.

b) IFRS 16, Leases, replaces IAS 17, Leases, and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 15. The Company has not yet assessed the future impact of this new standard on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

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, reclamation deposits, accounts payable and accrued liabilities, and amounts payable to related parties. As at July 31, 2018, 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 8, 2018:

149,758,375 common shares

Outstanding options and warrants as at November 8, 2018:

Type of Security	Number	Exercise Price	Expiry date
Stock options	3,995,000	$0.77	October 7, 2020
Stock options	250,000	$0.25	May 1, 2022
Stock options	7,325,000	$0.31	April 5, 2028
Warrants	25,559,805	$0.30	February 3, 2020
Warrants *(1)*	3,237,941	$0.15	February 3, 2020

(1) Each finder's warrant is exercisable into units at a price of $0.15 per unit. Each unit comprises one common share and one-half of a share purchase warrant. Each full warrant is exercisable to acquire one additional common share at a price of $0.30 per share until February 3, 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 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 factors 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 condensed interim consolidated financial statements for the year ended July 31, 2018 and this accompanying MD&A (together the "Interim 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 on SEDAR at www.sedar.com.

Outlook

As at July 31, 2018, the Company had cash and cash equivalents of $3.4 million.

At Flatbed, the Company completed its drill program in mid-October 2017 and a Technical Report completed by Norwest was filed on SEDAR on January 10, 2018. In the Technical Report, Norwest recommended further exploration to advance the Flatbed project as well as an internal, high-level mining study to determine whether or not to proceed with a Preliminary Economic Assessment based upon current data. The Company is proceeding with the internal high-level mining study and management is considering future exploration activities based on the recommendations in the Technical Report.

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. Elements of baseline environmental data collection are ongoing. The Company updated the 2013 Huguenot PEA in the summer of 2018, with results disclosed in a news release dated July 10, 2018 and the updated PEA filed on August 2, 2018.

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.

A March 2018 investor presentation is available on the Company's website at ccoal.ca/investors/presentations.

Other Information

Mr. John Perry, a director of the Company, is the "qualified person" who reviewed and approved the disclosure of the technical information herein regarding the Company's coal properties.

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.